



AGARWAL TOUGHENED GLASS INDIA LIMITED

(Formerly known as Agarwal Toughened Glass India Private Limited)

CIN: U26109RJ2009PLC030153

Registered Office: F-2264, RIICO Industrial Area, Ramchandrapura, Sitapura (Ext.) Jaipur - 302022, Rajasthan
Email Id: atgipo@gmail.com Website: www.agarwaltuff.com Contact No.: 7230043212

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

Notice is hereby given that the Extra-Ordinary General Meeting (“EOGM”) of the Members of **AGARWAL TOUGHENED GLASS INDIA LIMITED (“Company”)** will be held on **Wednesday, May 6, 2026, at 03:00 P.M. IST** through Video Conferencing (“VC”)/other Audio-Visual Means (“OAVM”) deemed to be held at Registered office of the Company to transact the following business:

Special Business:

ITEM 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP AND CERTAIN IDENTIFIED NON- PROMOTER PERSONS / ENTITIES

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), as amended, the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“NSE”) and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the National Stock Exchange of India Limited (“NSE”), subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of



the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 17,46,000 (Seventeen Lakh Forty-Six Thousand) Equity Shares of face value of ₹ 10/- each (“**Equity Shares**”) at a price of ₹ 109/- (Rupees One Hundred and Nine only) each (“**Issue Price**”) including premium of ₹ 99/- (Rupees Ninety-Nine only) each payable in cash aggregating upto ₹ 19,03,14,000/- (Rupees Nineteen Crore Three Lakh Fourteen Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the person / entity belonging to the promoter / promoter group and certain identified non-promoter persons / entities (“**Proposed Equity Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Maximum number of Equity Shares to be allotted:

| Sr. No. | Name of Proposed Equity Allottees | PAN | Category Promoter/ Promoter Group/ Non-Promoter | Maximum number of Equity Shares to be allotted | Maximum Aggregate Amount (in ₹) |
|---------|-----------------------------------|------------|---|--|---------------------------------|
| 1. | Mahesh Kumar Agarwal | ABJPA3128M | Promoter | 1,08,000 | 1,17,72,000 |
| 2. | Sharda Agarwal | AKYPA8223H | Promoter | 96,000 | 1,04,64,000 |
| 3. | Sharda Devi Agarwal | BYKPA1371H | Promoter Group | 78,000 | 85,02,000 |
| 4. | Palak Agarwal | FFJPA3601E | Promoter Group | 48,000 | 52,32,000 |
| 5 | Madhusudan N Sarda | ATZPS1794B | Non-Promoter | 1,14,000 | 1,24,26,000 |
| 6. | Amit R Agarwal | AGRPA3119M | Non-Promoter | 2,70,000 | 2,94,30,000 |
| 7. | Chandni Ajaykumar Sangani | ASKPD0190Q | Non-Promoter | 72,000 | 78,48,000 |
| 8. | Kamalkumar Natavarlal Sangani | BFGPS0444J | Non-Promoter | 72,000 | 78,48,000 |
| 9. | Gopiben Kamalkumar Sangani | AVKPK0463E | Non-Promoter | 72,000 | 78,48,000 |
| 10. | Stork Commercial Private Limited | ABOCS6040E | Non-Promoter | 1,92,000 | 2,09,28,000 |
| 11. | Satvat Agro LLP | AEVFS9362L | Non-Promoter | 90,000 | 98,10,000 |
| 12. | Eklings Tradelink Private Limited | AAGCE9107K | Non-Promoter | 90,000 | 98,10,000 |
| 13. | Ashwinkumar D Chauhan | AIKPC4627R | Non-Promoter | 90,000 | 98,10,000 |
| 14. | M. N. Trading Co. | ACEFM3211F | Non-Promoter | 90,000 | 98,10,000 |
| 15. | Noida Holdings Private Limited | AAECN6385L | Non-Promoter | 48,000 | 52,32,000 |
| 16. | Kashmira Ajay Patel | ACLPP1319C | Non-Promoter | 48,000 | 52,32,000 |
| 17. | Tulsi Vivekkumar Patel | BHNPP5417K | Non-Promoter | 48,000 | 52,32,000 |
| 18. | SKS Capital | AFMFS3102G | Non-Promoter | 48,000 | 52,32,000 |



| Sr. No. | Name of Proposed Equity Allottees | PAN | Category Promoter/ Promoter Group/ Non-Promoter | Maximum number of Equity Shares to be allotted | Maximum Aggregate Amount (in ₹) |
|---------|-----------------------------------|------------|---|--|---------------------------------|
| 19. | Roma Ratankumar Chanda | AOIPC4427P | Non-Promoter | 24,000 | 26,16,000 |
| 20. | Nivedita | AKJPN4759N | Non-Promoter | 24,000 | 26,16,000 |
| 21. | Rakesh Kumar Rathi | ATNPR5361H | Non-Promoter | 24,000 | 26,16,000 |

RESOLVED FURTHER THAT in accordance with Regulation 161 and the explanation thereto of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum issue price for the allotment of Equity Shares shall be 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting, which, in the present case, falls on Monday, April 6, 2026.

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the Proposed Equity Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Equity Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., National Stock Exchange of India Limited (“**NSE**”) and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares shall be allotted in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be



sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval from the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Jaipur (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL / CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Equity Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the stock exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, 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 other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

ITEM 2: ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP AND CERTAIN IDENTIFIED NON- PROMOTER PERSONS / ENTITIES

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) *etc.*, issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”), as amended, the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“**NSE**”) and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the National Stock Exchange of India Limited (“**NSE**”), subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) *etc.*, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 46,80,000 (Forty-Six Lakh Eighty Thousand) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 109/- each (One Hundred and Nine only) (“**Issue Price**”) including the 25% of the Issue Price, *i.e.* the upfront amount (“**Warrants Subscription Price**”) and balance 75% of the Issue Price payable at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 99/- (Rupees Ninety-Nine only) each payable in cash aggregating upto ₹ 51,01,20,000 (Rupees Fifty-One Crore One Lakh Twenty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the person / entity belonging to the promoter / promoter group and certain identified non- promoter persons / entities (“**Proposed Warrant Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

| Sr. No. | Name of Proposed Warrant Allottees | PAN | Category Promoter/ Promoter Group/ Non-Promoter | Maximum number of Warrants to be allotted | Maximum Aggregate Amount (in ₹) |
|---------|------------------------------------|------------|---|---|---------------------------------|
| 1. | Mahesh Kumar Agarwal | ABJPA3128M | Promoter | 8,40,000 | 9,15,60,000 |
| 2. | Sharda Agarwal | AKYPA8223H | Promoter | 7,62,000 | 8,30,58,000 |



| Sr. No. | Name of Proposed Warrant Allottees | PAN | Category Promoter/ Promoter Group/ Non-Promoter | Maximum number of Warrants to be allotted | Maximum Aggregate Amount (in ₹) |
|---------|------------------------------------|------------|---|---|---------------------------------|
| 3. | Sharda Devi Agarwal | BYKPA1371H | Promoter Group | 4,50,000 | 4,90,50,000 |
| 4. | Palak Agarwal | FFJPA3601E | Promoter Group | 3,60,000 | 3,92,40,000 |
| 5. | Madhusudan N Sarda | ATZPS1794B | Non-Promoter | 3,72,000 | 4,05,48,000 |
| 6. | Amit Agarwal HUF | AAJHA8554L | Non-Promoter | 4,50,000 | 4,90,50,000 |
| 7. | Shruti Agrawal | AOIPA7975G | Non-Promoter | 4,50,000 | 4,90,50,000 |
| 8. | Chandni Ajaykumar Sangani | ASKPD0190Q | Non-Promoter | 1,26,000 | 1,37,34,000 |
| 9. | Kamalkumar Natavarlal Sangani | BFGPS0444J | Non-Promoter | 1,26,000 | 1,37,34,000 |
| 10. | Gopiben Kamalkumar Sangani | AVKPK0463E | Non-Promoter | 1,26,000 | 1,37,34,000 |
| 11. | Satvat Agro LLP | AEVFS9362L | Non-Promoter | 96,000 | 1,04,64,000 |
| 12. | Eklingji Tradelink Private Limited | AAGCE9107K | Non-Promoter | 96,000 | 1,04,64,000 |
| 13. | Ashwinkumar D Chauhan | AIKPC4627R | Non-Promoter | 96,000 | 1,04,64,000 |
| 14. | M. N. Trading Co. | ACEFM3211F | Non-Promoter | 96,000 | 1,04,64,000 |
| 15. | Noida Holdings Private Limited | AAECN6385L | Non-Promoter | 90,000 | 98,10,000 |
| 16. | Kashmira Ajay Patel | ACLPP1319C | Non-Promoter | 48,000 | 52,32,000 |
| 17. | Tulsi Vivekkumar Patel | BHNPP5417K | Non-Promoter | 48,000 | 52,32,000 |
| 18. | SKS Capital | AFMFS3102G | Non-Promoter | 48,000 | 52,32,000 |

RESOLVED FURTHER THAT in accordance with Regulation 161 and the explanation thereto of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the minimum issue price for the allotment of Warrants Shares shall be 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting, which, in the present case, falls on Monday, April 6, 2026.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the Proposed Warrant Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the Stock Exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Warrant Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Warrant Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other forms prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., National Stock Exchange of India Limited (“**NSE**”) and within the timelines prescribed under the applicable laws.



RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Warrant Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including either sub-divided or consolidated or the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between the allotment of Warrants and the conversion of the Warrants into equity shares of the Company then the face value, the number of equity shares to be allotted on conversion of the Warrants and the Issue Price shall automatically stand adjusted in the same proportion.
- d) The Warrant Subscription Price will be payable by the Proposed Warrant Allottees, at the time of subscription to the Warrants into the designated bank account of the Company as prescribed by Regulation 169 of the SEBI ICDR Regulations on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the Issue Price. Further, the Warrant Exercise Price shall be payable by the Proposed Warrant Allottees from their respective bank account into the designated bank account of the Company at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Warrant Allottees pursuant to conversion of Warrants into equity shares shall be listed on the Stock Exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchange.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Warrant Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Warrant Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the Warrants shall not be transferrable.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) The equity shares so allotted to the Proposed Warrant Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Warrant Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.



RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Proposed Warrant Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Jaipur (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Warrant Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/ equity shares and listing thereof, as applicable with the stock exchange as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, 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 other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

Place: Jaipur
Date: April 6, 2026

By Order of the Board of Directors
For Agarwal Toughened Glass India Limited
(Formerly known as Agarwal Toughened Glass
India Private Limited)
Sd/-
Anita Agarwal
Managing Director
DIN – 09740258



NOTES:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting (EOGM/ EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated 22nd September, 2025 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (“EOGM”) of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EOGM through VC/OAVM only.
2. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the businesses at Item No. 1 and 2 above is annexed hereto and forms a part of the Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company on the email id atgipo@gmail.com, cs_complianceofficer@agarwaltuff.com along with cc marked on the email id of the Scrutinizer i.e. skmgcs@gmail.com.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS- 2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has availed the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.agarwaltuff.com, website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com and on National Stock Exchange of India Limited (“NSE”) i.e. www.nseindia.com, where Equity Shares of the Company are listed.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021. In compliance with the MCA Circulars, the Company is sending



this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 10th April, 2026 as received from National Securities Depository Limited (“the NSDL”) and Central Depository Services (India) Limited (“the CDSL”) (collectively referred to as “Depositories”).

8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. Institutional Investors, who are members of the Company are encouraged to attend and vote at the EGM of the Company.
10. This EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and regulations issued by SEBI from time to time.
11. **Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
12. **The remote -voting period commences on Sunday, 03rd May, 2026 at 09:00 A.M. (IST) and ends at Tuesday, 05th May, 2026 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, whose names appear in the Register of Members / Beneficial Owners as on **the record date (cut-off date) i.e. Wednesday, 29th April, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 29th April, 2026**. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM but shall not be entitled to cast their vote again.
13. The Board Directors of the Company has appointed **CS Monika Gupta (Membership No. FCS 8208, COP No. 8551)**, partner of **M/s SKMG & Co., Practising Company Secretaries** on behalf of M/s SKMG & Co. (FRN: 4063), Practising Company Secretaries as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the EGM and remote e- voting process in a fair and transparent manner. The voting results and Scrutinizer’s Report will be uploaded on the website of the Company at www.agarwaltuff.com, website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com and on National Stock Exchange of India Limited (“NSE”): www.nseindia.com, within two working days after the conclusion of the EGM.
14. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic demat accounts to the Registrar and Share Transfer Agent of the Company at KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), Corporate office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana India - 500 032.
15. Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.



16. All allotments were made to members in their respective demat accounts, and no physical allotments were made by the company.
17. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
18. Non- Resident Indian (NRI) members are requested to:
 - a) Change their residential status on return to India permanently.
 - b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, IFSC code, MICR code, account number and address of the bank with PIN Code no., if not furnished earlier.
19. All documents referred to in the above Notice and Explanatory Statement will be made available electronically for inspection by the Members at the EGM. Members seeking to inspect such documents must send an e-mail to cs_complianceofficer@agarwaltuff.com.
20. **PROCEDURE FOR E-VOTING:** The Remote E-Voting, Joining and Voting during the EGM, as provided by NSDL are as follows:

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

The remote e-voting period commences on Sunday, 03rd May, 2026 at 09:00 A.M. (IST) and ends at Tuesday, 05th May, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, whose names appear in the Register of Members / Beneficial Owners as on **the record date (cut-off date) i.e. Wednesday, 29th April, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, 29th April, 2026**. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM but shall not be entitled to cast their vote again.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---------------------------------|---|
| Individual Shareholders holding | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You |



| Type of shareholders | Login Method |
|--|--|
| <p>securities in demat mode with NSDL.</p> | <p>will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |



| Type of shareholders | Login Method |
|---|--|
| | <p data-bbox="730 331 1197 360">NSDL Mobile App is available on</p> <div data-bbox="730 389 1197 439">  App Store  Google Play </div> <div data-bbox="774 465 917 607"> </div> <div data-bbox="1016 465 1160 607"> </div> |
| <p data-bbox="146 629 403 757">Individual Shareholders holding securities in demat mode with CDSL</p> | <ol data-bbox="507 629 1417 1559" style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p data-bbox="146 1597 411 1794">Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p data-bbox="454 1597 1417 1861">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to skmgcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs_complianceofficer@agarwaltuff.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs_complianceofficer@agarwaltuff.com.. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID



and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Speaker Registration before EGM:**
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs_complianceofficer@agarwaltuff.com. The same will be replied by the company suitably. Only those shareholders who have registered themselves as speakers will be allowed to express their views or ask questions during the meeting. If a pre-registered speaker is invited to speak but does not respond, the next speaker will be invited. Accordingly, all speakers are requested to join through a device with a camera/video facility and a stable internet connection.
 - The Company reserves the right to restrict the number of questions and speakers, as may be appropriate. Members requiring any assistance before or during the EGM may contact evoting@nsdl.com or call at 022-4886 7000.



EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(hereinafter referred to as the “ACT”)

ITEM 1 & 2: ISSUE OF EQUITY SHARES AND WARRANTS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP AND CERTAIN IDENTIFIED NON- PROMOTER PERSONS / ENTITIES ON PREFERENTIAL BASIS

The Special Resolutions contained in Item No. 1 & 2 of the Notice, have been proposed pursuant to the applicable provisions of Section 23(1)(b), 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163(1) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), for the issuance and allotment, on a preferential basis, of:

- up to 17,46,000 (Seventeen Lakh Forty-Six Thousand) Equity Shares of face value ₹ 10/- each at an issue price of ₹ 109/- (Rupees One Hundred and Nine only) each (“**Issue Price**”) including a premium of ₹ 99/- (Rupees Ninety-Nine only) per share payable in cash, to the person / entity belonging to the promoter / promoter group and certain identified non-promoter persons / entities (“**Proposed Equity Allottees**”); and
- up to 46,80,000 (Forty-Six Lakh Eighty Thousand) Convertible Warrants, at an issue price of ₹ 109/- (Rupees One Hundred and Nine only) each (“**Issue Price**”) including a premium of ₹ 99/- (Rupees Ninety-Nine only) per warrant, each convertible into or exchangeable for 1 (one) fully paid-up Equity Share of face value ₹ 10/- each at a future date, with 25% of the Issue Price payable on allotment (“**Warrant Subscription Price**”) and the balance 75% of Issue Price payable at the time of conversion (“**Warrant Exercise Price**”), payable in cash, the person / entity belonging to the promoter / promoter group and certain identified non- promoter persons / entities (“**Proposed Warrant Allottees**”).

The aggregate amount proposed to be raised by way of issuance of Equity Shares, Warrants and equity share pursuant to conversion of Warrants is up to ₹ 70,04,34,000 (Rupees Seventy Crore Four Lakh Thirty-Four Thousand only) or such higher price as may be determined in accordance with Chapter V of the SEBI ICDR Regulations. The issuance and allotment of equity shares and warrants shall be made to the Proposed Equity Allottees and Proposed Warrant Allottees (collectively, “**Proposed Allottees**”), as detailed below, in such manner and on such terms and conditions as the Board of Directors may, in its absolute discretion, deem fit, subject to the approval of members of the Company. The proposal was approved by the Board at its meeting held on April 6, 2026.

1. Objects of the Preferential Issue and aggregate amount proposed to be raised,

The Board of Directors has proposed to raise up to ₹ 70,04,34,000 (Rupees Seventy Crore Four Lakh Thirty-Four Thousand only) through the issuance of upto 17,46,000 (Seventeen Lakh Forty-Six Thousand) Equity Shares and 46,80,000 (Forty-Six Lakh Eighty Thousand) Convertible Warrants on a preferential basis. The proposed fundraise is intended to secure long-term resources to support the Company’s capital expenditure, working capital requirements and general corporate purposes as approved by the Board, in accordance with the SEBI ICDR Regulations and other applicable laws.

Further, the requirement stipulated by NSE Circular Reference No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than ₹ 100 Crore.



2. Particulars of the Preferential Issue include terms of issue, issue size, date of passing of Board Resolution, kind of Securities offered, nominal value of and maximum number of Securities to be issued and the Issue Price.

The Board of Directors of the Company at their meeting held on April 6, 2026 had, subject to the approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of upto 17,46,000 (Seventeen Lakh Forty-Six Thousand) Equity Shares of face value ₹ 10/- each at an issue price of ₹ 109/- (Rupees One Hundred and Nine only) each (“**Issue Price**”) including a premium of ₹ 99/- (Rupees Ninety-Nine only) per share payable in cash aggregating upto ₹ 19,03,14,000/- (Rupees Nineteen Crore Three Lakh Fourteen Thousand only) and of upto 46,80,000 (Forty-Six Lakh Eighty Thousand) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 109/- (Rupees One Hundred and Nine only) each (“**Issue Price**”) payable in cash aggregating upto ₹ 51,01,20,000 (Rupees Fifty-One Crore One Lakh Twenty Thousand only), including 25% of the Issue Price payable on allotment (“**Warrants Subscription Price**”) and balance 75% of the Issue Price payable at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 99/- (Rupees Ninety-Nine only) each payable in cash or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the person belonging to the person / entity belonging to the promoter / promoter group and certain identified non- promoter persons / entities (“**Proposed Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

| Sr. No. | Name of Proposed Allottees | PAN | Maximum No. of Equity Shares to be Allotted | Maximum Aggregate Amount (in ₹) | Maximum number of Warrants to be allotted | Maximum Aggregate Amount (in ₹) |
|---------|-------------------------------|------------|---|---------------------------------|---|---------------------------------|
| 1 | Mahesh Kumar Agarwal | ABJPA3128M | 1,08,000 | 1,17,72,000 | 8,40,000 | 9,15,60,000 |
| 2 | Sharda Agarwal | AKYPA8223H | 96,000 | 1,04,64,000 | 7,62,000 | 8,30,58,000 |
| 3 | Sharda Devi Agarwal | BYKPA1371H | 78,000 | 85,02,000 | 4,50,000 | 4,90,50,000 |
| 4 | Palak Agarwal | FFJPA3601E | 48,000 | 52,32,000 | 3,60,000 | 3,92,40,000 |
| 5 | Madhusudan N Sarda | ATZPS1794B | 1,14,000 | 1,24,26,000 | 3,72,000 | 4,05,48,000 |
| 6 | Amit Agarwal HUF | AAJHA8554L | - | - | 4,50,000 | 4,90,50,000 |
| 7 | Shruti Agrawal | AOIPA7975G | - | - | 4,50,000 | 4,90,50,000 |
| 8 | Amit R Agarwal | AGRPA3119M | 2,70,000 | 2,94,30,000 | - | - |
| 9 | Chandni Ajaykumar Sangani | ASKPD0190Q | 72,000 | 78,48,000 | 1,26,000 | 1,37,34,000 |
| 10 | Kamalkumar Natavarlal Sangani | BFGPS0444J | 72,000 | 78,48,000 | 1,26,000 | 1,37,34,000 |
| 11 | Gopiben Kamalkumar Sangani | AVKPK0463E | 72,000 | 78,48,000 | 1,26,000 | 1,37,34,000 |



| Sr. No. | Name of Proposed Allottees | PAN | Maximum No. of Equity Shares to be Allotted | Maximum Aggregate Amount (in ₹) | Maximum number of Warrants to be allotted | Maximum Aggregate Amount (in ₹) |
|--------------|------------------------------------|------------|---|---------------------------------|---|---------------------------------|
| 12 | Stork Commercial Private Limited | ABOCS6040E | 1,92,000 | 2,09,28,000 | - | - |
| 13 | Satvat Agro LLP | AEVFS9362L | 90,000 | 98,10,000 | 96,000 | 1,04,64,000 |
| 14 | Eklingji Tradelink Private Limited | AAGCE9107K | 90,000 | 98,10,000 | 96,000 | 1,04,64,000 |
| 15 | Ashwinkumar D Chauhan | AIKPC4627R | 90,000 | 98,10,000 | 96,000 | 1,04,64,000 |
| 16 | M. N. Trading Co. | ACEFM3211F | 90,000 | 98,10,000 | 96,000 | 1,04,64,000 |
| 17 | Noida Holdings Private Limited | AAECN6385L | 48,000 | 52,32,000 | 90,000 | 98,10,000 |
| 18 | Kashmira Ajay Patel | ACLPP1319C | 48,000 | 52,32,000 | 48,000 | 52,32,000 |
| 19 | Tulsi Vivekkumar Patel | BHNPP5417K | 48,000 | 52,32,000 | 48,000 | 52,32,000 |
| 20 | SKS Capital | AFMFS3102G | 48,000 | 52,32,000 | 48,000 | 52,32,000 |
| 21 | Roma Ratankumar Chanda | AOIPC4427P | 24,000 | 26,16,000 | - | - |
| 22 | Nivedita | AKJPN4759N | 24,000 | 26,16,000 | - | - |
| 23 | Rakesh Kumar Rathi | ATNPR5361H | 24,000 | 26,16,000 | - | - |
| Total | | | 17,46,000 | 19,03,14,000 | 46,80,000 | 51,01,20,000 |

The terms and conditions of the Preferential Allotment are as stated in the Resolutions 1 and 2.

3. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on April 6, 2026 has approved to issue not exceeding upto 17,46,000 (Seventeen Lakh Forty-Six Thousand) Equity Shares of face value ₹ 10/- (Rupees Ten only) each and upto 46,80,000 (Forty-Six Lakh Eighty Thousand) warrants (“Warrants”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each.

4. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise an aggregate amount up to ₹ 70,04,34,000 (Rupees Seventy Crore Four Lakh Thirty-Four Thousand only) by way of issue of Equity shares and Warrants on preferential basis.

5. Relevant Date:

In terms of Regulation 161 and the Explanation thereto of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for determining the Issue Price for the Preferential Allotment of the Equity Shares and Warrants shall be **Monday, April 6, 2026**, being the preceding trading day to the 30th day prior to the date on which the resolution will be deemed to be passed at the Extra Ordinary General Meeting, *i.e.*, **Wednesday, May 6, 2026**, in accordance with the provisions of the said Explanation.

6. Basis on which the price has been arrived at along with report of the Registered Valuer and



justification for the price (including premium, if any):

The Equity Shares of the Company are listed on Emerge Platform of National Stock Exchange of India Limited (“NSE”) (“Stock Exchange”) for a period of more than 90 trading days as on the relevant date i.e. April 6, 2026 and are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

For the purpose of computation of the Issue Price per Equity Share and Warrant to the Proposed Allottees of the Company, the Issue Price shall not be less than the price determined in accordance with the SEBI ICDR Regulations. SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

Regulation 164(1) of the SEBI ICDR Regulations:

The equity shares of the Company are frequently traded, hence in terms of Regulation 164(1) of SEBI ICDR Regulations, trading volume of the Equity Shares on the NSE has been considered to determine the Issue Price as the Company is listed on NSE Emerge, during the preceding 90 trading days prior to the Relevant Date. Further, in accordance with the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Equity Share and Warrants shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date *i.e.* ₹ 107.88; or
- the 10 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date *i.e.* ₹ 88.28.

Further, in terms of the proviso of Regulation 164(1) of SEBI ICDR Regulations, the Articles of Association of the Company categorically mention that the price of the equity shares is determined by the valuation report of a registered valuer.

Regulation 164(4) of the SEBI ICDR Regulations:

None of the Proposed Allottees categorised as the qualified institutional buyers, hence Regulation 164(4) of the SEBI ICDR Regulations is not applicable.

Regulation 166A(1) of the SEBI ICDR Regulations:

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the proposed Preferential Issue shall result in an allotment exceeding five percent of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Accordingly, in compliance with the provisions of Regulation 166A(1) of the SEBI ICDR Regulations, a valuation report from a registered valuer determining the price of the equity shares proposed to be allotted shall be obtained and made available for inspection by the Members.

Pursuant to the proviso of Regulation 164(1) and Regulation 166A(1) of SEBI ICDR Regulations, the Company has obtained a valuation report from Bhavin R Patel and Associates, an Independent Registered Valuer with Registration No. IBBI/RV/05/2019/11668, having office at Phoenix Complex Nr Suraj Plaza Sayajigunj Vadodara 390 020 and the price determined by such Independent Registered Valuer in the Valuation Report dated April 6, 2026 is ₹ 107.88/- The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://agarwaltuff.com/wp-content/uploads/2026/04/Valuation-Report.pdf>.



Pursuant to the above, the minimum floor price of ₹ 107.88/-, has been determined in accordance with Regulations 164(1) read with Regulation 166A(1) of Chapter V of the SEBI ICDR Regulations, payable in cash. Accordingly, the Board of the Company has fixed the Issue Price of each Equity Share and Warrant of ₹ 109/- (Rupees One Hundred and Nine Only) which include premium of ₹ 99/- (Rupees Ninety-Nine only), which is above the floor price *i.e.* minimum issue price as determined in compliance with the requirements of the SEBI ICDR Regulations.

7. Equity Shareholding Pattern of the Company before and after the Preferential Issue:

| Sr. No. | Category | Pre issue Shareholding | | No. of Equity Share to be Allotted | Post issue Shareholding | | No. of Warrants to be Allotted | Post issue Shareholding | |
|---|--|------------------------|---------------|------------------------------------|--|---------------|--------------------------------|--|---------------|
| | | | | | (Presuming allotment of Equity Shares) | | | (Presuming allotment of equity shares and full conversion of Warrants) | |
| | | No. of Equity Shares | % | | No. of Equity Shares | % | | No. of Equity Shares | % |
| A. Promoters and Promoter Group Holding: | | | | | | | | | |
| 1 | Indian: | | | | | | | | |
| | Individual | 1,13,40,600 | 64.16 | 3,30,000 | 1,16,70,600 | 60.09 | 24,12,000 | 1,40,82,600 | 58.43 |
| 2 | Foreign | - | - | - | - | - | - | - | - |
| | Sub Total (A = 1+2) | 1,13,40,600 | 64.16 | 3,30,000 | 1,16,70,600 | 60.09 | 24,12,000 | 1,40,82,600 | 58.43 |
| B. Non – Promoters’ Holding: | | | | | | | | | |
| 1 | Institutions: | | | | | | | | |
| | Institutions (Domestic) | | | | | | | | |
| | Alternate Investment Funds | 10,19,000 | 5.77 | - | 10,19,000 | 5.25 | - | 10,19,000 | 4.23 |
| | Institutions (Foreign) | | | | | | | | |
| | Foreign Portfolio Investors Category I | 2,00,400 | 1.13 | - | 2,00,400 | 1.03 | - | 2,00,400 | 0.83 |
| 2 | Non-Institutions: | | | | | | | | |
| | a) Resident Individuals | 36,36,150 | 20.57 | 9,96,000 | 46,32,150 | 23.85 | 15,36,000 | 61,68,150 | 25.59 |
| | b) Non-Resident Indians | 1,04,400 | 0.59 | - | 1,04,400 | 0.54 | - | 1,04,400 | 0.43 |
| | c) Bodies Corporate | 11,77,250 | 6.66 | 4,20,000 | 15,97,250 | 8.22 | 2,82,000 | 18,79,250 | 7.80 |
| 3 | Central Government/ State Government(s)/ President of India | - | - | - | - | - | - | - | - |
| 4 | Any Other (Specify) | | | | | | | | |
| | HUF | 1,96,800 | 1.11 | - | 1,96,800 | 1.01 | 4,50,000 | 6,46,800 | 2.68 |
| | Sub Total (B = 1+2+3+4) | 63,34,000 | 35.84 | 14,16,000 | 77,50,000 | 39.91 | 22,68,000 | 1,00,18,000 | 41.57 |
| | Grand Total (A + B) | 1,76,74,600 | 100.00 | 17,46,000 | 1,94,20,600 | 100.00 | 46,80,000 | 2,41,00,600 | 100.00 |



The post issue shareholding percentage has been calculated assuming that all the Warrants allotted will be converted into equity shares.

8. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The Equity Shares and Warrant shall be issued to Mahesh Kumar Agarwal, Sharda Agarwal, Sharda Devi Agarwal and Palak Agarwal, forming part of Promoter and Promoter Group, they have indicated their intention to subscribe to the Equity Shares and Warrants on preferential basis as per below details. Other than them, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of Equity Share and/or Warrants under the current Preferential Allotment or otherwise contribute to the Preferential Allotment or separately in furtherance of the objects specified herein above.

| Sr. No. | Particulars | Maximum No. of Equity Shares to be Allotted | Maximum Aggregate Amount (in ₹) | Maximum number of Warrants to be allotted | Maximum Aggregate Amount (in ₹) |
|---------|--------------------------------------|---|---------------------------------|---|---------------------------------|
| 1. | Mahesh Kumar Agarwal – Promoter | 1,08,000 | 1,17,72,000 | 8,40,000 | 9,15,60,000 |
| 2. | Sharda Agarwal - Promoter | 96,000 | 1,04,64,000 | 7,62,000 | 8,30,58,000 |
| 3. | Sharda Devi Agarwal – Promoter Group | 78,000 | 85,02,000 | 4,50,000 | 4,90,50,000 |
| 4. | Palak Agarwal – Promoter Group | 48,000 | 52,32,000 | 3,60,000 | 3,92,40,000 |

9. Time frame within which the Preferential Allotment shall be completed and terms of conversion

As required under the SEBI ICDR Regulations, the Equity Shares and Warrants (“Securities”) shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Securities is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

The Proposed Warrant Allottees shall be required to pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Proposed Warrant Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The Proposed Warrant Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The Proposed Warrant Allottees shall be required to pay the balance amount of 75% of the issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

Upon receipt of the Warrant Exercise Price, the Board (or a committee thereof) shall allot one equity share of face value of ₹ 10/- each, per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Proposed Warrant Allottees, within the specified period of eighteen months as stipulated under SEBI ICDR



Regulations, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

10. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of securities:

| Identity of the Proposed Allottees | Pre-Preferential Allotment Shareholding | | Maximum no. of equity share to be allotted | Post issue Shareholding (Presuming allotment of Equity Shares) | | Maximum no. of Equity shares proposed to be allotted upon full conversion of Warrants | Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants) | | Ultimate Beneficial Owner |
|------------------------------------|---|-------|--|--|-------|---|--|-------|--|
| | No. of Equity Shares | % | | No. of Equity Shares | % | | No. of Equity Shares | % | |
| Promoter and Promoter Group | | | | | | | | | |
| Mahesh Kumar Agarwal | 33,83,250 | 19.14 | 1,08,000 | 34,91,250 | 17.98 | 8,40,000 | 43,31,250 | 17.97 | NA |
| Sharda Agarwal | 44,00,000 | 24.89 | 96,000 | 44,96,000 | 23.15 | 7,62,000 | 52,58,000 | 21.82 | NA |
| Sharda Devi Agarwal | 8,25,000 | 4.67 | 78,000 | 9,03,000 | 4.65 | 4,50,000 | 13,53,000 | 5.61 | NA |
| Palak Agarwal | 1,50,000 | 0.85 | 48,000 | 1,98,000 | 1.02 | 3,60,000 | 5,58,000 | 2.32 | NA |
| Non-Promoters | | | | | | | | | |
| Madhusudan N Sarda | - | - | 1,14,000 | 1,14,000 | 0.59 | 3,72,000 | 4,86,000 | 2.02 | NA |
| Amit Agarwal HUF | - | - | - | - | - | 4,50,000 | 4,50,000 | 1.87 | Amit R Agarwal (PAN: AGRPA3119M) |
| Shruti Agrawal | - | - | - | - | - | 4,50,000 | 4,50,000 | 1.87 | NA |
| Amit R Agarwal | - | - | 2,70,000 | 2,70,000 | 1.39 | - | 2,70,000 | 1.12 | NA |
| Chandni Ajaykumar Sangani | - | - | 72,000 | 72,000 | 0.37 | 1,26,000 | 1,98,000 | 0.82 | NA |
| Kamalkumar Natavarlal Sangani | 30,000 | 0.17 | 72,000 | 1,02,000 | 0.53 | 1,26,000 | 2,28,000 | 0.95 | NA |
| Gopiben Kamalkumar Sangani | - | - | 72,000 | 72,000 | 0.37 | 1,26,000 | 1,98,000 | 0.82 | NA |
| Stork Commercial Private Limited | - | - | 1,92,000 | 1,92,000 | 0.99 | - | 1,92,000 | 0.80 | Ravi Kalidas Kedia (PAN: ACHPK6886H) |
| Satvat Agro LLP | - | - | 90,000 | 90,000 | 0.46 | 96,000 | 1,86,000 | 0.77 | Gandhi Nishant S (PAN: AJQPG2471C) Nikhil Kumar Gupta |



| Identity of the Proposed Allottees | Pre-Preferential Allotment Shareholding | | Maximum no. of equity share to be allotted | Post issue Shareholding (Presuming allotment of Equity Shares) | | Maximum no. of Equity shares proposed to be allotted upon full conversion of Warrants | Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants) | | Ultimate Beneficial Owner |
|-------------------------------------|---|---|--|--|------|---|--|------|--|
| | No. of Equity Shares | % | | No. of Equity Shares | % | | No. of Equity Shares | % | |
| | | | | | | | | | (PAN: AADPG9771H) |
| Eklingji Tradelink Private Limited* | - | - | 90,000 | 90,000 | 0.46 | 96,000 | 1,86,000 | 0.77 | Joshi Ravindra Ashokbhai (PAN: ANGPI6937N) |
| Ashwinkumar D Chauhan | - | - | 90,000 | 90,000 | 0.46 | 96,000 | 1,86,000 | 0.77 | NA |
| M. N. Trading Co. | - | - | 90,000 | 90,000 | 0.46 | 96,000 | 1,86,000 | 0.77 | Muzaffar Husain Gulamqadar Qureshi (PAN: CLJPS4878Q) Nasimbanu Muzaffarhusain Qureshi (PAN: ABVPQ7586M) |
| Noida Holdings Private Limited | - | - | 48,000 | 48,000 | 0.25 | 90,000 | 1,38,000 | 0.57 | Pankaj Saraogi (PAN: BACPS2610F) Ranjana Saraogi (PAN: AWMP4708F) |
| Kashmira Ajay Patel | - | - | 48,000 | 48,000 | 0.25 | 48,000 | 96,000 | 0.40 | NA |
| Tulsi Vivekkumar Patel | - | - | 48,000 | 48,000 | 0.25 | 48,000 | 96,000 | 0.40 | NA |
| SKS Capital | - | - | 48,000 | 48,000 | 0.25 | 48,000 | 96,000 | 0.40 | Sunilkumar Mulraj Paleja (PAN: ACGPP7111B) Keval Ashar (PAN: BOGPA2498F) Samarth Dhirendra Kanabar (PAN: BCVPK6084L) |
| Roma Ratankumar Chanda | - | - | 24,000 | 24,000 | 0.12 | - | 24,000 | 0.10 | NA |
| Nivedita | - | - | 24,000 | 24,000 | 0.12 | - | 24,000 | 0.10 | NA |
| Rakesh Kumar Rathi | - | - | 24,000 | 24,000 | 0.12 | - | 24,000 | 0.10 | NA |

* Eklingji Tradelink Private Limited is wholly owned subsidiary of Vaxfab Enterprises Limited, a professionally



managed listed company and does not have an identifiable promoter in terms of the SEBI ICDR Regulations. As per the applicable provisions relating to beneficial ownership, there is no natural person, whether acting alone or together, who holds 25% or more of the equity shares or exercises ultimate beneficial ownership in Vaxfab Enterprises Limited. The executive director of Vaxfab Enterprises Limited is Joshi Ravindra Ashokbhai (PAN: ANGPJ6937N).

Notes: For detailed holding of the Promoter and Promoter Group and Public, please refer to shareholding pattern provided above.

11. Change in control if any in the Company that would occur consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid Preferential Allotment. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

12. Undertaking as to re-computation of price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of equity shares shall not be applicable. However, the Company shall re-compute the Issue Price of the Equity Shares / Warrants and/or the equity shares to be allotted on exercise of the Warrants in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares / Warrants and/or equity shares to be allotted on exercise of the Warrants under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

The Equity Shares and Warrants and equity share to be allotted on conversion of Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

16. Practicing Company Secretary Certificate:

A certificate from CS Monika Gupta (Membership No. FCS 8208, COP No. 8551), partner of M/s SKMG & Co., Practicing Company Secretaries (FRN: 4063), having office at K-11,206, Second Floor,



Luhadia Tower, Ashok Marg, C-Scheme, Jaipur 302 001, certifying that the Preferential Issue of Equity Shares and Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website by clicking on this link: <https://agarwaltuff.com/wp-content/uploads/2026/04/Compliance-Certificate.pdf>.

17. SEBI Takeover code:

In the present case none of the Proposed Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchange.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottees and lock-in period of shares:

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of Equity Shares and Warrants on preferential basis. The Proposed Allottees have Permanent Account Number. The lock-in kindly refers to above point 15.

19. Listing:

The Company will make an application to NSE Emerge at which the existing equity shares are presently listed, for listing of the Equity Share and equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter:

Mahesh Kumar Agarwal, Sharda Agarwal, Sharda Devi Agarwal and Palak Agarwal, forming part of Promoter and Promoter Group as on date of this Notice. Further, upon the issuance and allotment of the Equity Shares, Warrants and equity shares to be allotted on exercise of the Warrants, they will continue to be categorized as Promoter and Promoter Group of the Company.

Currently, Kamalkumar Natavarlal Sangani holds the equity share of the Company and are under non-promoter category of the Company. Upon the issuance and allotment of Equity Shares, Warrants and equity shares to be allotted on exercise of the Warrants, he will continue to be categorized as non-promoter shareholder of the Company.

Currently, Madhusudan N Sarda, Amit Agarwal HUF, Shruti Agrawal, Amit R Agarwal, Chandni Ajaykumar Sangani, Gopiben Kamalkumar Sangani, Stork Commercial Private Limited, Satvat Agro LLP, Eklingji Tradelink Private Limited, Ashwinkumar D Chauhan, M. N. Trading Co., Noida Holdings Private Limited, Kashmira Ajay Patel, Tulsi Vivekkumar Patel, SKS Capital, Roma Ratankumar Chanda, Nivedita and Rakesh Kumar Rathi, are not holding any equity share of the



Company and are under non-promoter category of the Company. Upon the issuance and allotment of Equity Shares, Warrants and equity shares to be allotted on exercise of the Warrants, they will continue to be categorized as non-promoter shareholders of the Company.

22. Monitoring Agency

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of SEBI ICDR Regulations.

23. Principal terms of assets charged as securities:

Not Applicable

24. Other disclosures/undertaking

- a) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b) None of Directors or Promoters of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c) 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 SEBI LODR Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- d) The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- e) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- f) The Company shall be making application seeking in-principle approval to the Stock Exchange, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- g) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- h) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- i) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

25. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to both Promoter and Non-Promoters.

26. Pursuant to the proposed investment and in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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.

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, *inter alia*, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such



shares/ convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot Equity Share/convertible Warrants as stated in these resolution, which would result in a further issuance of securities of the Company to the promoter/Promoter Group and non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Except, as specified in this notice none of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, either directly or indirectly, in the above referred resolutions except to the extent to their shareholding in the Company.

A copy of the Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 1 & 2 of this Notice for approval by the members.

Place: Jaipur
Date: April 6, 2026

By Order of the Board of Directors
For Agarwal Toughened Glass India Limited
(Formerly known as Agarwal Toughened Glass
India Private Limited)
Sd/-
Anita Agarwal
Managing Director
DIN – 09740258