

24th February 2026

**TO,
LISTING DEPARTMENT
BOMBAY STOCK EXCHANGE OF INDIA LIMITED
20TH FLOOR, P.J. TOWERS,
DALAL STREET,
MUMBAI – 400 001**

Scrip Code - 531628

Sub.: Intimation for Notice of Postal Ballot under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the postal ballot notice of Tejassvi Aaharam Limited (“the Company”) which is being sent electronically to those members whose names appeared in the Register of Members/ List of Beneficial Owners as on Friday, February 20, 2026 ("Cut-off date") and whose email addresses are registered with Cameo Corporate Services Limited ("Cameo"), the Registrar & Share Transfer Agent of the Company or with the respective Depository Participant(s).

The Postal Ballot is being conducted to seek members’ approval for the following items:

SL.NO.	ITEMS
1.	Approval for increase in authorised share capital and alteration of capital clause of Memorandum of Association
2.	Approval for preferential issue of equity shares for consideration other than cash

The Company is providing its members with the facility to cast their votes only through the remote electronic voting process (“remote e-Voting”), on all resolutions set forth in the Notice and the Company has engaged the services of Central Depository Services (India) Limited (‘CDSL’) in this regard

The remote e-voting period will commence from Wednesday at 09:00 A.M. (IST) on February 25, 2026 and shall end on 05:00 PM (IST) on Thursday, March 26, 2026. The results of the postal ballot will be declared on or before Friday, March 28, 2026.

The said notice is available in the website of the company at <https://talchennai.com/>

TEJASSVI AAHARAM LIMITED

You are kindly requested take the same on record.

Thanking You,

Yours faithfully,

FOR TEJASSVI AAHARAM LIMITED

SETHURAMAN DHILIPKUMAR

DIRECTOR

DIN: 00580772

TEJASSVI AAHARAM LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE of Postal Ballot (“**Notice**”) is hereby given to the Members of **TEJASSVI AAHARAM LIMITED** (“**the Company**”), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (“**the Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”), read with the General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September 2024 and the latest one being General Circular No. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (**remote e-voting**) only.

In compliance with the aforesaid **MCA Circulars**, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrars and Transfer Agents or Depository/ Depository Participants. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Ballot is accordingly being initiated in compliance with the above **MCA Circulars**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (“**the Board**”) have appointed M/s. BP & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their **assent (FOR) or dissent (AGAINST)** by following the procedure as stated in the Notes forming part of the Notice.

The **remote e-voting** period commences from **9:00 A.M. (IST) on Wednesday 25th February 2026** and **ends at 5:00 P.M. (IST) on Thursday, 26th March 2026**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited (“**CDSL**”) for the purpose of providing remote e-voting facility to its Members. The results of the Postal Ballot will be announced on or before **5.00 p.m. (IST) on Friday, 27th March 2026**.

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The said results of the voting conducted by Postal Ballot (**through remote e-voting process**) along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited ("NSE") where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://talchennai.com> and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Thursday, 26th March 2026**.

SPECIAL BUSINESS | ORDINARY RESOLUTION

ITEM NO: 1

APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs 25,00,00,000/- (Rupees Twenty-Five Crores only) comprising 1,00,00,000 (One Crore) equity shares of face value Rs 10/- each and 15,00,000 (Fifteen Lakh) preference shares of face value Rs 100/- each, to Rs 75,00,00,000/- (Rupees Seventy-Five Crores only) comprising 6,00,00,000 (Six Crore) equity shares of face value Rs 10/- each and 15,00,000 (Fifteen Lakh) preference shares of face value Rs 100/- each, by creation of additional equity shares ranking pari passu in all respects with the existing equity shares of the Company."

RESOLVED FURTHER THAT pursuant to the aforesaid increase in the Authorised Share Capital of the Company, the Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause with the following:

"The Authorised Share Capital of the Company is Rs 75,00,00,000/- (Rupees Seventy-Five Crores only) divided into 6,00,00,000 (Six Crore) equity shares of Rs 10/- each and 15,00,000 (Fifteen Lakh) preference shares of Rs 100/- each, with the rights, privileges and conditions attached thereto as provided under the Companies Act, 2013."

RESOLVED FURTHER THAT anyone of the Board of Directors or Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to perform and execute all acts, deeds, and matters necessary or expedient to give effect to this resolution and ensuring compliance with all related requirements or incidental matters."

SPECIAL BUSINESS | SPECIAL RESOLUTION

ITEM NO. 2

APPROVAL FOR PREFERENTIAL ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH

"RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act") the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification, variations, amendment(s) or re-enactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR Regulations, 2015") and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations, 2018"), as amended

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from time to time and any rules, circulars, notifications, regulations and guidelines issued thereunder and pursuant to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Board of Directors and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, 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 (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot on Preferential Basis, up to **5,11,62,204 (Five Crore Eleven Lakh Sixty Two Thousand Two Hundred and Four) fully paid-up equity shares of face value Rs 10/- each, at an issue price of Rs 10/- per equity share, aggregating to Rs. 51,16,22,040 (Rupees Fifty One Crore Sixteen Lakhs Twenty Two Thousand and Forty Only)** to the following Proposed Allottees for consideration other than cash by swap of 33,67,042 Equity Shares held by the Proposed Allottees in Funk Foods Private Limited (“Preferential Allotment”) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in Funk Foods Private Limited	No. of Equity Shares to be Issued and Allotted of Tejassvi Aaharam Limited against swap of shares
1	Rajat Chakra Credit and Holdings Private Limited	12,71,923	1,93,26,870
2	Prasanna Natarajan	6,23,327	94,71,454
3	Sipping Spirits Private Limited	4,49,000	68,22,555
4	Saranga Investments and Consultancy Private Limited	4,32,692	65,74,755
5	Renuka Kumar	2,00,000	30,39,000
6	Sachika Kumar	2,00,000	30,39,000
7	Shreyas Raghav	1,45,000	22,03,275
8	Indira Shreyas	25,000	3,79,875
9	Thejas Krishna	20,000	3,03,900
10	Rajalakshmi Natarajan	100	1,520
	Total	33,67,042	5,11,62,204

RESOLVED FURTHER THAT the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company and the allotment shall be made in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at the relevant time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions:

- The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the proposed allottee from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

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- The Equity Shares to be allotted as above shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- The Equity Shares issued as above shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash, being the acquisition of Shares of Funk Foods Private Limited from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

RESOLVED FURTHER THAT any one of the Director or company secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard including any amendment to the list of proposed allottees and the number of securities at any stage in connection with the preferential issue of the Equity Shares and obtain such confirmations / certifications as may be required from Practicing Chartered Accountants or Practicing Company Secretary for submission to regulators, including the Stock Exchanges, in connection with the preferential issue of the securities.

RESOLVED FURTHER THAT, the company be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares, to issue certificates/ clarifications on the issue and allotment of Equity Shares effecting any modifications to the foregoing, entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of and listing and trading of Equity Shares), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottees and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any Committee or any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

**BY ORDER OF THE BOARD OF DIRECTORS
For TEJASSVI AAHARAM LIMITED**

Sd/-

**ABHISHEK LOHIA
Company Secretary and Compliance Officer**

Date: February 24, 2026

Place: Chennai

TEJASSVI AAHARAM LIMITED

NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting facility provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by CDSL on the resolution set forth in this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to all those members, whose names appear in the Register of Members or Register of Beneficial Owners received from the Depositories / Cameo Corporate Services Limited, the Company’s Registrar and Transfer Agents (“RTA”) as on Friday, 20th February, 2026 (‘Cut-off date’) and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <https://talchennai.com> websites of the Stock Exchange i.e., Bombay Stock Exchange Limited (‘BSE’) at <https://www.bseindia.com/> and on the website of CDSL at www.evotingindia.com.
6. All the material and relevant documents referred to Explanatory Statements, shall be available for inspection through electronic mode from **Wednesday 25th February 2026 to Thursday, 26th March 2026**, basis the request being sent on cosectal@gmail.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 20th February 2026 being the cut-off date fixed for the purpose.
8. The voting through electronic means will commence from 9:00 A.M. (IST) on **Wednesday 25th February 2026** and **ends at 5:00 P.M. (IST) on Thursday, 26th March 2026**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company’s website at <https://talchennai.com>. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.
10. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.

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11. The Scrutinizer will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before Friday, 27th March 2026.
12. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Thursday, 26th March 2026**, being the last date specified by the Company for e-voting.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for remote e-voting shall remain open from **9:00 A.M. (IST) on Wednesday 25th February 2026** and ends at **5:00 P.M. (IST) on Thursday, 26th March 2026**. During this period, the members of the Company, holding shares in dematerialised form, as on the cut-off date, viz. Friday, 20th February 2026, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on **Thursday, 26th March 2026**.

- B. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step: 1 Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders

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holding shares in Demat mode.

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

Pursuant to aforesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then enter your existing Myeasi username and password.2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting vote during the remote e-voting period. Additionally, there are 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 and 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 from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none">1. Visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsdl.com either on a Personal Computer or on a mobile.2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.4. Click on "Access to e-voting" appearing on the left-hand side under e-

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	<p>voting services and you will be able to see e-voting page.</p> <p>5. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</p> <p>If you are not registered, follow the below steps:</p> <p>a. Option to register is available at https://eservices.nsd.com.</p> <p>b. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c. Please follow steps given in points 1-5.</p> <p>B. e-voting website of NSDL</p> <p>1. Open web browser by typing the following URL: https://www.evoting.nsd.com/either on a personal computer or on a mobile phone.</p> <p>2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will need to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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Step 2: Access through CDSL e-voting system in case of the non-individual shareholders in demat mode

E. Login method for e-Voting for shareholders other than individual shareholders holding securities in Dematerialized mode.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (F)

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

F. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

G. For shareholders holding shares in physical form, the details can be used only for e-voting on the

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resolutions contained in this Notice.

H. Click on the EVSN - 260223010

I. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent

to the Resolution and option NO implies that you dissent to the Resolution.

J. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

K. After selecting the resolution, you have decided to vote on, click on “SUBMIT.” A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

L. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

M. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

N. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

O. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

P. Additional Facility for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory

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who are authorized to vote, to the Scrutinizer at rangarajan@bpcorpadvisors.com and to the Company at the email address viz; cosectal@gmail.com. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Q. Process for those shareholders whose E-mail/Mobile no. are not registered with the Company/Depositories.

- 1. For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 2. For individual Demat shareholders**, please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 and 2 of the accompanying Notice.

ITEM NO 1:

Presently, the Authorised Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty-Five Crores only) comprising 1,00,00,000 (One Crore) equity shares of face value ₹10/- each and 15,00,000 (Fifteen Lakh) preference shares of face value ₹100/- each.

The Company proposes to undertake issuance of equity shares, inter alia, by way of preferential allotment, including for strategic purposes. In view of the proposed issuance and future capital requirements of the Company, the existing Authorised Share Capital is not adequate.

Accordingly, the Board of Directors, at its meeting held on 13th February, 2026, has recommended to increase the Authorised Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty-Five Crores only) to ₹75,00,00,000/- (Rupees Seventy-Five Crores only) by creation of additional equity shares, such that the Authorised Share Capital after increase shall comprise 6,00,00,000 (Six Crore) equity shares of face value ₹10/- each and 15,00,000 (Fifteen Lakh) preference shares of face value ₹100/- each, ranking pari passu in all respects with the existing equity shares of the Company.

Consequent upon the proposed increase in the Authorised Share Capital, it is necessary to alter Clause V (Capital Clause) of the Memorandum of Association of the Company.

The proposed increase in the Authorised Share Capital and the consequent alteration of the Memorandum of Association of the Company require the approval of the Members pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 and the rules made thereunder.

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Accordingly, the approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the Members.

ITEM NO 2:

The Board in its meeting held on 13th February 2026 has accorded its approval to acquire 100% equity share capital of Funk Foods Private Limited (“FFPL”), which operates in the same line of business as the Company (i.e. food processing and packaged food products). The investment is with a strategic perspective to grow the business through inorganic means. The Board has also approved the consideration for the said acquisition to be discharged by way of swap of share through allotment of shares in the Company to the shareholders of FFPL.

Thus, the Members are hereby informed that in line with the said acquisition, the Board pursuant to its resolution dated 13th February 2026 has approved the proposed preferential issue of 5,11,62,204 (Five Crore Eleven Lakh Sixty Two Thousand Two Hundred and Four) fully paid-up equity shares of face value Rs 10/- each under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) on a preferential basis. The details of the proposed allotment and the consideration thereof are stated below :

The objects of the preferential issue:

The objects of the preferential issue are:

Acquisition of 100% shareholding in Funk Foods Private Limited.

The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash, being the acquisition of Shares of Funk Foods Private Limited from the Proposed Allottees for non-cash consideration and the transfer of such Shares to the Company will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

The total number of securities, kind of securities and price at which security is being offered:

Issuance of 5,11,62,204 (Five Crore Eleven Lakh Sixty Two Thousand Two Hundred and Four) fully paid-up equity shares of face value Rs 10/- each at an Issue Price of Rs. 10.00/- per Equity Share aggregating to Rs. 51,16,22,040/- for consideration other than cash as detailed hereinbelow;

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in FFPL	No. of Equity Shares to be Issued and Allotted of Tejassvi Aaharam Limited against swap of shares
1	Rajat Chakra Credit and Holdings Private Limited	12,71,923	1,93,26,870
2	Prasanna Natarajan	6,23,327	94,71,454
3	Sipping Spirits Private Limited	4,49,000	68,22,555
4	Saranga Investments and Consultancy Private Limited	4,32,692	65,74,755

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5	Renuka Kumar	2,00,000	30,39,000
6	Sachika Kumar	2,00,000	30,39,000
7	Shreyas Raghav	1,45,000	22,03,275
8	Indira Shreyas	25,000	3,79,875
9	Thejas Krishna	20,000	3,03,900
10	Rajalakshmi Natarajan	100	1,520
	Total	33,67,042	5,11,62,204

The price or price band at/within which the allotment is proposed: The price at which Equity Shares are to be issued is fixed at Rs. 10/-.

a. **Basis on which the minimum price (including the premium, if any) has been arrived at:**

The equity shares of Company are listed on BSE Limited (BSE). The total number of Equity Shares traded on BSE where highest trading volume in respect of the Equity Shares of the Company has been recorded during the preceding 90 trading prior to the relevant date) during the 240 trading days preceding the relevant date (i.e. 24th February 2026 being 30 days prior to the last date for remote e-voting for postal ballot) Equity Shares which is less than 10% of the total number of Equity Shares of the Company. In view of this, the Equity Shares of the Company are deemed to be infrequently traded pursuant to Regulation 164(4) of the SEBI ICDR Regulations.

Pursuant to Regulation 164(5) of the SEBI ICDR Regulations, the Equity Shares of the Company are deemed to be infrequently traded. Accordingly, in compliance with Regulation 165 (since the Shares are infrequently traded) and 166A (since more than 5% of the post issue fully diluted capital is being allotted to the proposed allottee), of the SEBI ICDR Regulations, the price of the Equity Shares to be issued has been determined based on the valuation made by Mr. Kunal L. Kalantri, **Registered Valuer** - IBBI/RV/05/2018/10209 having his office at Suite no.: 221, DBS Business Center, 213, Raheja Chambers, Nariman Point, Mumbai - 400021, Maharashtra, India.

The value derived through Valuation Report is negative Rs. 9.35/- as the net worth of the Company is negative. Since the issue price of the shares cannot less than the face value, the Board approved price for issue of each Equity Shares under the preferential issue at Rs. 10/- (Rupees Ten only) which is not less than the price determined in the Valuation Report.

The Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential allotment.

Name and address of valuer who performed valuation: Mr. Kunal L. Kalantri, **Registered Valuer** - IBBI/RV/05/2018/10209 having his office at Suite no.: 221, DBS Business Center, 213, Raheja Chambers, Nariman Point, Mumbai - 400021, Maharashtra, India.

b. **Relevant Date with reference to which the price is arrived at:** The relevant date is 24th February 2026 being 30 days prior to the last date for remote e-voting for postal ballot. However, given that the shares of the Company are infrequently traded pursuant to Regulation 164(4) of the SEBI ICDR Regulations, the price of the shares have been determined through a valuation as detailed above.

c. **The class or classes of persons to whom the allotment is proposed to be made:** The proposed issuance and allotment of Equity Shares will be made to the identified allottees comprising the individuals/entities belonging to Non – Promoter of the Company as on the date of issue /allotment.

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- d. **Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue:** None of the Promoters, Promoter Group, or Director or Key Managerial Personnel of the Company are participating in the preferential issue.
- e. **Time frame within which the allotment shall be completed:** In accordance with Regulation 170 of the ICDR Regulations, 2018, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
- f. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:** Annexed as Annexure I to this Explanatory Statement.
- g. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** The anticipated shareholding of the proposed allottees, subsequent to the allotment of Equity Shares, is annexed as Annexure II to this Explanatory.
- h. **The Change in control, if any, in the company that would occur consequent to the preferential offer:** The proposed Preferential Issue will result in change in the control of the Company and accordingly the acquirer of the shares is providing an open offer to the shareholders of the Company in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Equity Shares proposed to be allotted pursuant to the proposed Preferential Issue shall, upon receipt of shareholders' approval and in-principle approval from BSE Limited, be credited to and kept in a separate demat escrow account in accordance with Regulation 22(2A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- i. **The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:** Annexed as Annexure III to this Explanatory Statement.
- j. **Name and address of monitoring agency:** Not Applicable
- k. **The number of persons to whom allotment on Preferential Basis have already been made during the year, in terms of number of Securities as well as the price:** The Company has not made any preferential allotment during the current Financial Year 2025-26.
- l. **The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer:**

The Company proposes to acquire 100% of the shareholding in Funk Foods Private Limited from the proposed allottees.

The total valuation for the shareholding of Funk Foods Private Limited for acquiring 33,67,042 Equity is arrived at Rs. 5,684.66 lakhs /- i.e. Rs. **151.95** /- per Equity Share of Funk Foods Private Limited based on valuation report dated 11th February, 2026 issued by Mr. Kunal L. Kalantri, **Registered Valuer** - IBBI/RV/05/2018/10209 having his office at Suite no.: 221, DBS Business Center, 213, Raheja Chambers, Nariman Point, Mumbai - 400021, Maharashtra, India. The company proposes to discharge

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the purchase consideration payable for the acquisition through consideration other than cash by issuance of 5,11,62,204 Equity Shares at Rs. 10/- per Equity Share aggregating to Rs. 51,16,22,040/-.

The following table gives the details of the shares being proposed to be allotted against swap of the shares for consideration other than cash :

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in FFPL	No. of Equity Shares to be Issued and Allotted of Tejassvi Aaharam Limited against swap of shares
1	Rajat Chakra Credit and Holdings Private Limited	12,71,923	1,93,26,870
2	Prasanna Natarajan	6,23,327	94,71,454
3	Sipping Spirits Private Limited	4,49,000	68,22,555
4	Saranga Investments and Consultancy Private Limited	4,32,692	65,74,755
5	Renuka Kumar	2,00,000	30,39,000
6	Sachika Kumar	2,00,000	30,39,000
7	Shreyas Raghav	1,45,000	22,03,275
8	Indira Shreyas	25,000	3,79,875
9	Thejas Krishna	20,000	3,03,900
10	Rajalakshmi Natarajan	100	1,520
	Total	33,67,042	5,11,62,204

m. **Shareholding Pattern of the Company before and after the Preferential Issue:** Annexed as Annexure II to this Explanatory Statement.

n. **Principal terms of assets charged as securities:** Not Applicable

o. **Lock-in period:** The securities allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

The pre-preferential allotment shareholding of the Equity and Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations, 2018.

p. **Listing of Securities:** The Company will make an application to the Stock Exchange at which the Equity Shares are already listed, for listing of the Equity Shares (including Equity Shares issued upon conversion of convertible warrants). Such Equity Shares, once allotted, shall rank pari – passu with the existing Equity Shares of the Company in all respects.

q. **The Company hereby undertakes that:**

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1. It would re-compute the price of the Equity Shares and Convertible Warrants in terms of the provisions of the ICDR Regulations, 2018, where it is required to do so.
2. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, 2018, the above equity shares and convertible warrants shall continue to be locked in till the time such amount is paid by the Proposed Allottees.
3. Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower.
4. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations, 2018.
5. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
6. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations, 2018.

r. The Proposed Allottees have confirmed that:

- i. they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
 - ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
 - iii. they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).
- s. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- t. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- u. The Company shall make an application to the Stock Exchange for seeking their In-principal approval for the proposed preferential issue

v. Practicing Company Secretary's Certificate:

A certificate from A. Jeya Raja Singh, Practicing Company Secretaries, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations, 2018. The certificate can be accessed at <https://talchennai.com> and shall be placed before the general meeting of the shareholders.

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The approval of the Members is being sought to enable the Board to issue and allot the convertible warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

In accordance with Sections 42 and Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the ICDR Regulations, 2018, and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis.

The Board of Director believes that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out at Item No. 2 of this notice, to the members for their approval.

In order to enable the company to issue and allot the shares pursuant to this preferential issue, it is proposed to increase the authorised share capital of the Company as set-out in Item No. 1 of this notice, which requires the approval of the members of the Company. Accordingly, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 of this notice.

None of the promoters, Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise in the proposed resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential issue.

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ANNEXURE I

S. No	Name of the Proposed Allottee	Category (Promoter / Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB
1.	Rajat Chakra Credit and Holdings Private Limited	Non-Promoter	Prasanna Natarajan Rajalakshmi Natarajan Srinivasan Natarajan N Ramya Poorna Pushkala N	12,71,923	Non QIB
2.	Sipping Spirits Private Limited	Non-Promoter	Rajalakshmi Natarajan Prasanna Natarajan Srinivasan Natarajan	4,49,000	Non QIB
3.	Saranga Investments and Consultancy Private Limited	Non-Promoter	Prasanna Natarajan Rajalakshmi Natarajan Srinivasan Natarajan	4,32,692	Non QIB

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ANNEXURE II

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares proposed to be allotted	Current Status / Category	Category (Post-issue)	Post issue % of capital that allottee will hold on fully diluted basis
1	Rajat Chakra Credit and Holdings Private Limited	1,93,26,870	Non-Promoter	Promoter	33.23%
2	Prasanna Natarajan	94,71,454	Non-Promoter	Promoter	16.28%
3	Sipping Spirits Private Limited	68,22,555	Non-Promoter	Promoter	11.73%
4	Saranga Investments and Consultancy Private Limited	65,74,755	Non-Promoter	Promoter	11.30%
5	Renuka Kumar	30,39,000	Non-Promoter	Public	5.23%
6	Sachika Kumar	30,39,000	Non-Promoter	Public	5.23%
7	Shreyas Raghav	22,03,275	Non-Promoter	Public	3.79%
8	Indira Shreyas	3,79,875	Non-Promoter	Public	0.65%
9	Thejas Krishna	3,03,900	Non-Promoter	Public	0.52%
10	Rajalakshmi Natarajan	1,520	Non-Promoter	Promoter Group	0.00%
	Total	5,11,62,204			87.96%

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Pre & Post Issue Shareholding Pattern

Pre-Issue Shareholding Pattern

Category	No. of Equity Shares	% of Paid-up Capital
Promoters / Promoter Group	Nil	0.00%
Public Shareholders	70,00,000	100.00%
Total	70,00,000	100.00%

Post-Issue Shareholding Pattern (After Preferential Issue)

Category	No. of Equity Shares	Paid-up Capital
Promoters / Promoter Group (Acquirers & PAC)	4,21,97,154	72.55%
Public Shareholders	1,59,65,050	27.45%
Total	5,81,62,204	100.00%

Note - Pursuant to the proposed preferential allotment, the Acquirers together with the Person Acting in Concert shall acquire control of the Company and shall be classified as Promoters / Promoter Group of the Company. The existing shareholders of the Company shall be reclassified as Public Shareholders. The above shareholding pattern is prepared based on the emerging voting capital of the Company post-preferential issue.

BY ORDER OF THE BOARD OF DIRECTORS
For TEJASSVI AAHARAM LIMITED

Sd/-

ABHISHEK LOHIA
Company Secretary and Compliance Officer

Date: February 24, 2026

Place: Chennai