



July 15, 2024

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Scrip Code: 512038

Sub.: Intimation and Notice of Extra-ordinary General Meeting.

Dear Sir/Ma'am,

We would like to inform you that the Extra-ordinary General Meeting of the company is scheduled to be held on Wednesday, the 7th day of August, 2024 at 12 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), please find enclosed herewith Notice of the Extra-ordinary General Meeting.

Kindly take the same on records.

Thanking you,
For TCC Concept Limited

Umesh Kumar Sahay
Managing Director
(DIN: 01733060)

TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

Regd. Office: 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar,
Shivajinagar, Pune-411007 | CIN: L68200PN1984PLC222140 | Cont.: +91 86004 61900
Email Id: compliance@tccltd.in | Website: www.tccltd.in

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TCC CONCEPT LIMITED WILL BE HELD ON WEDNESDAY, THE 7TH DAY OF AUGUST, 2024 AT 12.00 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS (ES):

- 1. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 40,00,00,000 UNDER SECTION 61 OF THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10 (Rupees Ten) each to Rs. 40,00,00,000 (Forty Crore) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each and consequently, the existing **Clause 5. (a)** of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new **Clause 5. (a)**:

5. (a) The Authorised Share Capital of the Company is Rs. 40,00,00,000 (Forty Crore) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each. Any share of the Original or increased capital may from time to time be issued with guarantee or any right of preference share whether in respect of dividend or of repayment of capital or both or any other special privileges or advantages over any shares previously issued or then about to be issued or with deferred or qualified rights as compared with any shares previously issued or subject to any provisions or conditions and with any special right or without any right of voting and generally on such terms as the company may from time to time determine.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

- 2. PREFERENTIAL ISSUE OF 13,097,480 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF NATURAL ENVIRONMENT SOLUTIONS PRIVATE LIMITED (CIN U63119UP2017PTC089633).**

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To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section Sections 23(1)(b), 39,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 13,097,480 (One Crore Thirty Lakh Ninety-Seven Thousand Four Hundred Eighty) Equity Shares of the Company of face value of Rs. 10 (Rupees Ten) per Equity Share at an issue price of Rs. 352 (Rupees Three Hundred Fifty-Two) each including a premium of Rs. 342 (Rupees Three Hundred Forty-Two) per share, aggregating to Rs. 4,610,312,960 (Rupees Four Hundred Sixty-One Crore Three Lakh Twelve Thousand Nine Hundred Sixty) on such terms and conditions and as may think fit and at its absolute discretion to the persons mentioned herein below who are the shareholders of Natural Environment Solutions Private Limited (CIN: U63119UP2017PTC089633) ‘Target company’ having PAN: AAFCN4676H and Registered Office at Unit No. 930, Graphix-2, A-13, 9th Floor, Sector-62, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh 201301, on preferential basis for consideration other than cash i.e. swap of Equity shares:

Name of Proposed Allottee(s) belonging to Natural Environment Solutions Private Limited:

Sr. No.	Name of Proposed Allottee(s) belongs to Natural Environment Solutions Private Limited (A)	Category (B)	No. of Shares in Natural Environment Solutions Private Limited	% (D)	**No. of shares of the Company proposed to be allotted inTCC for the Acquisition of Shares by way of swap @ Rs. 352 per shares (Share
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			(C)		exchange ratio 824:1) = C*824
1	Umesh Kumar Sahay	Promoter	7,100	44.67	5,850,400
2	Aditi Umesh Sahai	Promoter Group	2,180	13.72	1,796,320
3	Hemlata Mahendra Singh	Promoter Group	719	4.52	592,456
4	Prasoon Mishra	Non-Promoter	1	0.01	824
5	Abha Agarwal	Non-Promoter	9	0.06	7,416
6	Hiren Parmar	Non-Promoter	17	0.11	14,008
7	Mahesh Murji Gala	Non-Promoter	43	0.27	35,432
8	Mangina Srinivas Rao	Non-Promoter	35	0.22	28,840
9	MOHAN KUMAR GANNAVARAM VENKATESH	Non-Promoter	20	0.13	16,480
10	Mohit Vinodkumar Agrawal	Non-Promoter	69	0.43	56,856
11	Parin Punshi Nishar	Non-Promoter	43	0.27	35,432
12	Rajashree Yashodhan Wanage	Non-Promoter	26	0.16	21,424
13	Rajesh Chandrakant Vaishnav	Non-Promoter	35	0.22	28,840
14	Shreem Finance and Investments Private Limited	Non-Promoter	9	0.06	7,416
15	Suhas Shantaram Samant	Non-Promoter	7	0.04	5,768
16	Tarun Agarwal	Non-Promoter	26	0.16	21,424
17	Shazia Shujaul	Non-Promoter	5	0.03	4,120
18	Rajesh Kumar Guglani	Non-Promoter	22	0.14	18,128
19	Naresh Thawani	Non-Promoter	16	0.10	13,184
20	Intellectual Partners (NISHA JAIN J/W PRIYANKA HAVELIA)	Non-Promoter	26	0.16	21,424
21	Palak Chadha	Non-Promoter	26	0.16	21,424
22	Prajakta Mukesh Yeole	Non-Promoter	18	0.11	14,832
23	Sunil Popatlal Nahar	Non-Promoter	18	0.11	14,832
24	Tushar Aggarwal	Non-Promoter	18	0.11	14,832
25	ADITYA SAHAYA	Non-Promoter	35	0.22	28,840
26	BRIDGEMONTE ADVISORS PRIVATE LIMITED	Non-Promoter	35	0.22	28,840
27	KISHOR EKNATH MORDE	Non-Promoter	35	0.22	28,840
28	MAHESH ASHOK MORDE	Non-Promoter	9	0.06	7,416

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29	MANGAL SANJAY MORDE	Non-Promoter	52	0.33	42,848
30	NARENDRA D DHUMAL	Non-Promoter	18	0.11	14,832
31	SANDEEP NANABHAU DOKE	Non-Promoter	35	0.22	28,840
32	VIKAS DIGAMBAR GAIKWAD	Non-Promoter	9	0.06	7,416
33	VILAS DATTATRAY SHERKAR	Non-Promoter	9	0.06	7,416
34	MORDE FOODS PVT LTD	Non-Promoter	544	3.42	448,256
35	SAMEER VASANT MORDE	Non-Promoter	18	0.11	14,832
36	SUPRIYA TEJAS BHOITE	Non-Promoter	35	0.22	28,840
37	SUWARNA RAM MORDE	Non-Promoter	35	0.22	28,840
38	Amit Jasvantrai Dholakia	Non-Promoter	9	0.06	7,416
39	ASHOK BHAWANDAS AWTANI	Non-Promoter	8	0.05	6,592
40	BHARGAV ANILKUMAR PATEL	Non-Promoter	7	0.04	5,768
41	Bhavna Gothi	Non-Promoter	18	0.11	14,832
42	Bijal Kunal Thakkar	Non-Promoter	5	0.03	4,120
43	Harika Sachdev	Non-Promoter	4	0.03	3,296
44	Goonjan Dhar	Non-Promoter	8	0.05	6,592
45	Kanak Lalit Manek	Non-Promoter	2	0.01	1,648
46	Jai Sinha	Non-Promoter	8	0.05	6,592
47	MALIK AMIRBHAI CHARANIYA	Non-Promoter	21	0.13	17,304
48	Manoj Shiv Laungani	Non-Promoter	7	0.04	5,768
49	Mansha Nikhil Chawla	Non-Promoter	4	0.03	3,296
50	Mohit Yakub Gunja	Non-Promoter	14	0.09	11,536
51	Nova Global Opportunities Fund PCC - Touchstone	Non-Promoter	225	1.42	185,400
52	Samiksha Kalra Malik	Non-Promoter	4	0.03	3,296
53	Raghav Mallik	Non-Promoter	4	0.03	3,296
54	SAJID UMEDALI DHROLIA	Non-Promoter	26	0.16	21,424
55	Saurabh Asit Oberoi	Non-Promoter	27	0.17	22,248
56	Shalini Ashok Chawla	Non-Promoter	2	0.01	1,648
57	Sageone Investment Managers LLP	Non-Promoter	345	2.17	284,280
58	Gaurav Chopra	Non-Promoter	35	0.22	28,840

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59	Roopali Uppal	Non-Promoter	69	0.43	56,856
60	Avarjit Singh Birghi	Non-Promoter	138	0.87	113,712
61	Harneet Kaur	Non-Promoter	23	0.14	18,952
62	Sarabpreet Kaur	Non-Promoter	138	0.87	113,712
63	Vanaja Sundar Iyer	Non-Promoter	806	5.07	664,144
64	Khushbu Nikhil Kumar Shah	Non-Promoter	35	0.22	28,840
65	Shilpy Dixit	Non-Promoter	26	0.16	21,424
66	Kingsman Wealth Fund PCC KIF II	Non-Promoter	69	0.43	56,856
67	Viney Equity Market LLP	Non-Promoter	35	0.22	28,840
68	Divya Arora	Non-Promoter	78	0.49	64,272
69	Prashant Mehta	Non-Promoter	15	0.09	12,360
70	Suhani Poddar	Non-Promoter	9	0.06	7,416
71	NG FAMILY TRUST (First holder beneficiary- NITINBHAI GOVINDBHAI PATEL)	Non-Promoter	18	0.11	14,832
72	Nikhil Tyagi	Non-Promoter	70	0.44	57,680
73	Divya Bhandari	Non-Promoter	9	0.06	7,416
74	Abhishek Maheshchand Khandelwal	Non-Promoter	9	0.06	7,416
75	Ankit Arora	Non-Promoter	9	0.06	7,416
76	Vimi Malhotra	Non-Promoter	26	0.16	21,424
77	Archit Garg	Non-Promoter	6	0.04	4,944
78	ASAP Engineering (First holder - ABHISHEK MAHESHCHAND KHANDELWAL)	Non-Promoter	9	0.06	7,416
79	Ashish Rohatgi	Non-Promoter	9	0.06	7,416
80	Binita sharma	Non-Promoter	9	0.06	7,416
81	Atul Kumar Gupta	Non-Promoter	18	0.11	14,832
82	Bindu Agrawal	Non-Promoter	3	0.02	2,472
83	Cherisha Mittal	Non-Promoter	35	0.22	28,840
84	Gurinder Pal Singh	Non-Promoter	9	0.06	7,416
85	Neha Hathiramani	Non-Promoter	9	0.06	7,416
86	Manjari Agrawal	Non-Promoter	9	0.06	7,416
87	Mansi Ladkat	Non-Promoter	104	0.65	85,696
88	Minerva Ventures Fund	Non-Promoter	553	3.48	455,672
89	Narayan Agrawal	Non-Promoter	11	0.07	9,064
90	Nidhi Arora	Non-Promoter	35	0.22	28,840
91	Sanju Jha	Non-Promoter	14	0.09	11,536
92	Pankaj Ganjoo	Non-Promoter	20	0.13	16,480

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93	Puneet Tandon	Non-Promoter	9	0.06	7,416
94	Rajeev Kumar	Non-Promoter	12	0.08	9,888
95	USHA SHUBHKARAN SANGHI	Non-Promoter	13	0.08	10,712
96	Jyoti Doda	Non-Promoter	9	0.06	7,416
97	Learning Universe LLP	Non-Promoter	9	0.06	7,416
98	Palak Jain	Non-Promoter	8	0.05	6,592
99	Arpana Sikka Mehra	Non-Promoter	9	0.06	7,416
100	Rudradeep Banerjee	Non-Promoter	9	0.06	7,416
101	Rupesh Nagpal	Non-Promoter	9	0.06	7,416
102	Rwittika Khatua	Non-Promoter	9	0.06	7,416
103	Tatavarthy Satya Venkata Sri Nagaratna Mani Manjari	Non-Promoter	18	0.11	14,832
104	Vanita Goel	Non-Promoter	18	0.11	14,832
105	Venkatram Mandalapu	Non-Promoter	24	0.15	19,776
106	Nalla Madhav Rao	Non-Promoter	9	0.06	7,416
107	Nandini Arora	Non-Promoter	58	0.36	47,792
108	Deepshikha Arora	Non-Promoter	38	0.24	31,312
109	Viral Desai	Non-Promoter	21	0.13	17,304
110	Rahul Chandrasingh Mehta	Non-Promoter	34	0.21	28,016
111	Nikhil Anil Kotwal	Non-Promoter	10	0.06	8,240
112	Chintan Haresh Shah	Non-Promoter	15	0.09	12,360
113	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Non-Promoter	720	4.53	593,280
114	ZENTURE PARTNERS LLP	Non-Promoter	69	0.43	56,856
115	Tanay Gupta	Non-Promoter	55	0.35	45,320
116	Veena Shankar	Non-Promoter	32	0.20	26,368
117	Ashish Chugh	Non-Promoter	30	0.19	24,720
118	BISHIR KANTILAL MEHTA	Non-Promoter	14	0.09	11,536
119	Ishita Giri	Non-Promoter	13	0.08	10,712
120	Vikas Benigopal Tawani	Non-Promoter	10	0.06	8,240
121	Madhu N Kumar	Non-Promoter	9	0.06	7,416
122	Akanksha Narula	Non-Promoter	6	0.04	4,944
123	Madhava Rao Nalla	Non-Promoter	6	0.04	4,944
124	Kanika Lalwani	Non-Promoter	5	0.03	4,120
125	Sarika Arora	Non-Promoter	10	0.06	8,240

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** Valuation of Natural Environment Solutions Private Limited is Rs. 4,610,312,960 consist of 15,895 equity shares of Face value of Rs. 10 Each. Each Share valued at Rs. 2,90,048. Under swap of Shares, each share of the Company Rs. 352 at the Ratio of 824:1, i.e., Eight Hundred Twenty-Four shares of TCC Concept Limited for one Share of Natural Environment Solutions Private Limited.

“RESOLVED FURTHER THAT the members be and hereby approved and take on record the valuation reports of Mr. Bhavesh M. Rathod - IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708, dated July 13, 2024 and the suggested swap ratio connected with valuation of TCC Concept Limited (CIN L68200PN1984PLC222140) and Natural Environment Solutions Private Limited (CIN U63119UP2017PTC089633) ‘Target company’ as a going concern.”

“RESOLVED FURTHER THAT the members be and is hereby accorded their consent to issue 13,097,480 (One Crore Thirty Lakh Ninety-Seven Thousand Four Hundred Eighty) Equity Shares of the Company of face value of Re. 10 (Rupee Ten) per Equity Share to the shareholders of Natural Environment Solutions Private Limited (CIN U63119UP2017PTC089633) ‘Target company’ by way of swap of shares shall be subject to and in accordance with applicable laws, at such price determined and as per Chapter V of Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other provisions of the Companies Act, 2013 and rules framed thereunder at the prevailing time.”

“RESOLVED FURTHER THAT the members be and is hereby take on record that the promoters of TCC Concept Limited and that of Natural Environment Solutions Private Limited are same.”

“RESOLVED FURTHER THAT the issue of 13,097,480 (One Crore Thirty Lakh Ninety-Seven Thousand Four Hundred Eighty) Equity Shares of the Company of face value of Re. 10 (Rupee Ten) per Equity Share to the shareholders of Natural Environment Solutions Private Limited (CIN U63119UP2017PTC089633) ‘Target company’ shall rank pari-passu with the existing equity shares of the Company.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 13,097,480 (One Crore Thirty Lakh Ninety-Seven Thousand Four Hundred Eighty) equity shares would 08-07-2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 352 (Rupees Three Hundred Fifty-Two).”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 13,097,480 (One Crore Thirty Lakh Ninety-Seven Thousand Four Hundred Eighty) Equity Shares of face value of Re. 10 each (“Equity Shares”), fully paid up, be issued for consideration other than cash basis (Swap of Shares), at a price of Rs. 352 (Rupees Three Hundred Fifty-Two) per share (including premium of Rs. 342 (Rupees Three Hundred Forty-Two) as recomputed

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under the said Regulation to the person belongs to promoters and non-promoter group.”

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares by way of swap of shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) the preferential allotment consideration by way of swap of shares and on-going concern basis;
- b) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for consideration other than cash (swap of equity shares);
- c) The Equity Shares shall be allotted in one or more tranches, on reconciliation of accounts of target company and within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottees (i.e. the share holders of target company) in de-materialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- g) The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 (to the extent applicable) together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares by way of swap of shares, as the case may be.”

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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary, modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorised for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental ,SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

“AND RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement, appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies.”

3. APPROVAL FOR RELATED PARTY TRANSACTIONS.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, subject to applicable provisions of Regulation 2(1)(zb) and Regulation 23(4) of SEBI (LODR), Regulations, 2015 and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Natural Environment Solutions Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

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2015, for purchase of its entire businesses as a going concern by purchase of its entire issued capital consisting of 15,895 equity shares of face value of Rs. 10 each from their respective shareholders by issue of shares (on swap of Shares basis), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 4,610,312,960 (Rupees Four Hundred Sixty-One Crore Three Lakh Twelve Thousand Nine Hundred Sixty) by and between the Company and the Promoter Group of the company on the terms as agreed between Board of Directors and based on the valuation report of Natural Environment Solutions Private Limited, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and as per provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Registered Office:

5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411 007.

Date: July 13, 2024

Place: Pune

**By Order of the Board of Directors
For TCC Concept Limited**

**Sd
Umesh Kumar Sahay
Managing Director
DIN: 01733060**

E-mail: compliance@tccltd.in

Website: www.tccltd.in

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item No. 1 to 3 forms part of this Notice.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of Extraordinary general meeting (EOGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EOGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing

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Regulations and MCA Circulars & SEBI Circular, the Extra-ordinary General Meeting (EOGM) of the Company is being held through VC/OAVM on Wednesday, the 07th August, 2024 at 02:00 p.m. The deemed venue for the EOGM will be at 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune-411007.

3. Since the Extra-ordinary General Meeting (EOGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EOGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on Sunday, 4th August, 2024 at 9:00 a.m. (IST) and end on Tuesday, 6th August, 2024 at 5:00 p.m. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Wednesday, 31st July, 2024.
6. Any person who is not a member post cut-off date should treat this notice for information purposes.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Wednesday, 31st July, 2024, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) rnt.helpdesk@linkintime.co.in. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. Mr. Chirag Sachapara, Practicing Company Secretary (Membership No. F13160 CP No. 22177) of Sachapara & Associates, vide Board Resolution dated 13th July, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in

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the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

11. The Results shall be declared after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.tccltd.in and on the website of CDSL within 2 (Two) working days of passing of the resolution(s) at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM along is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.tccltd.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com> and at www.linkintime.co.in & <https://instameet.linkintime.co.in>. The Company will also be publishing an advertisement in newspaper containing the details about the EOGM i.e. the conduct of EOGM through VC/ OAVM, date and time of EOGM, availability of notice of EOGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Notice of the EOGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EOGM are also available on the Company's website www.tccltd.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) <https://helpdesk.evoting@cdslindia.com> and at www.linkintime.co.in & <https://instameet.linkintime.co.in> (RTA is the provider of VC and e-voting at EOGM).
15. The Members can join the EOGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EOGM through VC / OAVM will be made available for 2000 members on first come first served basis.
16. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.
18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents

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referred to in the Notice will be available electronically for inspection till the conclusion of EOGM by the members based on the request being sent on compliance@tccltd.in .

19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
23. Member(s) holding shares in physical form is/are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
24. All communications/ queries in this respect should be addressed to our RTA, rnt.helpdesk@linkintime.co.in.
25. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

Process and manner for attending the EGM through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

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► Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

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6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING THROUGH VC/OAVM ARE AS UNDER BY CDSL:

- (i) The remote e-voting period begins on Sunday, 04th August, 2024 at 9:00 a.m. (IST) and end on Tuesday, 06th August, 2024 at 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 31st July, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for remote e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress

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	and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice.
- (ix) Click on the relevant EVSN for **“TCC Concept Limited”** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

OTHER INSTRUCTIONS:

1. The procedure for attending remote e-voting, E-EOGM & e-Voting on the day of the EOGM is same as the instructions mentioned above.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EOGM.
3. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Tuesday, December 19, 2023 mentioning their name, demat account number/folio number, email id, mobile number at compliance@tccltd.in and instameet@linkintime.co.in. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@tccltd.in and instameet@linkintime.co.in. These queries will be replied to by the company suitably by email.
7. As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries - in advance of the EGM, mentioning their name, demat account number / folio

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number, email id, mobile number at email id compliance@tccltd.in and instameet@linkintime.co.in.

8. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
9. those shareholders, who are present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available to the shareholders attending the meeting.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Link Intime India Pvt. Ltd,
5th Floor, 506 TO 508,
Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge,
Ahmedabad - 380006.
Phone : 079 2646 5179
Fax : 022 - 4918 6060
Email : ahmedabad@linkintime.co.in and rnt.helpdesk@linkintime.co.in

Registered Office:

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Opp. Hotel Symphony, Bhoslenagar,
Shivajinagar, Pune-411007

By Order of the Board of Directors
For TCC Concept Limited

Date: July 13, 2024

Place: Pune

Sd
Umesh Kumar Sahay
Managing Director
DIN: 01733060

E-mail: compliance@tccltd.in

Website: www.tccltd.in

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EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

ITEM NO. 1: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 40,00,00,000 UNDER SECTION 61 OF THE COMPANIES ACT, 2013.

The present Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crore) comprising of 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10 each. Considering the increased fund requirements of the Company and below stated plan in item No. 2, the Board at its Meeting held on July 13, 2024, had accorded its approval for increase in Authorised Share Capital from Rs. 25,00,00,000 (Rupees Twenty-Five Crore) to Rs. 40,00,00,000 (Forty Crore) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each, subject to shareholders' approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore) to Rs. 40,00,00,000 (Forty Crore) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, **Clause 5. (a)** of the Memorandum of Association would also require to alter so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

ITEM NO. 2: PREFERENTIAL ISSUE OF 13,097,480 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF NATURAL ENVIRONMENT SOLUTIONS PRIVATE LIMITED (CIN U63119UP2017PTC089633).

The Present paid up capital of the Company consist of 2,27,34,060 Equity shares of face value of Rs. 10 each aggregating Rs. 22,73,40,600. The Board has appointed Mr. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 13-07-2024, the valuation of each share is Rs. 352 of face value of Rs. 10 each.

- A. The Board proposes to acquire 15895 Equity shares of Rs. 10 each i.e. 100% equity shares of Natural Environment Solutions Private Limited (CIN U63119UP2017PTC089633) (herein after referred "Natural Environment Solutions" or alternately as "Target Company").

Natural Environment Solutions Private Limited is engaged in the business of:

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- i. To spearhead the development and management of cutting-edge, multi-tenanted data center buildings, offering comprehensive rack space and utility infrastructure services tailored for hosting servers, storage, software applications, and websites. Additionally, to provide top-tier hardware and software solutions on a usage/service basis, empowering customers to seamlessly host and manage their applications and websites, alongside adeptly engaging in the reselling of hardware and software.
- ii. To pioneer in-house cloud services while concurrently serving as a premier reseller of cloud services sourced from esteemed providers, ensuring end customers access to a diversified range of cloud solutions tailored to their unique needs.
- iii. To deliver unparalleled 24/7 IT management services, encompassing the gamut of call center management, data processing, and back-office processing. Further, to provide expert system integration services and deploy skill-based tools adept at the meticulous management of hardware, software, applications, websites, and telecom links.
- iv. To excel in data processing, warehousing, and database management services, with a focus on avant-garde software designing, development, customization, implementation, and maintenance. Moreover, to undertake the manufacturing, distribution, and upkeep of state-of-the-art computer hardware, systems, and networking solutions, supplemented by comprehensive consultancy services to guide clients towards optimal outcomes.
- v. To drive innovation in software through meticulous designing, development, customization, implementation, maintenance, and rigorous testing processes. Additionally, to undertake the import, export, sale, purchase, distribution, and hosting of sophisticated computer software packages and solutions, ensuring clients access the pinnacle of technological prowess.
- vi. To pioneer the development, provision, design, import, export, distribution, and transaction of advanced systems and application software tailored for microprocessor-based information systems, internet service provider solutions, and burgeoning niche segments. This encompasses dynamic software enterprise, resource planning, ecommerce, and a myriad of business applications, destined for domestic sale or export abroad. Further, to lead the charge in manufacturing, selling, exporting, and importing electric and electronic components indispensable to various industries, including the pivotal realms of computers and telecommunications. Lastly, to spearhead intensive research and development efforts in software, culminating in the design and deployment of cutting-edge system and application software, alongside the establishment of an Integrated Services Digital Local Network (ISDLAN) catering to the diverse needs of data centers, technology parks, and cyber cafe services.

Natural Environment Solutions Private Limited is a Closely held Private Limited Company incorporated under the Companies Act, 2013 (CIN: U63119UP2017PTC089633) having its Registered Office at Unit No. 930, Graphix-2, A-13, 9th Floor, Sector-62, Noida, Gautam Buddha Nagar, Noida, Uttar Pradesh 201301, engaged in the business activity as stated above.

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The Board of Directors of the Company has appointed Mr. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 13-07-2024 the valuation of each share of face value of Rs. 10 each is of Rs. 352 each.

As per the valuation report each share of face value of Rs. 10 each of Natural Environment Solutions Private Limited as on date of valuation comes to Rs. 2,90,048. Hence for acquiring 15,895 Equity shares of Rs. 10 i.e. 100% equity shares of Natural Environment Solutions Private Limited, the company needs to pay Rs. 4,610,312,960.

The Board after due deliberation at their meeting held on 13-07-2024 decided to acquire 15,895 Equity shares of Rs. 10 i.e. 100% equity shares of Natural Environment Solutions Private Limited. The company needs to issue 13,097,480 equity shares by way of swap of shares to the ultimate shareholders of Natural Environment Solutions Private Limited in lieu of the purchase consideration of Rs. 4,610,312,960.

- B. This swap of shares need the approval of the Shareholders under the companies Act, 2013 read with rules framed there under and prior approval of the Stock Exchange (BSE) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance of applicable provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”).
- C. In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the subject to necessary approvals, the Company will allot 13,097,480 Equity Shares of Re. 10 each to respective shareholders of Natural Environment Solutions Private Limited through Preferential allotment (swap of shares) proportionately.

The Board of Directors of your Company has passed Board Resolution on 13-07-2024 to issue and allot 13,097,480 Equity shares of Rs. 10 each at an issue price of Rs. 352 each (at a premium of Rs. 342 per share) amounting to Rs. 4,610,312,960 (Rupees Four Hundred Sixty-One Crore Three Lakh Twelve Thousand Nine Hundred Sixty) on preferential basis to the shareholders of Natural Environment Solutions Private Limited in proportion to their shareholding for consideration other than cash i.e., swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company.

The company is in receipt of letters from the proposed allottees undertaking to contribute to their respective shares after appropriate procedural aspects are completed.

Objects of the Acquisition:

The company decided to takeover 100% shareholding in Natural Environment Solutions Private Limited whose business activities are strategically suitable and apprehensive in accordance with Company’s business plan.

COMPLAINTS AS PER SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018:

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the equity shares allotted by way of preferential issue (including the shares issued by way of conversion of loan, if any) shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form;
- d. the Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
- e. the Company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- f. the Company has obtained a declaration from the proposed allottees that he/she has not sold any shares during the 90 trading days preceding the relevant date and also not willful defaulters or there is no prohibition to subscribe the shares.

The Board of Directors of the Company in their meeting held on 13-07-2024, approved raising of funds aggregating upto Rs. 4,610,312,960 (Rupees Four Hundred Sixty-One Crore Three Lakh Twelve Thousand Nine Hundred Sixty) by way of issuance of upto 13,097,480 equity shares of Rs. 10 each ("Equity Shares") at a price of Rs. 352 per Equity Share by way of swap of shares to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement /on a preferential basis by way of swap of shares.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 4,610,312,960 by way of issue and allotment of 13,097,480 equity shares of Rs. 10 each ("Equity Shares") at a price of Rs. 352 per Equity Share for consideration other than cash by way of swap of shares, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

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The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

(i) Capital of the Company:

*The Authorized capital of the Company consists of 2,50,00,000 equity shares of face value of Rs.10 each aggregating to Rs. 25,00,00,000.

At present the paid-up capital of the company consist of 2,27,34,060 equity shares of face value of Rs. 10 each aggregating to Rs. 22,73,40,600.

**** The Authorized capital of the Company is presently not-adequate to absorb the proposed issue, we will increase the authorized capital to meet the enhance capital through preferential issue by way of swap of shares.***

The Present issue consists of 13,097,480 equity shares of Rs. 10 each. Post allotment of this preferential issue of 13,097,480 equity shares of Rs. 10 each the paid-up capital of the company will be 35,831,540 equity shares of face value of Rs. 10 each aggregating Rs. 358,315,400. The proposed allottee's consist of 3 Body Corporates, 4 LLP, 4 FUND, 1 Private Trust, 2 Firms and 111 Individuals.

(ii) Date of Board Resolution:

July 13, 2024.

(iii) Relevant Date:

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 SEBI (ICDR) Regulations, 2018 is 08-07-2024, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) The Objects of the issue through preferential issue (other than cash):

The company decided to takeover 100% shareholding in Natural Environment Solutions Private Limited whose business activities are strategically suitable and apprehensive in accordance with Company's business plan.

(v) The total number of securities, kinds of securities and price at which security is being offered:

Issuance of upto 13,097,480 Equity shares by way of swap of shares of face value of Rs. 10 (Rupees Ten) each at an issue price of Rs. 352 (Rupees Three Hundred Fifty-Two) per equity share, in one or more tranches, for an aggregate amount of Rs. 4,610,312,960 (Rupees Four Hundred Sixty-One Crore Three Lakh Twelve Thousand Nine Hundred Sixty) on preferential basis to promoters and non-promoters of Natural Environment Solutions Private Limited.

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(vi) **Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 165*and 166A of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Mr. Bhavesh M. Rathod - IBBI Registered valuer having Registration No. IBBI/RV/06/2019/10708 dated 13-07-2024 and same is available at the website of the company at <https://tccltd.in/other-information-for-shareholder/> and also available at the registered office of the company.

(*As the shares of the company is infrequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the last 240 trading days).

Valuation Reports of Natural Environment Solutions Limited:

Registered Independent Valuer – Mr. Bhavesh M. Rathod - having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 has issued Valuation Report on 13-07-2024; Same is available at the registered office of the company.

Based on the Valuations provided by the above said valuer(s), the Board has decided the price of equity shares to be issued at Rs. 352 each including a premium of Rs. 342 per equity share of Face Value of Rs. 10 each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Specified securities may be issued on a preferential basis for consideration other than cash & the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:

The Company is issuing Equity shares (Specified securities) to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Considering the valuation report(s) and mutual consultation with the promoter(s) of the Company and investors, the Board of directors of the Company has approved and passed the resolution for issue of 13,097,480 Equity shares valued at Rs. 352 (Rupees Three Hundred Fifty-Two) each for issue of one equity shares of face vale of Rs. 10 each of the company for consideration other than cash i.e., by way of swap of shares.

(vii) **Pricing:**

The issue price of Rs. 352 Per share of face value of Rs. 10 each and is in accordance with regulation 165/166A read with Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is 08-07-2024.**

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The Valuation is Rs. 352 per equity share as per regulation 165/166A read with Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: Applicable
Regulation 166A (1): Other conditions for pricing: Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 352 per equity shares of a face value of Rs. 10 each.

The Company has taken valuation certificate for below mentioned proposed allottee as per regulation 166A of SEBI (ICDR) Regulation, 2018 as there is allotment of more than five percent of the post issue fully diluted share capital of the issuer to them:

Sr. No.	Name of Proposed Allottee	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner	Category	Pre-Issue holding	Pre-Issue %	No of equity shares proposed to be allotted by way of swap to the	Post issue holding	Post issue %

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						shareholders of Natural Environment Solutions Private Limited		
1	Mr. Umesh Kumar Sahay	BOIPS8195D	Promoter	70,96,724	31.22	5,850,400	12,947,124	36.13
2	Aditi Umesh Sahai	AQFPA1825J	Promoter Group	50,922	0.22	1,796,320	1,847,242	5.16
3	Hemlata Mahendra Singh	BFKPM7165L	Promoter Group	0	0.00	592,456	592,456	1.65

(viii) DETAILS OF SWAP OF SHARES:

SWAP OF EQUITY SHARES OF NATURAL ENVIRONMENT SOLUTIONS PRIVATE LIMITED: -

The Board after due deliberation at their meeting held on 13-07-2024 decided to acquire 15,895 Equity shares of Rs. 10 i.e., 100% equity shares Natural Environment Solutions Private Limited. The company needs to issue 13,097,480 equity shares by way of swap of shares and to the ultimate shareholders of Natural Environment Solutions Private Limited in lieu of the purchase consideration of Rs. 4,610,312,960 and the details are as under:

Sr. No.	Name of Proposed Allottee(s) belongs to Natural Environment Solutions Private Limited (A)	Category (B)	No. of Shares in Natural Environment Solutions Private Limited (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 352 per shares (Share exchange ratio 824:1) = C*824
1	Umesh Kumar Sahay	Promoter	7,100	44.67	5,850,400
2	Aditi Umesh Sahai	Promoter Group	2,180	13.72	1,796,320
3	Hemlata Mahendra Singh	Promoter	719	4.52	592,456

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		Group			
4	Prasoon Mishra	Non-Promoter	1	0.01	824
5	Abha Agarwal	Non-Promoter	9	0.06	7,416
6	Hiren Parmar	Non-Promoter	17	0.11	14,008
7	Mahesh Murji Gala	Non-Promoter	43	0.27	35,432
8	Mangina Srinivas Rao	Non-Promoter	35	0.22	28,840
9	MOHAN KUMAR GANNAVARAM VENKATESH	Non-Promoter	20	0.13	16,480
10	Mohit Vinodkumar Agrawal	Non-Promoter	69	0.43	56,856
11	Parin Punshi Nishar	Non-Promoter	43	0.27	35,432
12	Rajashree Yashodhan Wanage	Non-Promoter	26	0.16	21,424
13	Rajesh Chandrakant Vaishnav	Non-Promoter	35	0.22	28,840
14	Shreem Finance and Investments Private Limited	Non-Promoter	9	0.06	7,416
15	Suhas Shantaram Samant	Non-Promoter	7	0.04	5,768
16	Tarun Agarwal	Non-Promoter	26	0.16	21,424
17	Shazia Shujaul	Non-Promoter	5	0.03	4,120
18	Rajesh Kumar Guglani	Non-Promoter	22	0.14	18,128
19	Naresh Thawani	Non-Promoter	16	0.10	13,184
20	Intellectual Partners (NISHA JAIN J/W PRIYANKA HAVELIA)	Non-Promoter	26	0.16	21,424
21	Palak Chadha	Non-Promoter	26	0.16	21,424
22	Prajakta Mukesh Yeole	Non-Promoter	18	0.11	14,832
23	Sunil Popatlal Nahar	Non-Promoter	18	0.11	14,832
24	Tushar Aggarwal	Non-Promoter	18	0.11	14,832
25	ADITYA SAHAYA	Non-Promoter	35	0.22	28,840
26	BRIDGEMONTE ADVISORS PRIVATE LIMITED	Non-Promoter	35	0.22	28,840
27	KISHOR EKNATH MORDE	Non-Promoter	35	0.22	28,840
28	MAHESH ASHOK MORDE	Non-Promoter	9	0.06	7,416
29	MANGAL SANJAY MORDE	Non-Promoter	52	0.33	42,848
30	NARENDRA D DHUMAL	Non-Promoter	18	0.11	14,832
31	SANDEEP NANABHAU DOKE	Non-Promoter	35	0.22	28,840
32	VIKAS DIGAMBAR GAIKWAD	Non-Promoter	9	0.06	7,416
33	VILAS DATTATRAY SHERKAR	Non-Promoter	9	0.06	7,416
34	MORDE FOODS PVT LTD	Non-Promoter	544	3.42	448,256
35	SAMEER VASANT MORDE	Non-Promoter	18	0.11	14,832
36	SUPRIYA TEJAS BHOITE	Non-Promoter	35	0.22	28,840
37	SUWARNA RAM MORDE	Non-Promoter	35	0.22	28,840
38	Amit Jasvantrai Dholakia	Non-Promoter	9	0.06	7,416
39	ASHOK BHAWANDAS AWTANI	Non-Promoter	8	0.05	6,592
40	BHARGAV ANILKUMAR PATEL	Non-Promoter	7	0.04	5,768
41	Bhavna Gothi	Non-Promoter	18	0.11	14,832

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42	Bijal Kunal Thakkar	Non-Promoter	5	0.03	4,120
43	Harika Sachdev	Non-Promoter	4	0.03	3,296
44	Goonjan Dhar	Non-Promoter	8	0.05	6,592
45	Kanak Lalit Manek	Non-Promoter	2	0.01	1,648
46	Jai Sinha	Non-Promoter	8	0.05	6,592
47	MALIK AMIRBHAI CHARANIYA	Non-Promoter	21	0.13	17,304
48	Manoj Shiv Laungani	Non-Promoter	7	0.04	5,768
49	Mansha Nikhil Chawla	Non-Promoter	4	0.03	3,296
50	Mohit Yakub Gunja	Non-Promoter	14	0.09	11,536
51	Nova Global Opportunities Fund PCC - Touchstone	Non-Promoter	225	1.42	185,400
52	Samiksha Kalra Malik	Non-Promoter	4	0.03	3,296
53	Raghav Mallik	Non-Promoter	4	0.03	3,296
54	SAJID UMEDALI DHROLIA	Non-Promoter	26	0.16	21,424
55	Saurabh Asit Oberoi	Non-Promoter	27	0.17	22,248
56	Shalini Ashok Chawla	Non-Promoter	2	0.01	1,648
57	Sageone Investment Managers LLP	Non-Promoter	345	2.17	284,280
58	Gaurav Chopra	Non-Promoter	35	0.22	28,840
59	Roopali Uppal	Non-Promoter	69	0.43	56,856
60	Avarjit Singh Birghi	Non-Promoter	138	0.87	113,712
61	Harneet Kaur	Non-Promoter	23	0.14	18,952
62	Sarabpreet Kaur	Non-Promoter	138	0.87	113,712
63	Vanaja Sundar Iyer	Non-Promoter	806	5.07	664,144
64	Khushbu Nikhil Kumar Shah	Non-Promoter	35	0.22	28,840
65	Shilpy Dixit	Non-Promoter	26	0.16	21,424
66	Kingsman Wealth Fund PCC KIF II	Non-Promoter	69	0.43	56,856
67	Viney Equity Market LLP	Non-Promoter	35	0.22	28,840
68	Divya Arora	Non-Promoter	78	0.49	64,272
69	Prashant Mehta	Non-Promoter	15	0.09	12,360
70	Suhani Poddar	Non-Promoter	9	0.06	7,416
71	NG FAMILY TRUST (First holder beneficiary- NITINBHAI GOVINDBHAI PATEL)	Non-Promoter	18	0.11	14,832
72	Nikhil Tyagi	Non-Promoter	70	0.44	57,680
73	Divya Bhandari	Non-Promoter	9	0.06	7,416
74	Abhishek Maheshchand Khandelwal	Non-Promoter	9	0.06	7,416
75	Ankit Arora	Non-Promoter	9	0.06	7,416
76	Vimi Malhotra	Non-Promoter	26	0.16	21,424
77	Archit Garg	Non-Promoter	6	0.04	4,944
78	ASAP Engineering (First holder - ABHISHEK MAHESHCHAND KHANDELWAL)	Non-Promoter	9	0.06	7,416

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79	Ashish Rohatgi	Non-Promoter	9	0.06	7,416
80	Binita sharma	Non-Promoter	9	0.06	7,416
81	Atul Kumar Gupta	Non-Promoter	18	0.11	14,832
82	Bindu Agrawal	Non-Promoter	3	0.02	2,472
83	Cherisha Mittal	Non-Promoter	35	0.22	28,840
84	Gurinder Pal Singh	Non-Promoter	9	0.06	7,416
85	Neha Hathiramani	Non-Promoter	9	0.06	7,416
86	Manjari Agrawal	Non-Promoter	9	0.06	7,416
87	Mansi Ladkat	Non-Promoter	104	0.65	85,696
88	Minerva Ventures Fund	Non-Promoter	553	3.48	455,672
89	Narayan Agrawal	Non-Promoter	11	0.07	9,064
90	Nidhi Arora	Non-Promoter	35	0.22	28,840
91	Sanju Jha	Non-Promoter	14	0.09	11,536
92	Pankaj Ganjoo	Non-Promoter	20	0.13	16,480
93	Puneet Tandon	Non-Promoter	9	0.06	7,416
94	Rajeev Kumar	Non-Promoter	12	0.08	9,888
95	USHA SHUBHKARAN SANGHI	Non-Promoter	13	0.08	10,712
96	Jyoti Doda	Non-Promoter	9	0.06	7,416
97	Learning Universe LLP	Non-Promoter	9	0.06	7,416
98	Palak Jain	Non-Promoter	8	0.05	6,592
99	Arpana Sikka Mehra	Non-Promoter	9	0.06	7,416
100	Rudradeep Banerjee	Non-Promoter	9	0.06	7,416
101	Rupesh Nagpal	Non-Promoter	9	0.06	7,416
102	Rwittika Khatua	Non-Promoter	9	0.06	7,416
103	Tatavarthy Satya Venkata Sri Nagaratna Mani Manjari	Non-Promoter	18	0.11	14,832
104	Vanita Goel	Non-Promoter	18	0.11	14,832
105	Venkatram Mandalapu	Non-Promoter	24	0.15	19,776
106	Nalla Madhav Rao	Non-Promoter	9	0.06	7,416
107	Nandini Arora	Non-Promoter	58	0.36	47,792
108	Deepshikha Arora	Non-Promoter	38	0.24	31,312
109	Viral Desai	Non-Promoter	21	0.13	17,304
110	Rahul Chandrasingh Mehta	Non-Promoter	34	0.21	28,016
111	Nikhil Anil Kotwal	Non-Promoter	10	0.06	8,240
112	Chintan Hareesh Shah	Non-Promoter	15	0.09	12,360
113	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Non-Promoter	720	4.53	593,280
114	ZENTURE PARTNERS LLP	Non-Promoter	69	0.43	56,856
115	Tanay Gupta	Non-Promoter	55	0.35	45,320
116	Veena Shankar	Non-Promoter	32	0.20	26,368
117	Ashish Chugh	Non-Promoter	30	0.19	24,720
118	BISHIR KANTILAL MEHTA	Non-Promoter	14	0.09	11,536
119	Ishita Giri	Non-Promoter	13	0.08	10,712
120	Vikas Benigopal Tawani	Non-Promoter	10	0.06	8,240
121	Madhu N Kumar	Non-Promoter	9	0.06	7,416
122	Akanksha Narula	Non-Promoter	6	0.04	4,944

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123	Madhava Rao Nalla	Non-Promoter	6	0.04	4,944
124	Kanika Lalwani	Non-Promoter	5	0.03	4,120
125	Sarika Arora	Non-Promoter	10	0.06	8,240

- (ix) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

Sr. No.	Name	Price per share (In Rs.)	No. of shares allotted
1	Sageone Flagship Growth 2 Fund	275	8,00,000
2	Sageone Investment Managers LLP	275	2,00,000

- (x) **Maximum number of securities (Specified Securites) to be issued:**

The maximum number of securities to be issued by the Company is 13,097,480.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees up to 13,097,480 Equity shares of face value of Rs. 10 each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of the Regulations.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The proposed allottees are also not a willful defaulter/ fraudulent borrower. None of the allottees are prohibited to participate in this issue or willful defaulter.

- (xi) **Intent of the promoters, directors or key managerial personnel or Senior management of the Company to subscribe to the offer:**

Part of the preferential issue of shares is being made to the Specified Allottees who belongs to the Promoters/ Promoters group/ KMP/Senior Management of the Company. Even after this preferential issue there will be no change in the management of the company.

- (xii) **Proposed Allottee's:**

The name, Address, Category and PAN no of the proposed allottees are under:

Sr. No.	Name	Category	PAN	Address
1	Umesh Kumar Sahay	Promoter	BOIPS8195D	Flat No-A/308, Survey No-22, Pristine Fontana, Behind Maratha Mandir, Bavdhan Khurd, Pune-411021
2	Aditi Umesh Sahai	Promoter Group	AQFPA1825J	Flat No 308 A Pristine Fontana Bavdhan Near Lmd Circle Pune City Armament Pune India 411021
3	Hemlata Mahendra	Promoter	BFKPM7165L	T-1/B-29, Techman City,

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	Singh	Group		Nh-2, Navada, Mathura-281001
4	Prasoon Mishra	Non-Promoter	BKPPM7355E	C2-602, Khushbu Exotica, Pimple Gurav, Pune-411061
5	Abha Agarwal	Non-Promoter	AEAPA8427K	2/6, Himalaya Building, Worli Sea Face Road, Near Floora Restaurant, Worli, Mumbai- 400018
6	Hiren Parmar	Non-Promoter	AHCPP1873F	302 Konark A Plus Sopan Baug Pune 411001
7	Mahesh Murji Gala	Non-Promoter	AHFPG3113Q	1404, Mansarovar Chs. Ltd., Almeda Road, Panchpakhadi, Thane (W) - 400602, Maharashtra, India.
8	Mangina Srinivas Rao	Non-Promoter	ACHPR6536R	Plot No- 4, Bhel Enclave, Akhber Road, Near Centre Point, Bowenpally, Tirumalagin, Manovikasnagar, Tirumalagin, Hyderabad- 500009
9	Mohan Kumar Gannavaram Venkatesh	Non-Promoter	AEOPG8050L	Flat No. E2001, Tower E, Panchshil Towers, Near Dhole Patil Engineering College, Wagholi, Pune-412207
10	Mohit Vinodkumar Agrawal	Non-Promoter	ACYPA7680A	B/ 404, Manavstal 2 Chsl, Behind Gokuldharm Mandir, Opp. Panchsheel Tower, Goregaon East, Mumbai Suburban, Maharashtra-400063
11	Parin Punshi Nishar	Non-Promoter	ACXPN2028A	304, Giriraj Heights, Lbs Marg, Near Hari Niwas Circle, Naupada, Thane (W) - 400602, Maharashtra, India.
12	Rajashree Yashodhan Wanage	Non-Promoter	AAOPW7294C	Near Baburao Sanas School, 8/1 Mangalwar Peth, Pune - 411011
13	Rajesh Chandrakant Vaishnav	Non-Promoter	ABQPV7097K	B-101, Precious Gems, Lane No.6 Koregaon Park, Pune-411011
14	Shreem Finance	Non-	AAOCS9594G	A-703, Skyvistas, Plot No.

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	And Investments Private Limited	Promoter		106 A, Bhai Bhagat Marg, D. N. Nagar, Andheri (West) Mumbai-400053
15	Suhas Shantaram Samant	Non-Promoter	AOLPS3691G	803, Morya Fortune, N.P. Thakkar Marg, Vile Parle East Mumbai - 400057.
16	Tarun Agarwal	Non-Promoter	AABPA6728J	2/6, Himalaya Building, Worli Sea Face Road, Near Floora Restaurant, Worli, Mumbai- 400018
17	Shazia Shujaul	Non-Promoter	AJRPR9636F	C 502, Water Front Society , Vithal Rao Vandekar , Kalyani Nagar, Pune 411006
18	Rajesh Kumar Guglani	Non-Promoter	AAJPG4602P	394, Sainik Vihar, Pitampura, Delhi-11034
19	Naresh Thawani	Non-Promoter	ABVPT7033N	Th - 104, Kallisto Town Homes, Jaypee Greens, Noida, U.P. -201304
20	Intellectual Partners (Nisha Jain J/W Priyanka Havelia)	Non-Promoter	AAJFI6323F	A-94/8, Wazirpur Industrial Area, Main Ring Road, New Delhi - 110052
21	Palak Chadha	Non-Promoter	EYDPS8722Q	C-564, New Friends Colony, South Delhi - 110025
22	Prajakta Mukesh Yeole	Non-Promoter	AFRPB7952G	Flat No D 1101 Tower No 4 Castel Royal Towers Near Joshi Gate Near Pune University Bopodi Pune - 411020
23	Sunil Popatlal Nahar	Non-Promoter	AAOPN8303R	Flat No D 1602 Tower No 4 Castel Royal Towers Near Joshi Gate Near Pune University Bopodi Pune - 411020
24	Tushar Aggarwal	Non-Promoter	AJBPA6833D	395 Sainik Vihar Pitam Pura, Delhi 110034
25	Aditya Sahaya	Non-Promoter	AAQPS3932F	Venus Apartment, Flat No 48 E Wing, 12th Floor, Dr R. G Thadani Marg, Mumbai India 400018
26	Bridgemonte Advisors Private Limited	Non-Promoter	AAFCC7554F	B4302, 43rd Floor, B Wing, Orchid Enclave, Opp. Mumbai Central Bus Depot, Mumbai Central, Mumbai-400008
27	Kishor Eknath Morde	Non-Promoter	AADPM8923D	1127 29 Shivaji Nagar Fl No 4 Mangesh Aprt Beh Modern Pune 411005

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28	Mahesh Ashok Morde	Non-Promoter	AAAPM8280G	A-11 Railway Mens Chs Nr Meghraj Moghdoot Theatre Sector Navi Mumbai Vashi Thane 400703
29	Mangal Sanjay Morde	Non-Promoter	BMGPM6132A	F-3,2/1 , Panchdeep C.H.S, Sector-29, Vashi, Navi Mumbai India 400703
30	Narendra D Dhumal	Non-Promoter	AGSPD7310G	Peth Kurwandi Road,Mal Wasti, Permanent Address Peth Kurwandi Road,Mal Wasti, At Post- Peth Tal-Ambegaon, At Post- Peth Tal-Ambegaon, Peth Pune, Peth Pune, Pune, 410512, Maharashtra, India
31	Sandeep Nanabhau Doke	Non-Promoter	ANBPD8779K	Eklahare Puna Nashik Road Eklahare Kalamb Pune India 410515
32	Vikas Digambar Gaikwad	Non-Promoter	AMSPG4282E	No.703 A Wing Shani Soham Apt, Moriwalipada, Ambernath East, Ambernath India 421501
33	Vilas Dattatray Sherkar	Non-Promoter	AAFPS4833C	183/A, 18th Floor, Heera Panna Building, Bhulabhai Desai Road, Haji Ali, Mumbai, Maharashtra - 400026
34	Morde Foods Pvt Ltd	Non-Promoter	AAECM5895L	55/1 Victoria Building Dr B Ambedkar Road Byculla Mumbai India 400027
35	Sameer Vasant Morde	Non-Promoter	AGVPM0336Q	S No 673 2 A 6 Vitthai Bungalow Dena Laxmi Society Bibwewadi Opp Canara Bank Lane Pune Pune India 411037
36	Supriya Tejas Bhoite	Non-Promoter	ANZPM5311N	Flt No.C-401,Crystal Grd Apt, Off Pan Card Club Rd,Nr Dhanku De Wasti,Opp Tivoli Apt,Baner, Pune India 411045
37	Suwarna Ram Morde	Non-Promoter	AWAPM8941L	A-402, Rajkamal Heights, 4th Floor, S.S. Rao Marg, Near Mahatma Gandhi Hospital, Parel, Mumbai, Maharashtra, 400012
38	Amit Jasvantrai Dholakia	Non-Promoter	AACPD5023C	Bungalow No. 7, Chancellor Court Chs, Carmichael Road, Mumbai- 400 026.

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39	Ashok Bhawandas Awtani	Non-Promoter	AGKPA5468L	Villa P -77 Nisreen Street, Al Thanayah Fourth, Emirates Hills, Dubai, Po Box - 2409, United Arab Emirates
40	Bhargav Anilkumar Patel	Non-Promoter	ABGPP6447D	Flat No.3, Nariman Building, 1st Floor, 162, Maharshi Karve Road, Nariman Point, Mumbai - 400021
41	Bhavna Gothi	Non-Promoter	AHTPG5544P	Av Sintra 1300, Portugal / 102 Ashok House Gandhi Gram Road, Juhu, Hare Rama Hare Krishna Temple, Juhu, Mumbai - 400049
42	Bijal Kunal Thakkar	Non-Promoter	ACVPT6665K	6/15,Dina Patil Estate,Station Road,Bhandup West Opp. Shrenik Hospital, Mumbai - 400078
43	Harika Sachdev	Non-Promoter	AABPS4768E	F 5/7 Ground Floor, Vasant Vihar, New Delhi 110057
44	Goonjan Dhar	Non-Promoter	AUXPD8039M	B-8, Shanti Kunj Church Road Vasant Kunj New Delhi 110070
45	Kanak Lalit Manek	Non-Promoter	BYPPM9657R	3c Miniland, Tank Road, Bhandup West. Mumbai 400078.
46	Jai Sinha	Non-Promoter	SOMPS8462G	F5/2 Vasant Vihar, Second Floor, New Delhi, India 110057
47	Malik Amirbhai Charaniya	Non-Promoter	AIYPC8014E	53 A - "Sankalp" Swapna Siddhi Society, Airport Road, Rajkot, Gujarat 360007 / Flat No. 402, Fribzi Datta Towers Opposite Kvr Function Hall Kompally Behind Cineplanet Kompalle Telangana - 500014
48	Manoj Shiv Laungani	Non-Promoter	AAAPL5302Q	121 Sea Lord B, G.D. Somani Marg, Near G.D. Somani School, 117 Cuffe Parade, Colaba Mumbai 400005
49	Mansha Nikhil Chawla	Non-Promoter	BANPC3704K	Chemin Rojoux 10a Conches 1231 Geneva Switzerland / 7b Sterling

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				Apt,38 Peddar Road,Nr Sophia College,Mumbai,400026,M aharashtra,India
50	Mohit Yakub Gunja	Non- Promoter	AACPG9940R	5 Puran Niwas, 27 Arthur Bunder Road, Colaba, Mumbai 400005
51	Nova Global Opportunities Fund Pcc - Touchstone	Non- Promoter	AAICN7211R	Vistra Alternative (Mauritius) Limited, Rue Du Savoir 3rd Floor, 355 Nex Ebene Mauritius 72201 Republic Of Mauritius
52	Samiksha Kalra Malik	Non- Promoter	BSJPK7840L	Plot No-107/G-2, Elegant Homes, Ramprastha Greens, Vaishali Sec-7 Extn, Ghaziabad, Up-201010.
53	Raghav Mallik	Non- Promoter	AAFPM1742A	N122 Panchsheel Park New Delhi 110017
54	Sajid Umedali Dhrolia	Non- Promoter	BBTPD1272J	A 2501, Windsor Grande Residences, Oshiwara, Next To Mega Mall, Jogeshwari (W), Mumbai - 400102, India / P O Box53020, ,Sharjah, Sharjah,Uae
55	Saurabh Asit Oberoi	Non- Promoter	ABVPO0720B	C2301 Lodha Bellissimo N M Joshi Marg Jacob Circle, Lower Parel, Mumbai - 400011
56	Shalini Ashok Chawla	Non- Promoter	AACPC7926R	7b Sterling Apartments, 38 Peddar Road, Near Sophia College, Mumbai 400026
57	Sageone Investment Managers LLP	Non- Promoter	ACKFS0885M	Plot No 56 Cloud 9 Soc Sn 46 1 2 Kondhwa Kd Mohd Wadi Pune Maharashtra 411048/ Office No. 10, 4th Floor, Suyog Platinum Tower, Naylor Road, Off Mangaldas Road, Koregaon Park, Pune-411001
58	Gaurav Chopra	Non- Promoter	AEIPC7261H	10b/7 Raj Narain Road, Civil Lines, 110054 New Delhi
59	Roopali Uppal	Non- Promoter	AABPU2330G	Uppal Farm , Farm No. 10, Gadaipur Road, Chattarpur Mehrauli, New Delhi, 110030
60	Avarjit Singh Birghi	Non- Promoter	AAGPB0174N	12/413 Sunder Vihar ,Paschim Vihar 110087

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61	Harneet Kaur	Non-Promoter	AASPK9004G	B2/52 Janakpuri New Delhi 110058
62	Sarabpreet Kaur	Non-Promoter	AAIPK8866G	12/413 Sunder Vihar , Paschim Vihar 110087
63	Vanaja Sundar Iyer	Non-Promoter	AAGPI2464J	8/222 Baskar Bhavan, Sir Balchandra Rd, Matunga Mumbai, 400019
64	Khushbu Nikhil Kumar Shah	Non-Promoter	BEAPS4757P	A-401 Radhe Residency Koba-Gandhinagar Highway Opp City Pulse Cinema, Kudasan, Gandhinagar - 382421
65	Shilpy Dixit	Non-Promoter	AKCPD4503F	P O Box 1676 Post Code 114 Muscat Oman 999999
66	Kingsman Wealth Fund Pcc Kif li	Non-Promoter	AAKCK0998C	C/O Tri-Pro Administrators Ltd Level 5, Maeva Tower Bank Street, Cybercity, Ebène Republic Of Mauritius
67	Viney Equity Market LLP	Non-Promoter	AASFV2634F	Pocket C 12 Flat No 18 Ground Floor Sector 3 Rohini 110085
68	Divya Arora	Non-Promoter	BAGPA0154E	House No. 1015, Sector 7, Panchkula, Sector 8, Haryana, 134109 / Villa 23, Street 11, Meadows 2, Dubai, Uae
69	Prashant Mehta	Non-Promoter	ALMPM2642K	4103 Green Community West , Dip , Dubai
70	Suhani Poddar	Non-Promoter	BJHPP0089F	C82 Rpa Road Nehru Nagar Jaipur 302016
71	NG FAMILY TRUST (First Holder Beneficiary- NITINBHAI GOVINDBHAI PATEL)	Non-Promoter	AAETN5313K	709 B SQUARE III, NR TRADEBUL I, SINDHU BHAVAN ROAD,BODAKDEV,AHMEDA BAD,GUJARAT-380054
72	Nikhil Tyagi	Non-Promoter	AFNPT0866R	Villa-2, 685 Me'aisem First, Premise Number: 685911322, Premise Type: Residential - Villa, Po Box 749, Dubai, Uae
73	Divya Bhandari	Non-Promoter	ASWPB5135F	A 1 New India Apartments Sector 9 Plot 6 Rohini New Delhi-110085 / Flat 2519 Jumeirah Living Residence, World Trade Centra 2nd, Za Abeel Road, Dubai
74	Abhishek	Non-	AHSPK2655E	Khandelwals 27 Park

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	Maheshchand Khandelwal	Promoter		Colony Jamnagar
75	Ankit Arora	Non-Promoter	AJTPA1154D	A 44 Brotherhood Apartments Vikas Puri Tilak Nagar Delhi 110018
76	Vimi Malhotra	Non-Promoter	ANVPM7075K	F402, Plot No 12, Pawitra Aaprtment Vasundra Enclave Delhi 110096
77	Archit Garg	Non-Promoter	AGSPG7739A	H.No. 15, Road No. 5, East Punjabi Bagh, Delhi-110026
78	ASAP Engineering (First Holder - ABHISHEK MAHESHCHAND KHANDELWAL)	Non-Promoter	ABOFA6370L	Flat No.201, 2nd Floor Sterling Point Amber Cinema Road JAMNAGAR
79	Ashish Rohatgi	Non-Promoter	ABNPR7157H	702 And 704 Chandi House Exhibition Road Patna Bihar - 800001
80	Binita Sharma	Non-Promoter	ATQPS5778Q	Top Floor, Shyam Center, Exhibition Road, Patna - 800001
81	Atul Kumar Gupta	Non-Promoter	AACPG7082L	3a 1601 Whispering Palms, Akurli Road, Lokhandwala Complex, Kandivali East.
82	Bindu Agrawal	Non-Promoter	AJUPA2434K	Makan N 6 Ward N 30, 11th Line Itarsi, Narmadapuram 461111
83	Cherisha Mittal	Non-Promoter	AMPPM0320A	Santushti B 313 Mahanagar Near Wireless Crossing Lucknow 226006
84	Gurinder Pal Singh	Non-Promoter	AYBPS3299L	U-7, Royal View Homes, Omaxe Royal Residency, Thakarwal, Ludhiana, Punjab 142022 / 11a Kelvin Grove, Chessington, Kt9, Chessington Kt9 1dp United Kingdom
85	Neha Hathiramani	Non-Promoter	AAIPC6421F	7c Natraj 1 1 Lord Sinha Road Ac Market Shakespeare Sarani Middleton Kolkata
86	Manjari Agrawal	Non-Promoter	BNZPA7564A	Kama Plot, Station Road In Front Of Shastri Stadium, Akola
87	Mansi Ladkat	Non-Promoter	AAIPL0219L	Varsha 46, Koregaon Park 2, Sant Ghadge Maharaj Shala, Pune 411001
88	Minerva Ventures Fund	Non-Promoter	AAQCM6132Q	C/O Ons Finserv Ltd, Hotel Avenue, 11th Floor, Bramer

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				House, Ebene, Cybercity, 111111, Mauritius/ Nathaniel Jacob Street, Port Louis, Mauritius
89	Narayan Agrawal	Non-Promoter	AEAPS5651M	244-245, Hukumchand Colony, Panchkuiya Road, Indore
90	Nidhi Arora	Non-Promoter	ACAPA7628A	H No 356, Espace Nirvana Country, Sector 50, Gurgaon, Haryana 122018
91	Sanju Jha	Non-Promoter	AGEPJ0713H	85, Kamayani Kunj, 69, I P Extension, Patparganj, Delhi 110 092
92	Pankaj Ganjoo	Non-Promoter	AAHPG9859J	224c Una Apartments , 3 Patpar Ganj Delhi 92
93	Puneet Tandon	Non-Promoter	AEWPT1368L	House Number 40 , Urban Estate Phase 1 , Jalandhar-144022, Punjab , India / Villa 36 Street 3 Saheel 1 Arabian, Ranches Pc 507136, Dubai,Uae
94	Rajeev Kumar	Non-Promoter	BKCPK5919D	P O Box 1531 Dubai United Arab Emirates Uae 999999
95	Usha Shubhkaran Sanghi	Non-Promoter	ADKPS4556J	A/5, Riviera Antilia, Near Ashvaraj Bunglow, Corporate Road Satelite, Near Prahladnagar Garden, Ahmedabad
96	Jyoti Doda	Non-Promoter	AIOPJ3826B	House No.52, Phase 7, Sector 62, S.A.S. Nagar, Mohali
97	Learning Universe LLP	Non-Promoter	AAFFL8531Q	59, Mandakni, Nri Colony, G.K.Iv, New Delhi - 110019
98	Palak Jain	Non-Promoter	AULPA6576C	7 Manish Bagh Colony Indore Indore India 452001
99	Arpana Sikka Mehra	Non-Promoter	AIMPS4596D	Lotus 502 Adarsh Palm Retreat Apartment, Bellandur, Bangalore-560103
100	Rudradeep Banerjee	Non-Promoter	ARVPB8160E	Ae-694, Salt Lake, Sector-I, Kolkata-700064
101	Rupesh Nagpal	Non-Promoter	ABTPN8095N	House No 1459, Sector 40b, Ut, Chandigarh-160036
102	Rwittika Khatua	Non-Promoter	BQEPK2343D	Ce-102, Salt Lake, Sector-I, Kolkata-64
103	Tatavarthy Satya Venkata Sri Nagaratna Mani	Non-Promoter	ACFPT2705C	22-10-28, Tatavarthy Vari Street, Bhimavaram 534201

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	Manjari			
104	Vanita Goel	Non-Promoter	AGUPG2288E	154 Neb Sarai, Ignou Road, New Delhi - 110068
105	Venkatram Mandalapu	Non-Promoter	AMIPM2772M	Ali Ahmed Salim Al Owais Venkatram Mandalapu Mandalapu P O Box 124296 Dubai Flat 2505b Al Nahda Al Tawon Dubai 999999
106	Nalla Madhav Rao	Non-Promoter	AFJPN1613C	Flat No 303 Art 2 Bldg Al Raffa Area Area Burdubai Dubai Dubai,Uae 506774
107	Nandini Arora	Non-Promoter	ESMPA3850G	F123 , Al Badaa , Jumeirah - Dubai
108	Deepshikha Arora	Non-Promoter	AICPG9650Q	F123 , Al Badaa , Jumeirah - Dubai
109	Viral Desai	Non-Promoter	AEMPD5259G	Villa 16, Street 87 C, Jumeirah 1, Dubai Uae
110	Rahul Chandrasingh Mehta	Non-Promoter	AAHPM2438D	7 Sea Glimpse, 69 Worli Hill Road, Mumbai 400018
111	Nikhil Anil Kotwal	Non-Promoter	ABRPK7874J	601 Golden Sands 7, Street 10b, Mankhool, Dubai, Uae
112	Chintan Haresh Shah	Non-Promoter	ASPPS2739F	703 Al Durrah Tower, Trade Centre 1, Dubai
113	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	AAICN2612C	Icici Bank Ltd Sms Dept, 1st Floor, Empire Complex, 414, Sb Marg, Lower Parel, Mumbai, Maharashtra 400013
114	Zenture Partners LLP	Non-Promoter	AACFZ7466K	B 1001 1002 Floor 10 Plot 1/298 B Wing, Raheja Atlantis Ganpatrao Kadam Marg, Lower Parel Mumbai - 400013
115	Tanay Gupta	Non-Promoter	AKBPG2480M	5f 73 Macdonnel Road Mackenney Court , Midlevels Hong Kong
116	Veena Shankar	Non-Promoter	ARCPS7629A	G 1202 Prateek Stylome, Sector 45 Noida, 201303
117	Ashish Chugh	Non-Promoter	ACZPC1166E	B-1/522, Janak Puri, New Delhi - 110058
118	Bishir Kantilal Mehta	Non-Promoter	AALPM7460M	A 72 Punarvasu Shristi Sector 3 Mira Road East Thane Maharashtra India-401107
119	Ishita Giri	Non-Promoter	APIPG6217J	B9, Maple Block Regency, Pinnacle Heights, Bangalore - 560077.
120	Vikas Benigopal	Non-	AAPPT5956P	2304, Dxb Tower, Sheik

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	Tawani	Promoter		Zayed Road, Dubai, Po Box 122800
121	Madhu N Kumar	Non-Promoter	ATOPK2985K	A4-502, Celebrity Greens, Vesu, Surat-395007
122	Akanksha Narula	Non-Promoter	AGWPG5499B	H No. 301, Pocket E-18, Sector 3, Rohini, Delhi India
123	Madhava Rao Nalla	Non-Promoter	AFJPN1613C	Flat No 303 Art 2 Bldg Al Raffa Area Area Burdubai Dubai Dubai,Uae 506774
124	Kanika Lalwani	Non-Promoter	APEPC8949K	Bhimashanker Chs, Sector 19a, D-2, 701, Nerul, Navi Mumbai
125	Sarika Arora	Non-Promoter	AEDPA4852R	H-304 Mayurdwaj Appartment 60 Ip Extension , Patparganj-Delhi -110092

(xiii) **Pre-Holdings of proposed allottee's:**

As on date the following allottee's have pre-holdings:

Sr. No.	Name	No of shares	%	Pre-holding Lock In release date
1	Umesh Kumar Sahay	2412303	10.61	16-08-2025
		387697	1.71	16-01-2025
		2941112	12.94	16-01-2025
		1355612	5.96	31-01-2025
2	Aditi Umesh Sahai	50904	0.22	16-01-2025
		18	0.00	16-01-2025
3	Mangina Srinivas Rao	9000	0.04	16-01-2025
4	Mohit Vinodkumar Agrawal	28710	0.13	16-01-2025
		140000	0.62	16-01-2025
5	Rajesh Chandrakant Vaishnav	51696	0.23	16-01-2025
6	Aditya Sahaya	56000	0.25	16-01-2025
		63180	0.28	16-01-2025
7	Bridgemonte Advisors Private Limited	57120	0.25	16-01-2025
		57438	0.25	16-01-2025
8	Kishor Eknath Morde	56000	0.25	16-01-2025

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9	Mahesh Ashok Morde	4608	0.02	16-01-2025
		33600	0.15	16-01-2025
10	Sandeep Nanabhau Doke	22400	0.10	16-01-2025
		5742	0.03	16-01-2025
11	Vikas Digambar Gaikwad	2880	0.01	16-01-2025
12	Morde Foods Pvt Ltd	328496	1.44	16-01-2025
		229752	1.01	16-01-2025
13	Sameer Vasant Morde	56000	0.25	16-01-2025
		5760	0.03	16-01-2025
14	Supriya Tejas Bhoite	33600	0.15	16-01-2025
		2880	0.01	16-01-2025
15	Bijal Kunal Thakkar	50	0.00	16-01-2025
16	Sageone Investment Managers LLP	200000	0.88	16-01-2025
17	Avarjit Singh Birghi	11749	0.05	16-01-2025
18	Sarabpreet Kaur	31109	0.14	16-01-2025
19	Nikhil Tyagi	57438	0.25	16-01-2025
20	Atul Kumar Gupta	17226	0.076	16-01-2025
21	Minerva Ventures Fund	5000	0.02	16-01-2025
22	Rajeev Kumar	1623	0.01	16-01-2025
23	Usha Shubhkaran Sanghi	2000	0.01	16-01-2025
24	Learning Universe LLP	5742	0.03	16-01-2025
25	Palak Jain	100	0.00	16-01-2025
26	Chintan Haresh Shah	750	0.00	16-01-2025
27	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	585846	2.58	16-01-2025
28	Akanksha Narula	1500	0.01	16-01-2025
29	Kanika Lalwani	210	0.00	16-01-2025

*No other proposed allottees are holding any pre-preferential holding in the company.

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any,

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shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xiv) Shareholding pattern of the Company before and after the Preferential Issue:

The pre-shareholding of promoter is 1,35,48,312 (59.59%) and non-promoter (public) is 91,85,748 (40.41%) and the post subscription of shares, the post shareholdings will be consisting of 35,831,540 equity shares of face value of Rs. 10 each, respectively.

Sl. No.	Category	Pre-holding Holdings		Post-holding Holdings	
		Number	%	Number	%
(A)	PROMOTERS -				
1.1	(a) Individuals	1,35,48,294	59.59	2,17,87,470	60.81
1.2	(b) Body Corporate	-	-	0	-
	Total (A)	1,35,48,294	59.59	2,17,87,470	60.81
(B)	PUBLIC				-
2.1	Individuals	60,17,467	26.47	81,42,563	22.72
2.2	HUF	91,357	0.40	91,357	0.25
2.3	Body Corporates	8,08,053	3.55	12,92,565	3.61
2.4	Clearing Members	-	-	-	-
2.5	Trust	1,850	0.01	16,682	0.05
2.6	Other	22,67,039	9.97	45,00,903	12.56
	Total (B)	91,85,766	40.41	1,40,44,070	39.19
	Grand Total (A+B) =C	2,27,34,060	100.00	3,58,31,540	100.00

(xv) Time frame within which the preferential issue shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

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- (xvi) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:**

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner
1	Shreem Finance and Investments Private Limited	Pallav Kumar Agarwal	AAPPA4982J
2	Intellectual Partners	Nisha Jain	AGQPB5870M
3	Bridgemonte Advisors Private Limited	Ayinavolu Visva Srikanth	ATEPS5372C
4	Morde Foods Pvt Ltd	Chandrakant Eknath Morde	AAAPM8279P
5	Nova Global Opportunities Fund PCC – Touchstone	Nityesh Peetumber	Mauritius – 1535296
6	Sageone Investment Managers LLP	Samit S. Vartak	AFTPV0838D
7	Kingsman Wealth Fund PCC KIF II	Mithilesh Singh Soobarah	Mauritius – 1625081
8	Viney Equity Market LLP	Anant Aggarwal	BTOPA0115Q
9	NG Family Trust (First holder beneficiary- NITINBHAI GOVINDBHAI PATEL)	1) Kushal Nitinbhai Patel 2) Radhyan Kushal Patel	AVBPP2051Q IDFPP1764J
10	ASAP Engineering (First holder - Abhishek Maheshchand Khandelwal)	Abhishek Maheshchand Khandelwal	ABOFA6370L
11	Minerva Ventures Fund	Ghanshyam Hurry	Mauritius – 1921021
12	Learning Universe LLP	Saurabh Agarwal	AAWPA2508F
13	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Veerendra Kedarnath Chandalada	ADCPC4142Q
14	ZENTURE PARTNERS LLP	1) Ravi Nathan Iyer 2) Devanathan Govindarajan	AAIPI6135J ABQPG2455E

***Other individual shareholders' beneficiary owner will be the subscribers itself.**

- (xvii) **The percentage of the post-preferential issue that may be held by the Proposed Allottees and change in control, if any, in the Company consequent to the Preferential issue:**

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Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	% of Pre-Issue holding	No of equity shares proposed to be allotted by way of swap to the shareholders of Natural Environment Solutions Private Limited	Post issue holding	% of Post issue holding	Change in holding (%)
1	Umesh Kumar Sahay	Promoter	7096724	31.22	5,850,400	12,947,124	36.13	4.92
2	Aditi Umesh Sahai	Promoter Group	50922	0.22	1,796,320	1,847,242	5.16	4.93
3	Hemlata Mahendra Singh	Promoter Group	0	0.00	592,456	592,456	1.65	1.65
4	Prasoon Mishra	Non-Promoter	0	0.00	824	824	0.00	0.00
5	Abha Agarwal	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
6	Hiren Parmar	Non-Promoter	0	0.00	14,008	14,008	0.04	0.04
7	Mahesh Murji Gala	Non-Promoter	0	0.00	35,432	35,432	0.10	0.10
8	Mangina Srinivas Rao	Non-Promoter	9000	0.04	28,840	37,840	0.11	0.07
9	MOHAN KUMAR GANNAVARAM VENKATESH	Non-Promoter	0	0.00	16,480	16,480	0.05	0.05
10	Mohit Vinodkumar Agrawal	Non-Promoter	168710	0.74	56,856	225,566	0.63	(0.11)
11	Parin Punshi Nishar	Non-Promoter	0	0.00	35,432	35,432	0.10	0.10
12	Rajashree Yashodhan Wanage	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06
13	Rajesh Chandrakant Vaishnav	Non-Promoter	51696	0.23	28,840	80,536	0.22	(0.00)
14	Shreem Finance and Investments Private Limited	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02

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15	Suhas Shantaram Samant	Non-Promoter	0	0.00	5,768	5,768	0.02	0.02
16	Tarun Agarwal	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06
17	Shazia Shujaul	Non-Promoter	0	0.00	4,120	4,120	0.01	0.01
18	Rajesh Kumar Guglani	Non-Promoter	0	0.00	18,128	18,128	0.05	0.05
19	Naresh Thawani	Non-Promoter	0	0.00	13,184	13,184	0.04	0.04
20	Intellectual Partners (NISHA JAIN J/W PRIYANKA HAVELIA)	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06
21	Palak Chadha	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06
22	Prajakta Mukesh Yeole	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
23	Sunil Popatlal Nahar	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
24	Tushar Aggarwal	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
25	ADITYA SAHAYA	Non-Promoter	119180	0.52	28,840	148,020	0.41	(0.11)
26	BRIDGEMONTE ADVISORS PRIVATE LIMITED	Non-Promoter	114798	0.50	28,840	143,638	0.40	(0.10)
27	KISHOR EKNATH MORDE	Non-Promoter	56000	0.25	28,840	84,840	0.24	(0.01)
28	MAHESH ASHOK MORDE	Non-Promoter	38208	0.17	7,416	45,624	0.13	(0.04)
29	MANGAL SANJAY MORDE	Non-Promoter	0	0.00	42,848	42,848	0.12	0.12
30	NARENDRA D DHUMAL	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
31	SANDEEP NANABHAU DOKE	Non-Promoter	28142	0.12	28,840	56,982	0.16	0.04
32	VIKAS DIGAMBAR GAIKWAD	Non-Promoter	2880	0.01	7,416	10,296	0.03	0.02
33	VILAS DATTATRAY SHERKAR	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02

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34	MORDE FOODS PVT LTD	Non-Promoter	558248	2.46	448,256	1,006,504	2.81	0.35
35	SAMEER VASANT MORDE	Non-Promoter	61760	0.27	14,832	76,592	0.21	(0.06)
36	SUPRIYA TEJAS BHOITE	Non-Promoter	36480	0.16	28,840	65,320	0.18	0.02
37	SUWARNA RAM MORDE	Non-Promoter	0	0.00	28,840	28,840	0.08	0.08
38	Amit Jasvantrai Dholakia	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
39	ASHOK BHAWANDAS AWTANI	Non-Promoter	0	0.00	6,592	6,592	0.02	0.02
40	BHARGAV ANILKUMAR PATEL	Non-Promoter	0	0.00	5,768	5,768	0.02	0.02
41	Bhavna Gothi	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
42	Bijal Kunal Thakkar	Non-Promoter	50	0.00	4,120	4,170	0.01	0.01
43	Harika Sachdev	Non-Promoter	0	0.00	3,296	3,296	0.01	0.01
44	Goonjan Dhar	Non-Promoter	0	0.00	6,592	6,592	0.02	0.02
45	Kanak Lalit Manek	Non-Promoter	0	0.00	1,648	1,648	0.00	0.00
46	Jai Sinha	Non-Promoter	0	0.00	6,592	6,592	0.02	0.02
47	MALIK AMIRBHAI CHARANIYA	Non-Promoter	0	0.00	17,304	17,304	0.05	0.05
48	Manoj Shiv Laungani	Non-Promoter	0	0.00	5,768	5,768	0.02	0.02
49	Mansha Nikhil Chawla	Non-Promoter	0	0.00	3,296	3,296	0.01	0.01
50	Mohit Yakub Gunja	Non-Promoter	0	0.00	11,536	11,536	0.03	0.03
51	Nova Global Opportunities Fund PCC - Touchstone	Non-Promoter	0	0.00	185,400	185,400	0.52	0.52
52	Samiksha Kalra Malik	Non-Promoter	0	0.00	3,296	3,296	0.01	0.01
53	Raghav Mallik	Non-Promoter	0	0.00	3,296	3,296	0.01	0.01
54	SAJID UMEDALI DHROLIA	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06

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55	Saurabh Asit Oberoi	Non-Promoter	0	0.00	22,248	22,248	0.06	0.06
56	Shalini Ashok Chawla	Non-Promoter	0	0.00	1,648	1,648	0.00	0.00
57	Sageone Investment Managers LLP	Non-Promoter	200000	0.88	284,280	484,280	1.35	0.47
58	Gaurav Chopra	Non-Promoter	0	0.00	28,840	28,840	0.08	0.08
59	Roopali Uppal	Non-Promoter	0	0.00	56,856	56,856	0.16	0.16
60	Avarjit Singh Birghi	Non-Promoter	11749	0.05	113,712	125,461	0.35	0.30
61	Harneet Kaur	Non-Promoter	0	0.00	18,952	18,952	0.05	0.05
62	Sarabpreet Kaur	Non-Promoter	31109	0.14	113,712	144,821	0.40	0.27
63	Vanaja Sundar Iyer	Non-Promoter	0	0.00	664,144	664,144	1.85	1.85
64	Khushbu Nikhil Kumar Shah	Non-Promoter	0	0.00	28,840	28,840	0.08	0.08
65	Shilpy Dixit	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06
66	Kingsman Wealth Fund PCC KIF II	Non-Promoter	0	0.00	56,856	56,856	0.16	0.16
67	Viney Equity Market LLP	Non-Promoter	0	0.00	28,840	28,840	0.08	0.08
68	Divya Arora	Non-Promoter	0	0.00	64,272	64,272	0.18	0.18
69	Prashant Mehta	Non-Promoter	0	0.00	12,360	12,360	0.03	0.03
70	Suhani Poddar	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
71	NG FAMILY TRUST (First holder beneficiary- NITINBHAI GOVINDBHAI PATEL)	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
72	Nikhil Tyagi	Non-Promoter	57438	0.25	57,680	115,118	0.32	0.07
73	Divya Bhandari	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
74	Abhishek Maheshchand Khandelwal	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02

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75	Ankit Arora	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
76	Vimi Malhotra	Non-Promoter	0	0.00	21,424	21,424	0.06	0.06
77	Archit Garg	Non-Promoter	0	0.00	4,944	4,944	0.01	0.01
78	ASAP Engineering (First holder - ABHISHEK MAHESHCHAND KHANDELWAL)	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
79	Ashish Rohatgi	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
80	Binita sharma	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
81	Atul Kumar Gupta	Non-Promoter	17226	0.08	14,832	32,058	0.09	0.01
82	Bindu Agrawal	Non-Promoter	0	0.00	2,472	2,472	0.01	0.01
83	Cherisha Mittal	Non-Promoter	0	0.00	28,840	28,840	0.08	0.08
84	Gurinder Pal Singh	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
85	Neha Hathiramani	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
86	Manjari Agrawal	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
87	Mansi Laddkat	Non-Promoter	0	0.00	85,696	85,696	0.24	0.24
88	Minerva Ventures Fund	Non-Promoter	5000	0.02	455,672	460,672	1.29	1.26
89	Narayan Agrawal	Non-Promoter	0	0.00	9,064	9,064	0.03	0.03
90	Nidhi Arora	Non-Promoter	0	0.00	28,840	28,840	0.08	0.08
91	Sanju Jha	Non-Promoter	0	0.00	11,536	11,536	0.03	0.03
92	Pankaj Ganjoo	Non-Promoter	0	0.00	16,480	16,480	0.05	0.05
93	Puneet Tandon	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
94	Rajeev Kumar	Non-Promoter	1623	0.01	9,888	11,511	0.03	0.02
95	USHA SHUBHKARAN SANGHI	Non-Promoter	2000	0.01	10,712	12,712	0.04	0.03
96	Jyoti Doda	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02

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97	Learning Universe LLP	Non-Promoter	5742	0.03	7,416	13,158	0.04	0.01
98	Palak Jain	Non-Promoter	100	0.00	6,592	6,692	0.02	0.02
99	Arpana Sikka Mehra	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
100	Rudradeep Banerjee	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
101	Rupesh Nagpal	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
102	Rwittika Khatua	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
103	Tatavarthy Satya Venkata Sri Nagaratna Mani Manjari	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
104	Vanita Goel	Non-Promoter	0	0.00	14,832	14,832	0.04	0.04
105	Venkatram Mandalapu	Non-Promoter	0	0.00	19,776	19,776	0.06	0.06
106	Nalla Madhav Rao	Non-Promoter	0	0.00	7,416	7,416	0.02	0.02
107	Nandini Arora	Non-Promoter	0	0.00	47,792	47,792	0.13	0.13
108	Deepshikha Arora	Non-Promoter	0	0.00	31,312	31,312	0.09	0.09
109	Viral Desai	Non-Promoter	0	0.00	17,304	17,304	0.05	0.05
110	Rahul Chandrasingh Mehta	Non-Promoter	0	0.00	28,016	28,016	0.08	0.08
111	Nikhil Anil Kotwal	Non-Promoter	0	0.00	8,240	8,240	0.02	0.02
112	Chintan Haresh Shah	Non-Promoter	750	0.00	12,360	13,110	0.04	0.03
113	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Non-Promoter	585846	2.58	593,280	1,179,126	3.29	0.71
114	ZENTURE PARTNERS LLP	Non-Promoter	0	0.00	56,856	56,856	0.16	0.16
115	Tanay Gupta	Non-Promoter	0	0.00	45,320	45,320	0.13	0.13
116	Veena Shankar	Non-Promoter	0	0.00	26,368	26,368	0.07	0.07
117	Ashish Chugh	Non-Promoter	0	0.00	24,720	24,720	0.07	0.07

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118	BISHIR KANTILAL MEHTA	Non- Promoter	0	0.00	11,536	11,536	0.03	0.03
119	Ishita Giri	Non- Promoter	0	0.00	10,712	10,712	0.03	0.03
120	Vikas Benigopal Tawani	Non- Promoter	0	0.00	8,240	8,240	0.02	0.02
121	Madhu N Kumar	Non- Promoter	0	0.00	7,416	7,416	0.02	0.02
122	Akanksha Narula	Non- Promoter	1500	0.01	4,944	6,444	0.02	0.01
123	Madhava Rao Nalla	Non- Promoter	0	0.00	4,944	4,944	0.01	0.01
124	Kanika Lalwani	Non- Promoter	210	0.00	4,120	4,330	0.01	0.01
125	Sarika Arora	Non- Promoter	0	0.00	8,240	8,240	0.02	0.02

(xviii) Undertaking:

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per the SEBI (ICDR) Regulations, 2018. It would re-compute the price of the equity shares specified above, in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xix) Change in Control:

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer.

The existing promoter shareholding is consisting of 1,35,48,294 equity shares (59.59%) and post allotment will change to 2,17,87,470 equity shares (60.81%).

(xx) Minimum Public Holding Post Preferential Allotment:

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The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).

(xxi) Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:

Sr. No.	Nmae of Proposed Allottees	Pre status of the proposed allottee	Post status of the proposed allottee
1	Umesh Kumar Sahay	Promoter	Promoter
2	Aditi Umesh Sahai	Promoter Group	Promoter Group
3	Hemlata Mahendra Singh	Promoter Group	Promoter Group
4	Prasoon Mishra	Non-Promoter	Non-Promoter
5	Abha Agarwal	Non-Promoter	Non-Promoter
6	Hiren Parmar	Non-Promoter	Non-Promoter
7	Mahesh Murji Gala	Non-Promoter	Non-Promoter
8	Mangina Srinivas Rao	Non-Promoter	Non-Promoter
9	Mohan Kumar Gannavaram Venkatesh	Non-Promoter	Non-Promoter
10	Mohit Vinodkumar Agrawal	Non-Promoter	Non-Promoter
11	Parin Punshi Nishar	Non-Promoter	Non-Promoter
12	Rajashree Yashodhan Wanage	Non-Promoter	Non-Promoter
13	Rajesh Chandrakant Vaishnav	Non-Promoter	Non-Promoter
14	Shreem Finance and Investments Private Limited	Non-Promoter	Non-Promoter
15	Suhas Shantaram Samant	Non-Promoter	Non-Promoter
16	Tarun Agarwal	Non-Promoter	Non-Promoter
17	Shazia Shujaul	Non-Promoter	Non-Promoter
18	Rajesh Kumar Guglani	Non-Promoter	Non-Promoter
19	Naresh Thawani	Non-Promoter	Non-Promoter
20	Intellectual Partners (NISHA JAIN J/W PRIYANKA HAVELIA)	Non-Promoter	Non-Promoter
21	Palak Chadha	Non-Promoter	Non-Promoter
22	Prajakta Mukesh Yeole	Non-Promoter	Non-Promoter
23	Sunil Popatlal Nahar	Non-Promoter	Non-Promoter
24	Tushar Aggarwal	Non-Promoter	Non-Promoter
25	ADITYA SAHAYA	Non-Promoter	Non-Promoter
26	Bridgemonte Advisors Private Limited	Non-Promoter	Non-Promoter
27	KISHOR EKNATH MORDE	Non-Promoter	Non-Promoter
28	MAHESH ASHOK MORDE	Non-Promoter	Non-Promoter
29	MANGAL SANJAY MORDE	Non-Promoter	Non-Promoter
30	NARENDRA D DHUMAL	Non-Promoter	Non-Promoter
31	SANDEEP NANABHAU DOKE	Non-Promoter	Non-Promoter
32	VIKAS DIGAMBAR GAIKWAD	Non-Promoter	Non-Promoter
33	VILAS DATTATRAY SHERKAR	Non-Promoter	Non-Promoter

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34	MORDE FOODS PVT LTD	Non-Promoter	Non-Promoter
35	SAMEER VASANT MORDE	Non-Promoter	Non-Promoter
36	SUPRIYA TEJAS BHOITE	Non-Promoter	Non-Promoter
37	SUWARNA RAM MORDE	Non-Promoter	Non-Promoter
38	Amit Jasvantrai Dholakia	Non-Promoter	Non-Promoter
39	ASHOK BHAWANDAS AWTANI	Non-Promoter	Non-Promoter
40	BHARGAV ANILKUMAR PATEL	Non-Promoter	Non-Promoter
41	Bhavna Gothi	Non-Promoter	Non-Promoter
42	Bijal Kunal Thakkar	Non-Promoter	Non-Promoter
43	Harika Sachdev	Non-Promoter	Non-Promoter
44	Goonjan Dhar	Non-Promoter	Non-Promoter
45	Kanak Lalit Manek	Non-Promoter	Non-Promoter
46	Jai Sinha	Non-Promoter	Non-Promoter
47	MALIK AMIRBHAI CHARANIYA	Non-Promoter	Non-Promoter
48	Manoj Shiv Laungani	Non-Promoter	Non-Promoter
49	Mansha Nikhil Chawla	Non-Promoter	Non-Promoter
50	Mohit Yakub Gunja	Non-Promoter	Non-Promoter
51	Nova Global Opportunities Fund PCC - Touchstone	Non-Promoter	Non-Promoter
52	Samiksha Kalra Malik	Non-Promoter	Non-Promoter
53	Raghav Mallik	Non-Promoter	Non-Promoter
54	SAJID UMEDALI DHROLIA	Non-Promoter	Non-Promoter
55	Saurabh Asit Oberoi	Non-Promoter	Non-Promoter
56	Shalini Ashok Chawla	Non-Promoter	Non-Promoter
57	Sageone Investment Managers LLP	Non-Promoter	Non-Promoter
58	Gaurav Chopra	Non-Promoter	Non-Promoter
59	Roopali Uppal	Non-Promoter	Non-Promoter
60	Avarjit Singh Birghi	Non-Promoter	Non-Promoter
61	Harneet Kaur	Non-Promoter	Non-Promoter
62	Sarabpreet Kaur	Non-Promoter	Non-Promoter
63	Vanaja Sundar Iyer	Non-Promoter	Non-Promoter
64	Khushbu Nikhil Kumar Shah	Non-Promoter	Non-Promoter
65	Shilpy Dixit	Non-Promoter	Non-Promoter
66	Kingsman Wealth Fund PCC KIF II	Non-Promoter	Non-Promoter
67	Viney Equity Market LLP	Non-Promoter	Non-Promoter
68	Divya Arora	Non-Promoter	Non-Promoter
69	Prashant Mehta	Non-Promoter	Non-Promoter
70	Suhani Poddar	Non-Promoter	Non-Promoter
71	NG FAMILY TRUST (First holder beneficiary- NITINBHAI GOVINDBHAI PATEL)	Non-Promoter	Non-Promoter
72	Nikhil Tyagi	Non-Promoter	Non-Promoter
73	Divya Bhandari	Non-Promoter	Non-Promoter
74	Abhishek Maheshchand Khandelwal	Non-Promoter	Non-Promoter
75	Ankit Arora	Non-Promoter	Non-Promoter
76	Vimi Malhotra	Non-Promoter	Non-Promoter
77	Archit Garg	Non-Promoter	Non-Promoter
78	ASAP Engineering	Non-Promoter	Non-Promoter

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	(First holder - ABHISHEK MAHESHCHAND KHANDELWAL)		
79	Ashish Rohatgi	Non-Promoter	Non-Promoter
80	Binita sharma	Non-Promoter	Non-Promoter
81	Atul Kumar Gupta	Non-Promoter	Non-Promoter
82	Bindu Agrawal	Non-Promoter	Non-Promoter
83	Cherisha Mittal	Non-Promoter	Non-Promoter
84	Gurinder Pal Singh	Non-Promoter	Non-Promoter
85	Neha Hathiramani	Non-Promoter	Non-Promoter
86	Manjari Agrawal	Non-Promoter	Non-Promoter
87	Mansi Ladkat	Non-Promoter	Non-Promoter
88	Minerva Ventures Fund	Non-Promoter	Non-Promoter
89	Narayan Agrawal	Non-Promoter	Non-Promoter
90	Nidhi Arora	Non-Promoter	Non-Promoter
91	Sanju Jha	Non-Promoter	Non-Promoter
92	Pankaj Ganjoo	Non-Promoter	Non-Promoter
93	Puneet Tandon	Non-Promoter	Non-Promoter
94	Rajeev Kumar	Non-Promoter	Non-Promoter
95	USHA SHUBHKARAN SANGHI	Non-Promoter	Non-Promoter
96	Jyoti Doda	Non-Promoter	Non-Promoter
97	Learning Universe LLP	Non-Promoter	Non-Promoter
98	Palak Jain	Non-Promoter	Non-Promoter
99	Arpana Sikka Mehra	Non-Promoter	Non-Promoter
100	Rudradeep Banerjee	Non-Promoter	Non-Promoter
101	Rupesh Nagpal	Non-Promoter	Non-Promoter
102	Rwittika Khatua	Non-Promoter	Non-Promoter
103	Tatavarthy Satya Venkata Sri Nagaratna Mani Manjari	Non-Promoter	Non-Promoter
104	Vanita Goel	Non-Promoter	Non-Promoter
105	Venkatram Mandalapu	Non-Promoter	Non-Promoter
106	Nalla Madhav Rao	Non-Promoter	Non-Promoter
107	Nandini Arora	Non-Promoter	Non-Promoter
108	Deepshikha Arora	Non-Promoter	Non-Promoter
109	Viral Desai	Non-Promoter	Non-Promoter
110	Rahul Chandrasingh Mehta	Non-Promoter	Non-Promoter
111	Nikhil Anil Kotwal	Non-Promoter	Non-Promoter
112	Chintan Haresh Shah	Non-Promoter	Non-Promoter
113	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	Non-Promoter	Non-Promoter
114	ZENTURE PARTNERS LLP	Non-Promoter	Non-Promoter
115	Tanay Gupta	Non-Promoter	Non-Promoter
116	Veena Shankar	Non-Promoter	Non-Promoter
117	Ashish Chugh	Non-Promoter	Non-Promoter
118	BISHIR KANTILAL MEHTA	Non-Promoter	Non-Promoter
119	Ishita Giri	Non-Promoter	Non-Promoter
120	Vikas Benigopal Tawani	Non-Promoter	Non-Promoter
121	Madhu N Kumar	Non-Promoter	Non-Promoter

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122	Akanksha Narula	Non-Promoter	Non-Promoter
123	Madhava Rao Nalla	Non-Promoter	Non-Promoter
124	Kanika Lalwani	Non-Promoter	Non-Promoter
125	Sarika Arora	Non-Promoter	Non-Promoter

(xxii) Lock-in period:

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Promoters:

The specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be.

Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

Provided further that equity shares allotted in excess of the twenty percent shall be locked-in for six months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

Non-promoters:

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s).

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xxiii) Practicing Company Secretary's Certificate:

A certificate from Sachapara & Associates - Company Secretaries in practice dated 13-07-2024 has been obtained by the Company certifying that the preferential issue

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is being made in accordance with the requirements of the Regulation 163(2) of SEBI (ICDR) Regulations, 2018. The certificate can be accessed at <https://tccltd.in/other-information-for-shareholder/> and shall be placed before the Extra-ordinary general meeting of the shareholders.

None of the Directors/KMP or their relatives except stated above are concerned or interested in the said resolution except Mr. Umesh Kumar Sahay being a promoter alongwith his relatives to the extent applicable.

Accordingly, the Board recommends passing of the resolution set out at Item No 2 for approval of the Members at EOGM.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

ITEM NO. 3: APPROVAL FOR RELATED PARTY TRANSACTIONS.

To strategically place your company with a revenue model wherein the promoters have core competency, your Company proposes to enter into transaction(s) with Natural Environment Solutions Private Limited, which is the group Company of your Company to purchase the entire issued share capital of the Natural Environment Solutions Private Limited from the existing shareholders who are also the promoter shareholders of the Company. After this acquisition of stake, Natural Environment Solutions Private Limited become wholly owned subsidiary of the Company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through Special resolution, if the aggregate value of transaction(s) amounts to 10% or more of the networth / annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into with Natural Environment Solutions Private Limited and the shareholders of Natural Environment Solutions Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the shareholders of Natural Environment Solutions Private Limited in the financial year 2024-2025. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Natural Environment Solutions Private Limited are as follows:

Sr. No.	Particulars	Remark
1.	Name of the Related Party	<ul style="list-style-type: none">Natural Environment Solutions Private LimitedUmesh Kumar Sahai (Director of Natural Environment Solutions Private Limited)Adity Umesh Sahai (relative of Director)

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		<ul style="list-style-type: none"> Hemlata Mahendra Singh(relative of Director)
2.	Name of Director or KMP	<ul style="list-style-type: none"> Umesh Kumar Sahay - Director Abhishek Narbaria - Director
3.	Nature of Relationship	Promoters and some of Directors with their relatives of the both companies are common.
4.	the nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract: Acquisition of 100 % stake of Natural Environment Solutions Private Limited and make it wholly owned subsidiary of the Company</p> <p>Duration of Contract: 12-months</p> <p>Particulars of the contract or arrangement:</p> <ol style="list-style-type: none"> After obtaining the necessary approvals the company will allot the shares by way of swap to the shareholders of Natural Environment Solutions Private Limited.
5.	the material terms of the contract or arrangement including the value, if any;	Swap of shares in exchange of consideration decided based on the valuation of both Companies carried by the IBBI registered valuer .
6.	Expected monetary value of proposed aggregate transaction(s) during financial year 2024-25.	Rs. 4,610,312,960
7.	any advance paid or received for the contract or arrangement, if any;	NIL
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Based on valuation of both Company, Promoters/ board of Directors have determined value of contract.
9.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

None of the Directors other than Mr. Umesh Kumar Sahay and Abhishek Narbaria (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions. The Promoters/some director(s) are common in Natural Environment Solutions Private Limited and TCC Concept Limited. They hold 62.90% of voting rights in Natural Environment Solutions Private Limited and 59.59% in TCC Concept Limited. The Promoters/ some director(s) (including their relatives) are interested to the extent of their shareholdings.

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The Board of Directors recommend the Special Resolution for approval by the members.

Registered Office:

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Hill Road, Opp. Hotel Symphony,
Bhoslenagar, Shivajinagar,
Pune 411 007.

Date: July 13, 2024

Place: Pune

E-mail: compliance@tccltd.in

Website: www.tccltd.in

**By Order of the Board of Directors
For TCC Concept Limited**

**Sd
Umesh Kumar Sahay
Managing Director
DIN: 01733060**

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(Formerly known as Aaswa Trading and Exports Limited)

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