

October 14, 2025

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 5th day of November, 2025 at 12:30 P.M. (IST) 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

Isha Arora
Company Secretary & Compliance Officer

TCC Concept Limited

Regd. Office: 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar,
Pune-411007 | CIN: L68200PN1984PLC222140 | Tel.: 020 2952 0104
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 5TH DAY OF NOVEMBER, 2025 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS (ES):

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF TCC CONCEPT LIMITED (“COMPANY”) AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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, 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. 40,00,00,000 (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each to Rs. 60,00,00,000 (Sixty Crore) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each and consequently, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered and substituted with the following as new Clause 5:

5. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Sixty Crore), divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10 (Rupees Ten).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

2. TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable provisions of the law (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary

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and subject to the compliance of applicable laws, consent of the members of the TCC Concept Limited ("Company") be and is hereby accorded to:

- a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crore); and
- b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crore).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution."

3. PREFERENTIAL ISSUE OF 1,18,19,109 EQUITY SHARES BY WAY OF SWAP OF SHARES (FOR CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 95.18% STAKE OF PEPPERFRY LIMITED (CIN: U74990MH2011PLC220126) ON FULLY-DILUTED BASIS.

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

"RESOLVED THAT pursuant to (i) the applicable provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s) and/or reenactment thereof for the time being in force) (hereinafter referred to as the "Act"), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), (iii) the listing agreements (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) entered into by TCC Concept Limited ("Company") with BSE Limited ("BSE") on which the equity shares of the Company are listed, and in accordance with the instructions issued by Securities and Exchange Board of India ("SEBI") and BSE and other concerned and appropriate authorities and other applicable laws, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, (v) the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force), and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the SEBI and the Reserve Bank of India or any other statutory, regulatory or governmental

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authority, whether in India or outside India in each case to the extent applicable and including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (as the case may be) (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution), the approval of the Members be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches upto 1,18,19,109 (One Crore Eighteen Lakh Nineteen Thousand One Hundred Nine) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up (“Equity Shares”) on preferential basis at a price of Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share including premium of Rs. 547.9445 (Rupees Five Hundred Forty-Seven and Ninety Four Paise) per Equity Share aggregating to Rs. 6,59,44,06,861 (Rupees Six Hundred Fifty-Nine Crore Forty-Four Lakh Six Thousand Eight Hundred Sixty-One) in accordance with the SEBI ICDR Regulations (“Preferential Allotment”) and as per the terms highlighted in the explanatory statement to this Notice and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, 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 Pepperfry Limited (CIN U74990MH2011PLC220126) (“Pepperfry”) on preferential basis for consideration other than cash i.e. swap of Equity shares:

Sr. No.	Name of Allottee	Number of Shares	Percentage of Shareholding Post Allotment
1	360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED	76,112	0.16
2	AARIN CAPITAL PARTNERS	62,694	0.13
3	Ace Insurance Brokers Pvt Ltd	40,588	0.09
4	AJAY VIJAY CHAUHAN	18,774	0.04
5	AMARJIT SINGH BATRA	5,073	0.01
6	ANANTA CAPITAL VENTURES FUND 1	3,04,460	0.64
7	ANIL ARORA	2	0.00
8	ANIL PURI	40,592	0.09
9	ANSUYA MODY ENTERPRISES LLP	40,592	0.09
10	ASHISH DASHARATH SHAH	57	0.00
11	BRANDON & COMPANY PRIVATE LIMITED	40,592	0.09
12	DSP ADIKO HOLDINGS PRIVATE LIMITED	71,038	0.15
13	DSP HMK HOLDINGS PRIVATE LIMITED	71,038	0.15
14	ERSTE WV GUTERSLOH GMBH	11,76,169	2.48
15	FORWARD COMMERCIAL LLP	2	0.00
16	GENERAL ELECTRIC PENSION TRUST	31,67,687	6.67
17	GOLDMAN SACHS ASIA STRATEGIC PTE. LTD.	11,89,689	2.51
18	GROWTH EQUITY OPPORTUNITY FUND CAYMAN HOLDINGS LTD	73,919	0.16
19	GUNENDER KAPUR	40,592	0.09

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20	HEMENDRA MATHRADAS KOTHARI	1,01,485	0.21
21	IANNUCCILLO FAMILY TRUST	22,832	0.05
22	INDIBLU INVESTMENT ADVISORS (MAURITIUS) LIMITED	16	0.00
23	MAPRO FOODS PRIVATE LIMITED	20,296	0.04
24	MAYUR JAYKUMAR VORA	20,296	0.04
25	MBD BRIDGE STREET 2015 INVESTMENTS (SINGAPORE) PTE LTD	155	0.00
26	MEHRATEX INDIA PRIVATE LIMITED	40,592	0.09
27	MMG Advisors LLP (Partners - SANJEEV AGRAWAL & ANANT AGARWAL)	50,742	0.11
28	MUKESH SHARMA FAMILY TRUST	76,112	0.16
29	NELUM PAHLAJ GIDWANI	40,592	0.09
30	NORWEST VENTURE PARTNERS VII-A-MAURITIUS	25,22,441	5.31
31	PANTHERA GROWTH FUND VCC-PANTHERA GROWTH I	7,03,499	1.48
32	PARLE BISLERI PRIVATE LIMITED	50,742	0.11
33	PIDILITE VENTURES PVT LTD	10,44,566	2.20
34	Prachi Exports (Partner - DEEPAK KHIMJI CHHEDA)	1,52,228	0.32
35	PRANABH DINESH MODY	76,112	0.16
36	PRASHANT NAIK	40,592	0.09
37	RAJENDRA BADRINARAYAN BARWALE	76,112	0.16
38	RAJESH SUD	40,592	0.09
39	REDI PORT LIMITED	40,592	0.09
40	SAMAR SHARAD CHAUHAN	18,774	0.04
41	SHARDA RAMPRAKASH BUBNA	50,742	0.11
42	STONEBRIDGE 2019 OFFSHORE HOLDINGS, L.P.	7	0.00
43	STONEBRIDGE 2019, L.P.	18	0.00
44	SUBODH GUPTA	40,592	0.09
45	SUMATI RAVI RAHEJA	40,592	0.09
46	THE KEVIN AND KAREN JENKINS -JOHNSON FAMILY LIVING TRUST	11,416	0.02
47	Universal Trustees Private Limited (Farida Khambata Family Trust)	40,592	0.09
48	VSD HOLDINGS & ADVISORY LLP	76,112	0.16
Total		1,18,19,109	24.89

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Investor by way of a preferential allotment shall inter-alia be subject to the following:

- (i) The Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this Special Resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of BSE for the issue and allotment of the equity Shares to Investors on a preferential basis), and subject to transfer of shares of Pepperfry in favor of the Company.
- (ii) The relevant date for determination of the price for the purpose of the Preferential Allotment of Equity Shares is Monday, 6 October, 2025, being the date falling 30 (thirty) days prior to the date on which the Preferential Allotment is approved by the members of the Company.

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Pune-411007 | CIN: L68200PN1984PLC222140 | Tel.: 020 2952 0104
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- (iii) The Equity Shares shall be subject to lock-in/ transferability restrictions in such manner and for such period as specified under Chapter V of the SEBI ICDR Regulations.
- (iv) The Equity Shares offered, issued and allotted will be listed and traded on BSE in accordance with the applicable law, subject to the receipt of necessary regulatory permissions and approvals (including approval for listing and trading) as the case may be.
- (v) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (vi) The Equity Shares so offered and issued to the Proposed Allottees, are being issued by the Company for consideration other than cash (swap of equity shares).
- (vii) The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.
- (viii) Such other conditions as may be applicable pursuant to SEBI ICDR Regulations and other applicable law.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Investor in Form No. PAS-5, and issue a Private Placement Offer cum Application Letter in Form No. PAS-4, to the Investor inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to on behalf of the Company do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the Members, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Investor for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue, as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) filing requisite documents/ make declarations/ filings with the Ministry of Corporate Affairs, Reserve Bank of India, SEBI, BSE and other regulatory or statutory authorities on behalf of the Company, (iv) filing of requisite documents with the depositories, (v) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vi) issue and allotment of the Equity Shares, (vii) to represent the Company before any Government / regulatory authorities, (viii) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned

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regulatory authorities, (ix) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Equity Shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, and (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon them by these resolutions, as they may deem fit in their absolute discretion, to any director(s), committees(s), one or more officer(s), company secretary or employees to give effect to these resolutions including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required."

4. **APPROVAL FOR TCC CONCEPT LIMITED EMPLOYEE STOCK OPTION PLAN 2025 TO THE ELIGIBLE EMPLOYEES**

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of the Memorandum and Articles of Association of TCC Concept Limited ("**Company**") and such other laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to adopt and implement the 'TCC Concept Limited Employee Stock Option Plan 2025' (hereinafter referred to as "**ESOP Plan 2025**" or "**Scheme**") through Direct route to create, offer and grant from time to time, in one or more tranches, not exceeding 35,00,000 (Thirty Five Lakh) employee stock options ("**Options**") to the Eligible Employees of the Company, working in India or outside India, by which they shall be entitled to subscribe to up to 35,00,000 (Thirty Five Lakh) Equity Shares of face value of Rs. 10 (Rupees Ten), as determined by the Compensation Committee as per the eligibility criteria and other terms and conditions pertaining to vesting, exercise, etc., as may be determined by the Board or the Compensation Committee in accordance with the provisions of the ESOP Plan 2025, and as per the terms of the respective Grant Letter(s), and in due compliance with other applicable laws

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and regulations in force wherein such Equity Shares shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional options granted.

RESOLVED FURTHER THAT in case equity shares of the Company are either sub-divided or consolidated, then number of shares to be allotted and price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in same proportion as the face value per equity share shall bear to revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (“NRC”) be and is hereby authorized to act as the Compensation Committee and formulate, evolve, decide upon and bring into effect the ESOP Plan 2025 on such terms and conditions as may be decided and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the Scheme subject to the conditions that it is not detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT the Compensation Committee and Board of Directors, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with applicable laws and regulations and further subject to consent of shareholders by way of special resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT any Director/KMP of the Company, be and is hereby authorized to: (i) sign and file all the necessary forms (including e-form MGT-14) and other documents as may be required with the statutory authorities including the Registrar of Companies; (ii) do all such acts and deeds as may be required; and (iii) authorize such person or persons as they deem fit to give effect to the resolution.

RESOLVED FURTHER THAT a true copy of the above resolution certified by any Director of the Company, be submitted to the concerned Authorities and they be hereby requested to act upon the same.”

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5. **APPROVAL FOR EXTENDING BENEFITS OF TCC CONCEPT LIMITED EMPLOYEE STOCK OPTION PLAN 2025 TO THE ELIGIBLE EMPLOYEES OF SUBSIDIARY COMPANY(IES)**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SBEB Regulations”**) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of the Foreign Exchange Management Act, 1999 and regulations made thereunder, the relevant provisions of the Memorandum of Association and Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, the approval of the members of the Company be and is hereby accorded to extend the benefits of ‘TCC Concept Limited Employee Stock Option Plan 2025’ (hereinafter referred to as **“ESOP Plan 2025”** or **“Scheme”**) to the Eligible Employees of the Subsidiary Company(ies), as it stands on the date of grant of stock options, identified by the Compensation Committee as per the eligibility criteria and other terms and conditions pertaining to vesting, exercise, etc., as may be determined in accordance with the provisions of the ESOP Plan 2025 (within the ceiling of total number of Options and Equity Shares as specified therein), respective Grant Letter, and in due compliance with other applicable laws and regulations in force wherein such Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Compensation Committee and Board of Directors, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with applicable laws and regulations and further subject to consent of shareholders by way of special resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT the copy of the above resolution certified by any Director, be submitted to the concerned Authorities and they be hereby requested to act upon the same.”

6. **APPROVAL OF ISSUE OF EMPLOYEE STOCK OPTIONS, UNDER TCC CONCEPT LIMITED EMPLOYEE STOCK OPTION PLAN 2025, EQUAL TO OR EXCEEDING 1% OF THE ISSUED SHARE CAPITAL OF TCC CONCEPT LIMITED (“COMPANY”)**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, applicable provisions of the Securities and Exchange Board of

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India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of the Foreign Exchange Management Act, 1999 and regulations made thereunder, the relevant provisions of the Memorandum of Association and Articles of Association of the Company (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, the approval of the members of the Company be and is hereby accorded for the issue and grant of Options under ‘TCC Concept Limited Employee Stock Option Plan 2025’ (hereinafter referred to as “**ESOP Plan 2025**” or “**Scheme**”) to Eligible Employees, during any one year, equal to or exceeding 1% (One per cent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

RESOLVED FURTHER THAT the Compensation Committee and Board of Directors, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to compliance with applicable laws and regulations and further subject to consent of shareholders by way of special resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT a true copy of the above resolution certified by any Director of the Company, be submitted to the concerned Authorities and they be hereby requested to act upon the same.”

Registered Office:
5th Floor, VB Capitol Building, Range Hill
Road, Opp. Hotel Symphony,
Bhoslenagar, Shivajinagar,
Pune 411 007.
Date: October 14, 2025
Place: Pune

By Order of the Board of Directors
For TCC Concept Limited

Sd/-
Isha Arora
Company Secretary & Compliance Officer

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 6 forms part of this Notice.
2. The Government of India, Ministry of Corporate Affairs has allowed conducting Extraordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting as per the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated

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Pune-411007 | CIN: L68200PN1984PLC222140 | Tel.: 020 2952 0104
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April 13, 2020 , Circular No. 20/2020 dated May 05, 2020 , Circular No. 02/2021 dated January 13, 2021 , Circular No. 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (“MCA Circulars”) and Circular no. SEBI/HO/ , CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and latest being Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/ CIR/2025/83 dated June 5, 2025 issued by the Securities Exchange Board of India (“SEBI Circulars”) prescribing the procedures and manner of conducting the Extraordinary General Meeting through VC/OVAM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is given below in this notice and also available at the Company’s website: www.tccltd.in.

3. Since the Extra-ordinary General Meeting (EGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EGM.
4. Since this EGM 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 EGM 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 is providing 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, 2 November, 2025 at 9:00 a.m. (IST) and end on Tuesday, 4 November, 2025 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., Tuesday, 28 October, 2025.
6. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
7. Any person who is not a member post cut-off date should treat this notice for information purposes.
8. 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 i.e. Tuesday, 28 October, 2025 shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
9. 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., Friday, 10 October, 2025, may obtain the login ID and password by sending a request to the Registrar and Share Transfer Agent (RTA) [enotices@ in.mpms.mufig.com](mailto:enotices@in.mpms.mufig.com).
10. Mr. Chirag Sachapara, Practicing Company Secretary (Membership No. F13160 CP No. 22177)

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Regd. Office: 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune-411007 | CIN: L68200PN1984PLC222140 | Tel.: 020 2952 0104
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of Sachapara & Associates, appointed as scrutinizer for the meeting vide Board Resolution dated Tuesday, 14 October, 2025.

11. The Scrutinizer shall within 2 (Two) working days from the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairperson of the Company or any officer of the Company authorised by him in writing.
12. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.tccltd.in and on the website of CDSL. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
13. Pursuant to Section 113 of the Act, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) intending to attend the Meeting through their authorized representatives are required to upload scanned (PDF/ JPG format) of certified true copy of relevant board resolution/ authority letter etc. on the Portal of Insta Vote Platform at <https://instavote.linkintime.co.in>.
14. 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.
15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM 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. Such documents will also be submitted with the BSE for displaying the same on their website at www.bseindia.com and on the website of MUFG at instavote.linkintime.co.in. The Company will also be publishing an advertisement in newspaper containing the details about the EGM i.e. the conduct of EGM through VC/ OAVM, date and time of EGM, availability of notice of EGM 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.
16. The Members can join the EGM in the VC / OAVM mode 60 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
17. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. 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 EGM.
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. All communications/ queries in this respect should be addressed to our RTA at, enotices@in.mpms.mufg.com.

TCC Concept Limited

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21. Any queries/grievances in relation to the e-voting and remote e-voting may be addressed to Ms. Isha Arora, Company Secretary & Compliance Officer of the Company at 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune, Maharashtra, India, 411007, or through email to compliance@tccltd.in or may be addressed to the following:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.

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- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.

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c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:

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1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio no.</u> registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio no.</u> registered with the Company

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

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f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see "Notification for e-voting".
- Select "View" icon for "Company's Name / Event number".
- E-voting page will appear.
- Download sample vote file from "Download Sample Vote File" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"

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- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

PROCESS AND MANNER FOR ATTENDING THE EXTRAORDINARY GENERAL MEETING THROUGH INSTAMEET:

Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com> & Click on “Login”.

► 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

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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 EXTRAORDINARY GENERAL MEETING THROUGH INSTAMEET

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE EXTRAORDINARY GENERAL MEETING 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.
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 Extraordinary General Meeting 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

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the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extraordinary General Meeting will be eligible to attend/ participate in the Extraordinary General Meeting 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@in.mpms.mufg.com or contact on: - Tel: 022-49186175/ 022-4918 6000.

Registered Office:

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

Date: 14 October, 2025

Place: Pune

By Order of the Board of Directors
For TCC Concept Limited

Sd/-

Isha Arora

Company Secretary & Compliance Officer

E-mail: compliance@tccltd.in

Website: www.tccltd.in

TCC Concept Limited

Regd. Office: 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar,
Pune-411007 | CIN: L68200PN1984PLC222140 | Tel.: 020 2952 0104
Email Id: compliance@tccltd.in | Website: www.tccltd.in

EXPLANATORY STATEMENT PURSUANT TO 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

The present authorised share capital of TCC Concept Limited ("Company") is Rs. 40,00,00,000 (Rupees Forty Crores), divided into 4,00,00,000 (Four Crores) equity shares of Rs. 10 (Rupees Ten) each.

In order to facilitate the proposed acquisition of up to 95.18% stake in Pepperfry Limited on fully-diluted basis through a share swap arrangement dated 14 October, 2025, and to enable the issuance of equity shares of the Company to the shareholders of Pepperfry Limited in consideration thereof, it is necessary to increase the authorised share capital of the Company. Accordingly, the Board of Directors, at its meeting held on 14 October, 2025, approved the proposal to increase the authorised share capital from Rs. 40,00,00,000 (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each to Rs. 60,00,00,000 (Sixty Crore) divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10 (Rupees Ten) each by creation of additional 2,00,00,000 (Two Crore) equity shares of Rs. 10 (Rupees Ten) each, subject to approval of the members of the Company.

The increase in the authorized share capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the capital clause requires approval of the members of the Company by way of passing an ordinary resolution to that effect.

The equity shares arising from such increase, upon allotment, shall rank *pari passu* in all respects with the existing equity shares of the Company, in accordance with the provisions of the Memorandum and Articles of Association.

The comparison of the existing and proposed change in Clause V of Memorandum of Association is as follows:

Existing Clause	Proposed Clause
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. b) The rights of the holders of any class of shares for the time being forming part of the capital of	5. The Authorized Share Capital of the Company is Rs. 60,00,00,000 (Sixty Crore), divided into 6,00,00,000 (Six Crore) equity shares of Rs. 10 (Rupees Ten).

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the Company may be modified, altered, varied, extended or surrendered with consent in writing of the holders of three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the issued shares of that class.	
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None of the directors/ key managerial personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 1 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

ITEM NO. 2

TCC Concept Limited ("Company"), in the ordinary course of its business, makes strategic investments in its subsidiaries, associates, and other bodies corporate to expand its business operations and to achieve long-term growth objectives.

The Company proposes to acquire 95.18% stake in Pepperfry Limited ("Pepperfry") on fully-diluted basis through a share swap arrangement. The proposed acquisition, together with the Company's existing investments, loans, and guarantees, is likely to exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, which restricts the aggregate amount of investments, loans, guarantees, and securities to i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more.

To facilitate the proposed acquisition of 95.18% stake in Pepperfry on fully-diluted basis for Rs. 659,44,06,861 (Rupees Six Hundred Fifty-Nine Crore Forty-Four Lakh Six Thousand Eight Hundred Sixty One) and to ensure compliance with the existing and future investment commitments of the Company, it is proposed to enhance the overall limits under Section 186 of the Act, subject to the approval of members by way of a Special Resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the Board of Directors of the Company to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crore) and
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 2,000 Crores (Rupees Two Thousand Crore).

which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

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None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 2 of this Notice for the approval of the Members by way of passing a Special Resolution.

ITEM NO. 3

The Board of Directors of the TCC Concept Limited ("TCC"/ "Company"), on the recommendation of the Audit Committee, at its meeting held on 14 october, 2025, has considered and approved the acquisition of 95.18% stake in Pepperfry Limited ("Pepperfry") on fully-diluted basis through a share swap arrangement dated 14 october, 2025 entered amongst the Company, Pepperfry and shareholders of Pepperfry ("Share Acquisition Agreement / Share Swap Agreement"). The proposed acquisition is a strategic step aimed at strengthening the Company's presence in the e-commerce and digital marketplace space, complementing its core focus on technology-driven platforms. By integrating Pepperfry's established online marketplace for furniture and home goods with the Company's digital and technological capabilities, TCC aims to enhance customer experience, create operational synergies, and unlock new avenues for growth. This acquisition aligns with TCC's long-term vision of building scalable, sustainable, and technology-enabled consumer platforms that deliver enhanced value to shareholders.

About Pepperfry: Founded in 2012 by Late Mr. Ambareesh Murty and Mr. Ashish Shah, Pepperfry is India's largest omnichannel marketplace for furniture and home goods. Pepperfry has transformed the way India shops for home décor by combining a strong digital platform with a widespread offline presence through 150+ studios across 100+ cities. Backed by a robust supply chain network and "Assisted Buying" services, Pepperfry offers a seamless and personalized customer experience and has established itself as a trusted brand in the online furniture and home lifestyle segment.

Line of Business: Pepperfry operates as an online marketplace provider, hosting an e-commerce platform that facilitates the sale of home décor items and furniture to customers through third-party vendors. It also functions as the holding company of (i) Pepperfry Modular Private Limited, (ii) Clouddio Sleep Private Limited, and (iii) Pepcart Logistics Private Limited.

Valuation and Share Swap: The Board of Directors has considered the swap valuation report for determine the swap ratio pursuant to acquisition of Pepperfry Limited issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106), along with the valuation report of the Company issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106), which were further supported by the fairness opinion provided by Rarever Financial Advisors Private Limited, a SEBI registered Category-I Merchant Banker having Registration Number - INM000013217 vide their report dated 14 October, 2025 and price determined of the company in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"). Based on these reports, the aggregate consideration payable for acquiring 3,35,79,948 (Three Crore Thirty Five Lakh Seventy Nine Thousand Nine Hundred Forty Eight) equity shares, 24,45,781 (Twenty-Four Lakh Forty-Five Thousand Seven Hundred Eighty-One) of Compulsorily Convertible Preference Shares (CCPS) - Series 12 and 5,58,911 (Five Lakh Fifty-Eight Thousand Nine Hundred Eleven) Compulsorily Convertible Preference Shares (CCPS) - Series 12A, representing 95.18% stake in Pepperfry on fully-diluted basis, amounts to Rs. 659,44,06,861(Rupees Six Hundred Fifty-Nine Crore Forty-Four Lakh Six Thousand Eight Hundred Sixty-One).

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Accordingly, the Board, after due deliberation, decided to acquire 95.18% stake in Pepperfry on fully-diluted basis and, in accordance with the Share Swap Agreement, to create, offer, issue and allot from time to time in one or more tranches upto 11,18,19,109 (One Crore Eighteen Lakh Nineteen Thousand One Hundred Nine) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up (“**Equity Shares**”) on preferential basis at a price of Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share including premium of Rs. 547.9445 (Rupees Five Hundred Forty-Seven and Ninety Four Paise) per Equity Share aggregating to Rs. 659,44,06,861 (Rupees Six Hundred Fifty-Nine Crore Forty-Four Lakh Six Thousand Eight Hundred Sixty One) in accordance with the SEBI ICDR Regulations (“**Preferential Allotment**”) to the shareholders of Pepperfry in exchange for their equity and preference shares, representing 95.18% of the issued and paid-up capital of Pepperfry on fully-diluted basis.

The Board has approved the swap ratio for the proposed share exchange between the Company and the shareholders of Pepperfry. As per the approved swap ratio, each category of shares held in Pepperfry shall be exchanged for Equity Shares of the Company as under: (i) the holders of equity shares of Pepperfry shall receive 17 (Seventeen) fully paid-up Equity Shares of the Company of face value Rs. 10 each for every 1,40,000 (one Lakh Forty Thousand) equity shares held in Pepperfry; (ii) the holders of Compulsorily Convertible Preference Shares (CCPS) – Series 12 of Pepperfry shall receive 232 (Two Hundred Thirty-Two) fully paid-up equity shares of TCC of face value Rs. 10 each for every 59 (Fifty-Nine) CCPS – Series 12 held; and (iii) the holders of Compulsorily Convertible Preference Shares (CCPS) – Series 12A of Pepperfry shall receive 232 (Two Hundred Thirty-Two) fully paid-up equity shares of TCC of face value Rs. 10 each for every 59 (Fifty-Nine) CCPS – Series 12A held.

In terms of the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any issue of securities on preferential basis requires the approval of Members of the Company by way of a special resolution.

Therefore, the consent of the members is being sought by way of a special resolution to issue Equity Shares to respective shareholders of Pepperfry through Preferential Allotment (swap of shares) in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued by way of a preferential allotment.

The details in this regard as required in terms of the SEBI ICDR Regulations and the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

- a) **Date of Board Resolution:** 14 October, 2025
- b) **Maximum number of specified securities to be issued, kind of securities and price at which security is being offered:**

The Company will issue and allot up to upto 1,18,19,109 (One Crore Eighteen Lakh Nineteen Thousand One Hundred Nine) equity shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up (“**Equity Shares**”) on preferential basis at a price of Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share including premium of Rs. 547.9445 (Rupees Five Hundred Forty-Seven and Ninety Four Paise) per Equity Share

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aggregating to Rs. 659,44,06,861 (Rupees Six Hundred Fifty-Nine Crore Forty-Four Lakh Six Thousand Eight Hundred Sixty-One) to acquire 95.18% stake in Pepperfry on fully-diluted basis.

- c) **Object and Material Terms of raising of securities:** To acquire 3,35,79,948 (Three Crore Thirty Five Lakh Seventy Nine Thousand Nine Hundred Forty Eight) equity shares, 24,45,781 (Twenty-Four Lakh Forty-Five Thousand Seven Hundred Eighty-One) of Compulsorily Convertible Preference Shares (CCPS) - Series 12 and 5,58,911 (Five Lakh Fifty-Eight Thousand Nine Hundred Eleven) Compulsorily Convertible Preference Shares (CCPS) - Series 12A, representing 95.18% of the issued and paid-up capital of Pepperfry on fully-diluted basis.
- d) **Intention of promoters, directors, key management personnel or senior management of the company to subscribe to the offer:** None of the promoters, directors, key management personnel or senior management of the Company has expressed their interest to participate/subscribe to the present offer.
- e) **Relevant date with reference to which the price is determined:**

The Relevant Date for determining the price of Equity Shares for the purpose of the Preferential Allotment in accordance with the SEBI ICDR Regulations, is Monday, 6 October, 2025, i.e., the date 30 (thirty) days prior to the date of the shareholders' meeting where the Preferential Allotment is approved.

It is proposed to issue equity shares at an issue price of Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per equity share i.e., the higher of the price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

- f) **Price and basis or justification for the price (including premium, if any) at which the offer or invitation is being made / basis on which the price has been arrived at along with report of the registered valuer:**

The Equity Shares are listed on BSE Limited ("BSE") and are frequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

- (i) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 90 (ninety) trading days preceding the Relevant Date is Rs. 543.00 (Rupees Five Hundred Forty-Three) per Equity Share; or
- (ii) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 10 (ten) trading days preceding the Relevant Date is Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share.

Further, in terms of Regulation 166A of SEBI ICDR Regulations, other conditions for pricing is applicable as proposed allotment qualifies the criteria of allotment of equity share to single allottee exceeds five per cent of the post issue fully diluted share capital of the Company.

Accordingly, the Company obtained a valuation report from CA Harsh Chandrakant Ruparelia, an IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106). Based on the said report, the price of ₹557.9445 (Rupees Five Hundred Fifty-Seven and Paise Ninety-Four point Four Five)

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per equity share was determined. A copy of the valuation report is made available on the website of the Company at <https://tccltd.in/> to facilitate online inspection by the Members of the Company.

Further, the proviso of Regulation 166A of SEBI ICDR Regulations provides that the floor price, 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.

The share price on the BSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Allotment.

In view of the above, the issue price of the equity shares to be issued to the Proposed Allottees shall not be less than to Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share i.e., the higher of the prices determined in accordance with the provisions of SEBI ICDR Regulations.

Accordingly, the Board has taken issue price to Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share i.e., the higher price to the price determined in accordance with the provisions of SEBI ICDR Regulations.

g) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 14 October, 2025, has considered and approved the acquisition of 95.18% stake in Pepperfry on fully-diluted basis through the Share Swap Arrangement. The proposed acquisition is a strategic step aimed at strengthening the Company's presence in the e-commerce and digital marketplace space, complementing its core focus on technology-driven platforms. By integrating Pepperfry's established online marketplace for furniture and home goods with the Company's digital and technological capabilities, TCC aims to enhance customer experience, create operational synergies, and unlock new avenues for growth. This acquisition aligns with TCC's long-term vision of building scalable, sustainable, and technology-enabled consumer platforms that deliver enhanced value to shareholders.

The Board of Directors has considered the valuation report of Pepperfry issued by CA Harsh Chandrakant Ruparelia, IBBI Registered Valuer (Registration No. IBBI/RV/05/2019/11106). Based on the report, the aggregate consideration payable for acquiring 3,35,79,948 (Three Crore Thirty Five Lakh Seventy Nine Thousand Nine Hundred Forty Eight) equity shares, 24,45,781 (Twenty-Four Lakh Forty-Five Thousand Seven Hundred Eighty-One) of Compulsorily Convertible Preference Shares (CCPS) - Series 12 and 5,58,911 (Five Lakh Fifty-Eight Thousand Nine Hundred Eleven) Compulsorily Convertible Preference Shares (CCPS) - Series 12A, representing 95.18% of the issued and paid-up capital of Pepperfry on fully-diluted basis, aggregating to Rs. 659,44,06,861 (Rupees Six Hundred Fifty-Nine Crore Forty-Four Lakh Six Thousand Eight Hundred Sixty One).

h) Shareholding pattern of the Company before and after the preferential issue:

	Category	Pre-Issue	Post-Issue
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Sr. No.		no. of share held	% of share holding	no. of share held	% of share holding
	Promoter				
1	Indian - Individual	2,17,14,081	60.87	2,17,14,081	45.72
A	Promoter Total	2,17,14,081	60.87	2,17,14,081	45.72
	Non-Promoter				-
2	Institutional Investors	8,49,939	2.38	11,54,399	2.43
B	Public (Institutions) - Total	8,49,939	2.38	11,54,399	2.43
3	Resident Individuals	77,67,999	21.78	86,12,386	18.13
4	Non-Resident Indians	13,97,982	3.92	13,97,982	2.94
5	Foreign Companies	17,69,323	4.96	1,06,99,865	22.53
6	Bodies Corporate	17,70,350	4.96	34,33,958	7.23
7	Others includes Directors and KMPs and their relatives	4,02,834	1.13	4,78,946	1.01
C	Public (Non-Institutions) - Total	1,31,08,488	36.75	2,46,23,145	51.85
	Grand Total (A+B+C)	3,56,72,508	100	4,74,91,617	100

- i) **Time frame within which the Preferential Allotment shall be completed:** In terms of the SEBI ICDR Regulations, the proposed Preferential Allotment will be completed within a period of 15 (fifteen) days from the date of shareholders approval.

Provided further that where the allotment to any of the Proposed Allottee is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government, the allotment would be completed within 15 (fifteen) days from the date of the receipt of last such approval or permission.

- j) **Lock in Period:** The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for a period of 6 (six) months as specified under applicable provisions of the ICDR Regulations.
- k) **Percentage of post preferential capital that may be held by them in the Company consequent to the Preferential Allotment:**

Sr. No.	Name of proposed Allottee	Category	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding
1	360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED	Non-Promoter	Nil	76,112	0.16
2	AARIN CAPITAL PARTNERS	Non-Promoter	Nil	62,694	0.13
3	Ace Insurance Brokers Pvt Ltd	Non-Promoter	Nil	40,588	0.09
4	AJAY VIJAY CHAUHAN	Non-Promoter	Nil	18,774	0.04
5	AMARJIT SINGH BATRA	Non-Promoter	Nil	5,073	0.01

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6	ANANTA CAPITAL VENTURES FUND 1	Non-Promoter	Nil	3,04,460	0.64
7	ANIL ARORA	Non-Promoter	Nil	2	0.00
8	ANIL PURI	Non-Promoter	Nil	40,592	0.09
9	ANSUYA MODY ENTERPRISES LLP	Non-Promoter	Nil	40,592	0.09
10	ASHISH DASHARATH SHAH	Non-Promoter	Nil	57	0.00
11	BRANDON & COMPANY PRIVATE LIMITED	Non-Promoter	Nil	40,592	0.09
12	DSP ADIKO HOLDINGS PRIVATE LIMITED	Non-Promoter	Nil	71,038	0.15
13	DSP HMK HOLDINGS PRIVATE LIMITED	Non-Promoter	Nil	71,038	0.15
14	ERSTE WV GUTERSLOH GMBH	Non-Promoter	Nil	11,76,169	2.48
15	FORWARD COMMERCIAL LLP	Non-Promoter	Nil	2	0.00
16	GENERAL ELECTRIC PENSION TRUST	Non-Promoter	Nil	31,67,687	6.67
17	GOLDMAN SACHS ASIA STRATEGIC PTE. LTD.	Non-Promoter	Nil	11,89,689	2.51
18	GROWTH EQUITY OPPORTUNITY FUND CAYMAN HOLDINGS LTD	Non-Promoter	Nil	73,919	0.16
19	GUNENDER KAPUR	Non-Promoter	Nil	40,592	0.09
20	HEMENDRA MATHRADAS KOTHARI	Non-Promoter	Nil	1,01,485	0.21
21	IANNUCCILLO FAMILY TRUST	Non-Promoter	Nil	22,832	0.05
22	INDIBLU INVESTMENT ADVISORS (MAURITIUS) LIMITED	Non-Promoter	Nil	16	0.00
23	MAPRO FOODS PRIVATE LIMITED	Non-Promoter	Nil	20,296	0.04
24	MAYUR JAYKUMAR VORA	Non-Promoter	Nil	20,296	0.04
25	MBD BRIDGE STREET 2015 INVESTMENTS (SINGAPORE) PTE LTD	Non-Promoter	Nil	155	0.00
26	MEHRATEX INDIA PRIVATE LIMITED	Non-Promoter	Nil	40,592	0.09
27	MMG Advisors LLP (Partners - SANJEEV AGRAWAL & ANANT AGARWAL)	Non-Promoter	Nil	50,742	0.11
28	MUKESH SHARMA FAMILY TRUST	Non-Promoter	Nil	76,112	0.16
29	NELUM PAHLAJ GIDWANI	Non-Promoter	Nil	40,592	0.09

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30	NORWEST VENTURE PARTNERS VII-A-MAURITIUS	Non-Promoter	Nil	25,22,441	5.31
31	PANTHERA GROWTH FUND VCC-PANTHERA GROWTH I	Non-Promoter	Nil	7,03,499	1.48
32	PARLE BISLERI PRIVATE LIMITED	Non-Promoter	Nil	50,742	0.11
33	PIDILITE VENTURES PVT LTD	Non-Promoter	Nil	10,44,566	2.20
34	Prachi Exports (Partner - DEEPAK KHIMJI CHHEDA)	Non-Promoter	Nil	1,52,228	0.32
35	PRANABH DINESH MODY	Non-Promoter	Nil	76,112	0.16
36	PRASHANT NAIK	Non-Promoter	Nil	40,592	0.09
37	RAJENDRA BADRINARAYAN BARWALE	Non-Promoter	Nil	76,112	0.16
38	RAJESH SUD	Non-Promoter	Nil	40,592	0.09
39	REDI PORT LIMITED	Non-Promoter	Nil	40,592	0.09
40	SAMAR SHARAD CHAUHAN	Non-Promoter	Nil	18,774	0.04
41	SHARDA RAMPRAKASH BUBNA	Non-Promoter	Nil	50,742	0.11
42	STONEBRIDGE 2019 OFFSHORE HOLDINGS, L.P.	Non-Promoter	Nil	7	0.00
43	STONEBRIDGE 2019, L.P.	Non-Promoter	Nil	18	0.00
44	SUBODH GUPTA	Non-Promoter	Nil	40,592	0.09
45	SUMATI RAVI RAHEJA	Non-Promoter	Nil	40,592	0.09
46	THE KEVIN AND KAREN JENKINS - JOHNSON FAMILY LIVING TRUST	Non-Promoter	Nil	11,416	0.02
47	Universal Trustees Private Limited (Farida Khambata Family Trust)	Non-Promoter	Nil	40,592	0.09
48	VSD HOLDINGS & ADVISORY LLP	Non-Promoter	Nil	76,112	0.16
Total			Nil	1,18,19,109	24.89

- l) **The change in control, if any, in the Company that would occur consequent to the preferential issue:** There will be no change in control of the Company consequent to the Preferential Allotment.
- m) **Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees:**

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Sr. No.	Name of proposed Allottee	ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control
1	360 ONE INVESTMENT ADVISER AND TRUSTEE SERVICES LIMITED	Mr. Zenobya Sarosh Burjorjee
2	AARIN CAPITAL PARTNERS	Dr. Ranjan Ramdas Pai
3	Ace Insurance Brokers Pvt Ltd	Anil Arora
4	ANANTA CAPITAL VENTURES FUND 1	Ms. Urmiladevi Taparia
5	ANSUYA MODY ENTERPRISES LLP	Mr. Bharat Pravinchandra Mehta Ms. Pallavi Bharat Mehta Mr. Jay Bharat Mehta
6	BRANDON & COMPANY PRIVATE LIMITED	Dinaz Bhabha Aliya Bhabha Ayesha Bhabha
7	DSP ADIKO HOLDINGS PRIVATE LIMITED	Aditi Kothari Desai
8	DSP HMK HOLDINGS PRIVATE LIMITED	Shuchi H Kothari
9	ERSTE WV GUTERSLOH GMBH	Christoph Mohn
10	FORWARD COMMERCIAL LLP	Rishabh Ajmera Raj Vinay Ajmera
11	GENERAL ELECTRIC PENSION TRUST	Daniel Lewis Furman
12	GOLDMAN SACHS ASIA STRATEGIC PTE. LTD.	The Goldman Sachs Group Inc., the ultimate financial holding company is listed on the New York Stock Exchange under the ticker symbol 'GS'. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
13	GROWTH EQUITY OPPORTUNITY FUND CAYMAN HOLDINGS LTD	The Goldman Sachs Group Inc., the ultimate financial holding company is listed on the New York Stock Exchange under the ticker symbol 'GS'. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
14	IANNUCCILLO FAMILY TRUST	Ann Woodward Iannuccillo John Nelson Iannuccillo
15	INDIBLU INVESTMENT ADVISORS (MAURITIUS) LIMITED	Khushal Thecka
16	MAPRO FOODS PRIVATE LIMITED	Rajvi Mayur Vora Mayur Jaykumar Vora
17	MBD BRIDGE STREET 2015 INVESTMENTS (SINGAPORE) PTE LTD	The Goldman Sachs Group Inc., the ultimate financial holding company is listed on the New York Stock Exchange under the ticker symbol 'GS'. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
18	MEHRATEX INDIA PRIVATE LIMITED	Yashpal O Mehra Pankaj Y Mehra Pramila Y Mehra

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19	MMG Advisors LLP (Partners - SANJEEV AGRAWAL & ANANT AGARWAL)	Sanjeev Agrawal Anant Agarwal
20	MUKESH SHARMA FAMILY TRUST	Mukesh Sharma
21	NORWEST VENTURE PARTNERS VII-A-MAURITIUS	Wells Fargo & Co., the ultimate holding entity is listed on the New York Stock Exchange under the ticker symbol 'WFC'. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
22	PANTHERA GROWTH FUND VCC-PANTHERA GROWTH I	Shilpa Kulkarni Rapaport
23	PARLE BISLERI PRIVATE LIMITED	Rajseh J Chauhan
24	PIDILITE VENTURES PVT LTD	Pidilite Industries Limited, the ultimate holding entity is listed on the BSE Limited and National Stock Exchange of India Limited under the ticker symbols BSE: 500331 & NSE: PIDILITIND. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
25	Prachi Exports (Partner - DEEPAK KHIMJI CHHEDA)	Deepak Khimji Chheda Hardik Deepak Chheda Hiina Deepak Chheda
26	REDI PORT LIMITED	Mr. Christopher Joseph John Mrs. Doris Christopher John
27	STONEBRIDGE 2019 OFFSHORE HOLDINGS, L.P.	The Goldman Sachs Group Inc., the ultimate financial holding company is listed on the New York Stock Exchange under the ticker symbol 'GS'. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
28	STONEBRIDGE 2019, L.P.	The Goldman Sachs Group Inc., the ultimate financial holding company is listed on the New York Stock Exchange under the ticker symbol 'GS'. Accordingly, based on the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations, no disclosure is required.
29	THE KEVIN AND KAREN JENKINS - JOHNSON FAMILY LIVING TRUST	Karen Virginia Jenkins- Johnson Kevin Darnell Johnson
30	Universal Trustees Private Limited (Farida Khambata Family Trust)	Farida Dara Khambata
31	VSD HOLDINGS & ADVISORY LLP	Satish Reddy

- n) 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 price: During the period from April 01, 2025, till date of notice of this EGM, the Company has not made any preferential issue of equity shares.

TCC Concept Limited

Regd. Office: 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune-411007 | CIN: L68200PN1984PLC222140 | Tel.: 020 2952 0104
Email Id: compliance@tccltd.in | Website: www.tccltd.in

- o) Maximum number of specified securities to be issued: The resolution set out in this Notice authorize the Board to issue upto 1,18,19,109 (One Crore Eighteen Lakh Nineteen Thousand One Hundred Nine) Equity Shares of the Company of the face value of Rs. 10 (Rupees Ten) each fully paid up ("Equity Shares") on preferential basis at a price of Rs. 557.9445 (Rupees Five Hundred Fifty Seven and Ninety Four Paise) per Equity Share including premium of Rs. 547.9445 (Rupees Five Hundred Forty-Seven and Ninety Four Paise) per Equity Share to the Proposed Allottee by way of Preferential Issue.
- p) Re-computation of Issue Price: Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 (ninety) trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.
- q) **Current and proposed status of the proposed allottees post the Preferential Allotment viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:** As mentioned above, the Proposed Allottees form a part of Non-Promoter Category and their status will continue as Non-Promoter Category post the Preferential Allotment.
- r) **Practicing Company Secretary's Certificate:** A copy of the certificate obtained from M/s Sachapara & Associates (Firm Registration No.: 3447/2023), Practicing Company Secretaries, certifying that the proposed Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Company at <https://tccltd.in/> to facilitate online inspection by the Members of the Company.
- s) **Declaration:** Company and each Directors of Company hereby declare that,
- (i) It would re-compute the price of the Equity Shares in terms of the provisions of the SEBI ICDR Regulations where it is required to do so;
 - (ii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottees;
 - (iii) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, if applicable, the above equity shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
 - (iv) The Company has obtained the Permanent Account Number of each Proposed Allottee.
 - (v) The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the SEBI LODR Regulations, as amended. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
 - (vi) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
 - (vii) The Company will make an application to the Stock Exchanges seeking its in-principle approval for the issuance of equity shares to the Proposed Allottee.
 - (viii) In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.
 - (ix) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium

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thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

- (x) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- (xi) The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the ICDR Regulations.
- (xii) The Company has complied with the provisions of the Act and the rules made thereunder.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 3 of this Notice for the approval of the Members by way of passing a Special Resolution.

ITEM NO. 4, 5 & 6

The Board of Directors of TCC Concept Limited ("**Company**") is of the view that equity-based compensation schemes are an effective means to reward, retain, and motivate talent within the organization. Such schemes not only incentivize employees but also foster an opportunity to acquire a proprietary interest in the Company by award of options to purchase equity shares of the Company. Equity-based compensation schemes encourage employees to contribute meaningfully to the long-term growth and success of the Company, thereby creating sustained value for all stakeholders. In light of the Company's business expansion plans, it is imperative to attract and retain high-quality leadership and key talent. Such scheme will not only enable the Company to reward eligible employees but, by its very design, will also enhance the financial performance of the company and generate value for shareholders.

In light of the aforesaid, the Company has proposed to introduce and adopt the 'TCC Concept Limited Employee Stock Option Plan 2025' (hereinafter referred to as "**ESOP Plan 2025**" or "**Scheme**"). The Nomination and Remuneration Committee ("**NRC**"), designated as the Compensation Committee for the Scheme and the Board of Directors through their respective resolutions dated 14 October, 2025 have approved the broad framework of the ESOP Plan 2025. The members are informed that the Company intend to offer and grant not exceeding 35,00,000 (Thirty Five Lakh) employee stock options ("**Options**") to the eligible employees, exclusively working in India or outside India, as determined in terms of the Scheme ("**Employees**" / "**Eligible Employees**"), exercisable into equity shares not exceeding 35,00,000 (Thirty Five Lakh) fully paid-up equity shares of face value of Rs. 10 (Rupees Ten) ("**Shares**"). This ceiling will be adjusted for any future corporate actions like rights issues, bonus issues, merger and sale of division and others, if any, and also in case of sub-division or consolidation of the shares of the Company.

The ESOP Plan 2025 shall be administered and monitored by the Compensation Committee. The NRC shall be designated as the Compensation Committee for this purpose.

The approval of the members is being sought for the grant of Stock Options to Eligible Employees of the Company and its subsidiary or holding companies (whether present or future).

In terms of Regulation 6 of the Securities and Exchange Board of India (Shared Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**") and the Rule 12 of the Companies

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(Share Capital and Debentures) Rules, 2014, the salient features of the ESOP Plan 2025 are given as under:

1. Brief Description of the Scheme:

The object of the ESOP Plan 2025 is to reward and retain Employees with key talent and leadership skills of the Company and its subsidiary companies (whether present or future). The Scheme aims at motivating the Employees which contribute to growth and profitability of the Company and its subsidiary companies (whether present or future), and to achieve sustained growth and creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company and its subsidiary companies (whether present or future). The Scheme endeavours to incentivize employees for performance. Benefits under this Scheme are linked to performance of Eligible Employees only and no fixed compensation is envisaged to be administered through this Scheme. While performing employees would be benefitted under the Scheme, the benefits for underperforming employees could also partially/ fully lapse. Such performance evaluation would be monitored on an annual basis, thus mitigating the risk to pay for failure.

Employee/ Director/ individual being a Promoter or belonging to the Promoter Group of the Company or being an Independent Director of the Company will not be eligible for grant of Options under the Scheme.

The NRC shall act as the Compensation Committee and shall administer and monitor the Scheme. All questions of interpretation of the Scheme shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the Scheme.

After vesting of Options, the Eligible Employees earn a right, but not obligation, to exercise the vested Options within the Exercise Period and receive Equity Shares of the Company subject to payment of Exercise Price and satisfaction of any tax obligation arising thereon and other terms and conditions of the Scheme.

2. Total number of Options to be granted:

A maximum of 35,00,000 (Thirty Five Lakh) Options to be granted to the Eligible Employees and upon exercise of the said Options they shall be entitled to subscribe to up to 35,00,000 (Thirty Five Lakh) Shares of face value of Rs. 10 (Rupees Ten) each.

The maximum number of Options shall stand adjusted in case of corporate actions such as merger, sale of division, stock split/consolidation, rights issues, bonus issues, stock split/consolidation, and others subject to the discretion of the NRC/ Board of Directors.

3. Identification of classes of Employees entitled to participate in the Employee Stock Option Scheme:

The following classes of employees shall be eligible subject to meeting the criteria/ conditions specified by the Compensation Committee, from time to time:

- i) an employee as designated by the Company, who is exclusively working in India or outside India; or

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- ii) a Director of the Company, whether a whole-time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group or an Independent Director of the Company; or
- iii) an employee as defined in sub-clauses (i) or (ii), of subsidiary company(ies) (whether present or future), in India or outside India, or of a holding company of the Company.

but does not include

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company;
- iii) an Independent Director.

The options granted to an Employee will not be transferrable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

4. Requirements of vesting and period of vesting:

The Vesting Period shall commence only after 1 (One) year from the grant date, and the Options shall vest in Eligible Employee subject to the fulfilment/ satisfaction of vesting conditions specified in the Grant Letter. The Compensation Committee shall have the power to modify or accelerate the vesting schedule on a case-to-case basis subject to the minimum gap of 1 (One) Year between the grant and first vesting.

Vesting of Options would be subject to terms and conditions as may be prescribed in the Grant Letter, from time to time, and certain other performance parameters as may be set by the Compensation Committee. Vesting conditions and vesting schedule for each Grantee could be different on a case-to-case basis at the discretion of the Compensation Committee.

The Compensation Committee will evaluate whether each Eligible Employee has successfully fulfilled the vesting conditions, if any, prescribed in the Grant Letter. The Options remaining unvested as on the date of each vest on account of non-fulfilment of specified vesting conditions will get lapsed from the hands of the Grantee. Such lapsed Options (though Granted) will not be made available for Eligible Employees. The underlying shares corresponding to such lapsed Options may be available in the pool for future Grants to be made to all Eligible Employees.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement/ superannuation, all unvested Options as on the date of retirement/ superannuation would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the Compensation Committee in accordance with the company's policies and provisions of the then prevailing applicable laws.

5. The maximum period within which the options shall be vested:

All the Options granted under the Scheme shall vest based on the terms of Grant Letter issued by Compensation Committee on a case-to-case basis however subject to the minimum gap of 1 (One) Year between the grant and first vesting.

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6. Exercise Price or the formula for arriving at the same:

The Exercise Price for the purposes of the grant of Options will be decided by the Compensation Committee at the time of grant of Options to the Eligible Employees. The Exercise may vary on a case-to-case basis for each Grantee. The exercise price shall not be lower than the face value of the shares.

7. Exercise period and the process of exercise:

The vested Options can be exercised by Grantees in terms of the Grant Letter as issued by the Compensation Committee.

For Exercising the Vested Options, the Grantee shall submit an application to the Company (in the format prescribed in the Grant Letter) to issue and allot him Equity Shares pursuant to the Vested Options, accompanied by the payment of an amount equivalent to Exercise Price and the applicable taxes in respect of such shares. In the event of exercise of Options resulting in fractional shares, the Compensation Committee shall be entitled to round off the number of shares to be issued to the nearest whole number and Exercise Price shall be correspondingly adjusted.

If the Grantee does not exercise his vested Options within the time specified for Exercise, the vested Options shall stand lapsed.

8. Appraisal process for determining the eligibility of Employees under ESOPs:

The Compensation Committee shall, from time to time, determine the criteria/ conditions to ascertain the Employees eligible benefits under the Scheme. The Compensation Committee may decide and specify the conditions in the respective Grant Letter for Eligible Employee. The Compensation Committee shall have full power to vary or modify such criteria/ conditions from time to time.

In addition to the vesting conditions, vesting of Options would be as may be prescribed in the Grant Letter, from time to time, and certain other performance parameters as may be set by the Compensation Committee. Vesting conditions and vesting schedule for each Grantee could be different at the discretion of the Compensation Committee.

9. Maximum number of options to be issued per Employee and in aggregate:

The maximum number of the Shares that may be issued pursuant to the grant of the Options to each Employee under this Plan shall be decided by the Compensation Committee, from time to time and on case-to-case basis.

10. Maximum quantum of benefits to be provided per employee under a scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options that may be granted to an eligible employee as specified in the Scheme. Apart from the grant of Options as stated above, no other benefits are contemplated under the Scheme.

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Option holder shall not have a right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Options granted to him, till Equity Shares are issued and allotted to him on exercise of such Options.

11. Whether the scheme is to be implemented and administered directly by the company or through a trust:

The Scheme shall be implemented directly by the Company. The Compensation Committee would administer and monitor the implementation of the Scheme.

12. Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The Scheme shall involve new issue of shares directly to the Grantee by the company not exceeding 35,00,000 (Thirty Five Lakh) Equity Shares of face value of Rs. 10 (Rupees Ten) each and will not involve any secondary acquisition.

13. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

Not Applicable

15. Statement to the effect that the Company shall comply with applicable accounting standards:

The Company shall confirm to the relevant accounting policies and comply with the requirements of applicable Accounting Standards as may be prescribed by the competent authorities, from time to time, including the disclosure requirements prescribed under Applicable Laws.

16. Method of Valuation of Options:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

17. Declaration, if applicable:

In case the company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. The Lock-in Period:

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The shares arising out of exercise of Options would not be subject to any lock-in period from the date of allotment of such shares under the Scheme, except such restrictions as may apply under the applicable laws / regulatory authority from time to time.

19. Terms & conditions for buyback, if any, of specified securities covered under these regulations:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of ESOP Plan 2025 is available for inspection at the Company's registered office / corporate office during official hours on all working days upto the date of the meeting.

SBEB Regulations also require separate approval of members by way of a Special Resolution to (i) grant Stock Options to the employees of the Company's subsidiaries and (ii) for granting/ offering, during any one year, equal to or exceeding 1 (One) per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options.

Accordingly, the resolutions set out in Item Nos. 4, 5 & 6 are being placed for the approval of the members pursuant to the provisions of the Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of the SBEB Regulations by way of Special Resolutions.

The Options to be granted under ESOP Plan 2025 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOP Plan 2025 confirms to the SBEB Regulations.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in the said Resolutions except to the extent of the Options that may be lawfully granted/ offered to them under the ESOP Plan 2025.

Registered Office:
5th Floor, VB Capitol Building, Range Hill
Road, Opp. Hotel Symphony,
Bhoslenagar, Shivajinagar,
Pune 411 007.
Date: October 14, 2025
Place: Pune

By Order of the Board of Directors
For TCC Concept Limited

Sd/-
Isha Arora
Company Secretary & Compliance Officer

E-mail: compliance@tccltd.in
Website: www.tccltd.in

TCC Concept Limited