



Ref. No.: TCIIL/BSE/012/25-26

May 28, 2025

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To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Security ID: TCIIND; **Security Code:** 532262.

Sub.: Allotment of 7500 nos. of 0% Non-Convertible Redeemable Preference Shares (NCRPS) on Private Placement basis.

Ma'am/ Dear Sir,

We would like to inform your esteemed Exchange that pursuant to the Members approval accorded through Postal Ballot on March 25, 2023, the Share Allotment Committee of the Board of Directors of the Company at its meeting held today i.e. May 28, 2025 has allotted 7500 nos. of 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Face Value of Rs. 100/- (Rupees Hundred only) each at a premium of Rs. 300/- (Rupees Three Hundred only) each on Private Placement basis to the following entities belonging to the Promoter and Promoter Group of the Company for cash:

Sl. No.	Name of Allottee	No. of NCRPS Allotted
1.	Mrs. Nidhi Agarwal	6875
2.	Mrs. Kanika Agarwal	625
	Total	7500

Below are the Terms & Conditions of NCRPS, as approved by the Members of the Company:

Each NCRPS shall:

1. carry a preferential right vis-a-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
2. be non-participating in the surplus funds;
3. shall be non-participating in the surplus assets and profits which remain after the entire capital has been repaid, on winding up of the Company;
4. not carry any dividend;
5. be non-convertible;
6. be redeemed at premium of maximum 18% [simple] p.a. on the issue price, i.e. maximum Rs. 400/- per share, as the Company may deem fit, in accordance with the relevant provisions of the Companies Act, 2013 out of profits available for distribution



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as dividend and /or by issue of fresh shares, in one or more tranches at the option of the Company only;

7. be redeemed within the maximum permissible time period under the provisions of Section 55 of the Companies Act, 2013, which period is presently 20 years from the date of issue of NCRPS, or such other extended period which may be provided by any subsequent modification or amendment to the Companies Act, 2013 OR on an earlier date only at the discretion of the Company.
8. not have any voting rights, conferred on a preference shareholder by the Companies Act or any other rules and regulations for the time being force;
9. the terms and conditions of the said NCRPS may be varied by the Company subject to the mutual agreement of both the Company and the NCRPS holder and as per applicable laws; and
10. be transferable within the select group of identified persons i.e. promoters & promoter group entities and related parties of the Company.

As the Company allotted Non-Convertible Redeemable Preference Shares, there is no change in the paid-up equity share capital of the Company. The said shares shall not be convertible into equity shares, accordingly, the same shall not be listed with any Stock Exchange.

The Exchange is hereby requested to take note of and disseminate the same.

Thanking You,

For **TCI Industries Limited**

Amit A. Chavan

Company Secretary & Compliance Officer