

# TIAAN CONSUMER LIMITED

CIN: L66301GJ1992PLC017397

Regd Office: [405, Patel Ahwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Sayajigunj, Vadodara, Gujarat- 390005](#)

Corp Office: [J-71, Lower Ground Floor, J- Block, Paryavaran Complex, IGNOU Road, Neb Sarai, New Delhi-110062](#)

Email: [tiaanconsumerltd112@gmail.com](mailto:tiaanconsumerltd112@gmail.com), Mobile No.: [8294697644](tel:8294697644)

Website: [www.tiaanstore.in](http://www.tiaanstore.in)

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Date- 30.07.2025

To,

The Manager  
Department of Corporate Service,  
BSE Limited  
P.J. Towers, Dalal Street  
Mumbai-400001

**Scrip Code - 540108, ISIN: INE864T01011**

**Sub: Corrigendum to the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.**

Dear Sir,

Pursuant to Regulation 30 read with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Corrigendum to the notice of 33<sup>rd</sup> Annual General Meeting (AGM) of the Company scheduled to be held on Wednesday, 20<sup>th</sup> August, 2025 at 01:00 P.M. through Video Conferencing / Other Audio Visual Means for the financial year 2024-25. The aforesaid Notice is also available on the website of the company at [www.tiaanstore.in](http://www.tiaanstore.in)

Thanking You,  
Yours faithfully,

For and on behalf of Board of Directors of  
TIAAN CONSUMER LIMITED

Bhoomi Girish Bhadra  
Additional Director  
DIN: 10896624

# TIAAN CONSUMER LIMITED

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Regd Office: 405, Patel Ahwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Savajigunj,  
Vadodara, Gujarat- 390005

Corp Office: J-71, Lower Ground Floor, J- Block, Parvavaran Complex, IGNOU Road, Neb Sarai, New  
Delhi-110062, Website: [www.tiaanstore.in](http://www.tiaanstore.in)

Email: [tiaanconsumerl112@gmail.com](mailto:tiaanconsumerl112@gmail.com) Mobile no. 8294697644

## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of Tiaan Consumer Limited will be held on Wednesday, August 20<sup>th</sup> 2025 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

### **ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

- 2. APPOINTMENT OF M/S V R S K & ASSOCIATES (011199N) AS STATUTORY AUDITOR OF THE COMPANY.**

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

**"RESOLVED THAT**, pursuant to Section 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee and Board of Directors, **M/S V R S K & Associates**, Chartered Accountants, Registration no **(011199N)** allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Statutory Auditors of the Company as on **29/05/2025**, who shall hold office from the conclusion of this 33<sup>rd</sup> Annual General Meeting for a term of consecutive five years till conclusion of the 38<sup>th</sup> Annual General Meeting and that the Member be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the statutory audit of the Company."

**"RESOLVED FURTHER THAT** any of the director of the company, be and is hereby severally authorized to do and perform all necessary acts, deeds and things including incidental matters in connection with the above including execution, signing and filing of any forms, returns and documents with the concerned authorities."

**SPECIAL BUSINESS:**

**3. REGULARISATION OF ADDITIONAL DIRECTOR MR. MUNESH KUMAR (DIN: 09698731) AS EXECUTIVE DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Munesh Kumar (DIN-09698731)** as an Additional Director (Executive & Non-Independent) w.e.f **24.07.2025**, approval of the members is be and hereby accorded in 33<sup>rd</sup> Annual General Meeting by way of ordinary resolution for appointment of **Mr. Munesh Kumar (DIN-09698731)** as an Executive Director liable to retire by rotation for the period of five years from the date of conclusion of this 33<sup>rd</sup> Annual General Meeting.

**“RESOLVED FURTHER THAT** any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**4. APPOINTMENT OF SECRETARIAL AUDITOR FOR THE ONE TERM OF ONE YEAR FOR THE FINANCIAL YEAR 2025-26.**

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

**"RESOLVED THAT**, pursuant to the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of Audit committee and approval of the Board of Directors, the consent of the shareholders be and is hereby accorded its approval to appoint **M/s Parul Agrawal & Associates**, Practicing Company Secretaries having Membership Number A35968 & Certificate of Practice Number 22311 (Peer Review No. 3397/2023), as the Secretarial Auditor of the Company for the one term of one year for the financial year 2025-26 to conduct the Secretarial Audit and to submit the Secretarial Audit Report in accordance with the requirements of the Companies Act, 2013, and any other applicable laws, rules, and regulations”.

**“RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to fix the remuneration payable to the Secretarial Auditor for the one term of five consecutive years from the financial year 2025-26, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution, including the signing of necessary documents, filing with the Registrar of Companies, and ensuring compliance with all relevant provisions of law."

**5. REGULARISATION OF ADDITIONAL DIRECTOR MS. BHOOMI GIRISH BHADRA (DIN:-10896624) AS NON EXECUTIVE & INDEPENDENT WOMEN DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of

Directors for appointment of **Ms. Bhoomi Girish Bhadra (DIN:-10896624)** as an Additional Director (Non-Executive & Independent) w.e.f 26.06.2025, approval of the members is be and hereby accorded in 33<sup>rd</sup> Annual General Meeting by way of special resolution for appointment of Ms. Bhoomi Girish Bhadra (DIN:10896624) as Non-Executive & Independent Woman Director not liable to retire by rotation for the period of five years from the date of conclusion of this 33<sup>rd</sup> Annual General Meeting.

**“RESOLVED FURTHER THAT** any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**6. REGULARISATION OF ADDITIONAL DIRECTOR MR. DIVYESH KISHOR BHANUSHALI (DIN: 10860757) AS NON EXECUTIVE & INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modification the following as Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Divyesh Kishor Bhanushali (DIN: 10860757) as an Additional Director (Non-Executive & Independent) w.e.f 26.06.2025, approval of the members is be and hereby accorded in 33<sup>rd</sup> Annual General Meeting by way of special resolution for appointment of Mr. Divyesh Kishor Bhanushali (DIN: 10860757) as an Non-Executive & Independent Director not liable to retire by rotation for the period of five years from the date of conclusion of this 33<sup>rd</sup> Annual General Meeting.

**“RESOLVED FURTHER THAT** any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**7. REGULARISATION OF ADDITIONAL DIRECTOR MS. IRODA ALLOYOROVNA OCHILOVA (DIN: 09698799) AS NON EXECUTIVE & NON-INDEPENDENT DIRECTORS OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with and Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Ms. Iroda Alloyorovna Ochilova (DIN: 09698799)** as an Additional Director (Non-Executive & Non-Independent) w.e.f **24.07.2025**, approval of the members is be and hereby accorded in 33<sup>rd</sup> Annual General Meeting by way of ordinary resolution for appointment of **Ms. Iroda Alloyorovna Ochilova (DIN: 09698799)** as an Non-Executive & Non-Independent Director liable to retire by rotation for the period of five years from the date of conclusion of this 33<sup>rd</sup> Annual General Meeting.

**“RESOLVED FURTHER THAT** any of the Director of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including

appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

**ITEM NO. 8: TO APPROVE AMENDMENTS TO LOAN AGREEMENTS:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** the Supplementary Loan Agreement executed between the persons belonging to Non Promoter category and the Company as approved by the Board of Directors of the Company at their meeting held on July 24, 2025 for inserting, inter alia, which includes a clause for conversion of Unsecured Loan into Equity, a copy of which agreement duly initialed by the Chairman is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

**ITEM NO. 9: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹13,20,00,000/- (Rupees Thirteen Crore Twenty Lakh Only) divided into 1,32,00,000 (One Crore Thirty Two Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crore Only) consisting of 10,00,00,00,000 (One Thousand Crore) equity shares of face value ₹10/- (Rupees Ten Only) each ranking pari passu in all respects with the existing equity shares.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crore Only) consisting of 10,00,00,00,000 (One Thousand Crore) equity shares of face value ₹10/- (Rupees Ten Only) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution.”

**ITEM NO. 10: ISSUANCE OF UPTO 1,49,00,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER CATEGORY UPON CONVERSION OF OUTSTANDING UNSECURED LOAN**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and rules made thereunder (the “Act”) and any other applicable provisions, if any, of the Companies Act, 2013, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (**“Stock Exchange(s)”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 1,49,00,00,000 (One Hundred Forty Nine Crore) Equity Shares of face value of ₹10/- (Rupees Ten Only) fully paid up, to non-promoter category, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹14,90,00,00,000/- (Rupees Fourteen Hundred Ninety Crore Only) at an issue price of ₹10/- (Rupees Ten Only) per equity share as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons (**“Proposed Allottees”**):

<b>S. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>No. of Equity Shares to be allotted</b>
1.	Alstone Textiles (India) Limited	Non-Promoter	35,00,00,000
2.	Blue Bell Finance Limited	Non-Promoter	35,00,00,000
3.	Shanta Agencies Private Limited	Non-Promoter	35,00,00,000
4.	Shri Niwas Leasing and Finance Limited	Non-Promoter	9,00,00,000
5.	Twinkle Mercantiles & Credits Private Limited	Non-Promoter	35,00,00,000
<b>Total</b>			<b>1,49,00,00,000</b>

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Monday, July 21, 2025, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on, i.e., Wednesday, August 20, 2025.”

**“RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required

to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.

- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed 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 there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form."

**"RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, 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, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

**By order of Board of Directors of  
Tiaan Consumer Limited**

Sds/-  
**Apra Sharma**  
**Company Secretary**  
**Mem. No. 27659**

**Date: 24.07.2025**  
**Place: New Delhi**

**Add: J-71, Lower Ground floor, J- Block Paryavaran complex,  
Ignou road, Neb sara, i, NewDelhi, Delhi, India, 110062**

# **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 03, 04, 05, 06, 07, 08, 09, and 10 of the accompanying Notice dated 24<sup>th</sup> July, 2025.

## **ITEM NO. 03 REGULARISATION OF MR. MUNESH KUMAR (DIN-09698731) AS EXECUTIVE DIRECTOR OF THE COMPANY**

Mr. Munesh Kumar (DIN-09698731) was appointed as an Additional Executive Director by the Board of the Company with effect from 24/07/2025. Nomination and Remuneration Committee at its meeting has considered, approved and recommended to the Board of Directors for appointment of Mr. Munesh Kumar as Executive Director.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 03 of the accompanying Notice for approval of the Members.

## **ITEM NO. 04 APPOINTMENT OF SECRETARIAL AUDITOR FOR ONE TERM OF ONE YEAR FOR THE FINANCIAL YEAR 2025-26.**

In terms of Section 204 of the Companies Act, 2013, every listed company and every other prescribed class of companies, is required to appoint a Secretarial Auditor to conduct the Secretarial Audit for the company. The Secretarial Audit Report is required to be annexed to the Board’s Report in terms of the said Section.

The Board of Directors, after considering the provisions of Section 204 of the Companies Act, 2013, and the rules made thereunder read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the regulations made thereunder upon recommendation received from the Audit Committee to appoint M/s Parul Agrawal & Associates, Practicing Company Secretaries having Membership Number A35968 & Certificate of Practice Number 22311, to undertake the Secretarial Audit for the one term of 1 years for the financial year 2025-26.

The Board accordingly recommends the Special Resolution set out at Item No. 04 of the accompanying Notice for approval of the Members.

## **ITEM NO.05 REGULARISATION OF ADDITIONAL DIRECTOR MS. BHOOMI GIRISH BHADRA (DIN:-10896624) AS NON EXECUTIVE & INDEPENDENT WOMEN DIRECTORS OF THE COMPANY.**

Ms. Bhoomi Girish Bhadra (DIN:-10896624) was appointed as an Additional Director [Non – Executive Independent Director] w.e.f. June 26, 2025 for a term and a period upto 5 years w.e.f. the date of appointment as an Additional Director under provisions of the Companies Act, 2013 (the Act) and will be regularized as Independent Director by the Shareholders at the 33<sup>rd</sup> Annual General Meeting (AGM). Based on the opinion of Board and on its evaluation Ms. Bhoomi Girish Bhadra fulfils the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. It is proposed to appoint her as an Independent Director for a term and a period upto 5 years. The above appointment of Ms. Bhoomi Girish Bhadra as an Independent Director on the Board of the Company, is not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution financially or otherwise except Ms. Bhoomi Girish Bhadra to the extent to which the resolution relates.



The Board of Directors of your Company recommends passing of the resolution as set out at Item No.05 as a Special Resolution.

**ITEM NO. 06 REGULARISATION OF ADDITIONAL DIRECTOR MR. DIVYESH KISHOR BHANUSHALI (DIN: 10860757) AS NON EXECUTIVE & INDEPENDENT DIRECTORS OF THE COMPANY.**

Mr. Divyesh Kishor Bhanushali (DIN: 10860757) was appointed as an Additional Director [Non – Executive Independent Director] w.e.f. June 26, 2025 for a term and a period upto 5 years w.e.f. the date of appointment as an Additional Director under provisions of the Companies Act, 2013 (the Act) and will be regularized as Independent Director by the Shareholders at the 33<sup>rd</sup> Annual General Meeting (AGM). Based on the opinion of Board and on its evaluation Mr. Divyesh Kishor Bhanushali fulfils the conditions specified in the Act, Rules made thereunder and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. It is proposed to appoint her as an Independent Director for a term and a period upto 5 years. The above appointment of Mr. Divyesh Kishor Bhanushali as an Independent Director on the Board of the Company, is not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution financially or otherwise except Mr. Divyesh Kishor Bhanushali to the extent to which the resolution relates.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.06 as a Special Resolution.

**ITEM NO. 07 REGULARISATION OF IRODA ALLOYOROVNA OCHILOVA (DIN: 09698799) AS NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE COMPANY**

Ms. Iroda Alloyorovna Ochilova (DIN: 09698799) was appointed as an Additional Non-Executive Director by the Board of the Company with effect from 24/07/2025. Nomination and Remuneration Committee at its meeting has considered, approved and recommended to the Board of Directors for appointment of Iroda Alloyorovna Ochilova as Non-Executive & Non-Independent Director.

The Board accordingly recommends the Special Resolution set out at Item No. 07 of the accompanying Notice for approval of the Members.

**ITEM NO. 8: TO APPROVE AMENDMENTS TO LOAN AGREEMENTS:**

The Company has availed financial assistance from certain non-promoters to meet the requirement of working Capital of the Company in the form of Unsecured Loan. However, Company is not able to repay the debts to them due to financial crunch of the Company and cash flow mismatch. Accordingly, on receiving the request from the non-promoter group to convert the said Unsecured Loan into Equity.

Considering the financial condition of the Company and with the intention of getting the Company back on track, the non-promoter group have agreed to convert the said outstanding Unsecured Loan into Equity Shares. Accordingly, the Board at its meeting held on July 24, 2025 approved the conversion of Unsecured Loan of the following Non-Promoter category into Equity shares subject to the approval of Shareholders.

Sr. No.	Name of the Investors
1.	Alstone Textiles (India) Limited
2.	Blue Bell Finance Limited
3.	Shanta Agencies Private Limited

4.	Shri Niwas Leasing and Finance Limited
5.	Twinkle Mercantiles & Credits Private Limited

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at Item No. 8 for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 8 of this Notice.

**ITEM NO. 9: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. Presently, the Authorized Share Capital of the Company is ₹13,20,00,000/- (Rupees Thirteen Crore Twenty Lakh Only) divided into 1,32,00,000 (One Crore Thirty Two Lakh) Equity Shares of ₹10/- (Rupees Ten Only) each, it is proposed to increase the Authorized Share Capital to ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crore Only) consisting of 10,00,00,00,000 (One Thousand Crore) equity shares of face value ₹10/- (Rupees Ten Only) each by the creation of additional 9,98,68,00,000 equity shares of ₹10/- (Rupees Ten Only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 5.00 P.M. on all working days of the Company (except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 9 of this Notice.

**ITEM NO. 10: ISSUANCE OF UPTO 1,49,00,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTER CATEGORY UPON CONVERSION OF OUTSTANDING UNSECURED LOAN**

The Special Resolutions contained in Item No. 10 of the Notice, have been proposed pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013, to issue and allot upto 1,49,00,00,000 (One Hundred Forty Nine Crore) Equity Shares of face value of ₹10/- (Rupees Ten Only) each towards conversion of loan to the extent of ₹14,90,00,00,000/- (Rupees Fourteen Hundred Ninety Crore Only), to the Non Promoter category of the Company at an Issue Price of ₹10/- (Rupees Ten Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The Non-Promoter category have extended loans to the Company and the Company proposes to convert loans worth ₹14,90,00,00,000/- (Rupees Fourteen Hundred Ninety Crore Only) into Equity Shares on private placement basis.

The proposed preferential issue is to be issued to the Non-Promoter category as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on July 24, 2025.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Section 62 of the Companies Act, 2013, read with Section 42 and the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 10 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

**a. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:**

The Board of Directors at its meeting held on July 24, 2025, have, subject to the approval of the Members of the Company and such other approvals as may be required, approved the issuance and allotment of upto 1,49,00,00,000 (One Hundred Forty Nine Crore) Equity Shares of face value of ₹10/- (Rupees Ten Only) fully paid up, to Non-Promoter category, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹14,90,00,00,000/- (Rupees Fourteen Hundred Ninety Crore Only) per Equity Share at an Issue Price of ₹10/- (Rupees Ten Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations to the following Proposed Allottees:

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted
1.	Alstone Textiles (India) Limited	Non-Promoter	35,00,00,000
2.	Blue Bell Finance Limited	Non-Promoter	35,00,00,000
3.	Shanta Agencies Private Limited	Non-Promoter	35,00,00,000
4.	Shri Niwas Leasing and Finance Limited	Non-Promoter	9,00,00,000
5.	Twinkle Mercantiles & Credits Private Limited	Non-Promoter	35,00,00,000
<b>Total</b>			<b>1,49,00,00,000</b>

**b. Objects of the Issue:**

There are Unsecured Loans from the Non Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Alstone Textiles (India) Limited, Blue Bell Finance Limited, Shanta Agencies Private Limited, Shri Niwas Leasing

and Finance Limited and Twinkle Mercantiles & Credits Private Limited to the extent of ₹14,90,00,00,000/- (Rupees Fourteen Hundred Ninety Crore Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Non-Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans into Equity Shares which is in best interest of the Company, and it will also strengthen the financial position of the Company by reducing liabilities and it will also increase net worth of the Company.

**c. Allocation of Preferential Issue funds**

The issue of securities as mentioned in Item No. 10 of this Notice is pursuant to conversion of unsecured loan of person belonging to the Non-Promoter category and allocation of the same is as following:

<b>S. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Outstanding loan proposed to be converted</b>
1.	Alstone Textiles (India) Limited	3,50,00,00,000
2.	Blue Bell Finance Limited	3,50,00,00,000
3.	Shanta Agencies Private Limited	3,50,00,00,000
4.	Shri Niwas Leasing and Finance Limited	90,00,00,000
5.	Twinkle Mercantiles & Credits Private Limited	3,50,00,00,000
	<b>Total</b>	<b>14,90,00,00,000</b>

The total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

**d. Schedule of implementation and Deployment of Funds**

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

**e. Interim Use of Proceeds**

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

**f. Appraisal and Monitoring Agency**

As the size of this Issue is above ₹100 Crores, in terms of Regulation 162A of the SEBI ICDR Regulations, our Company will appoint monitoring agency for this Issue, if applicable.

**g. Basis on which the price has been arrived at along with report of the registered valuer**

The equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the

Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Equity Shares shall be issued not less than higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 5.65/- per Equity shares; or
- b. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 4.82/- per Equity shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares proposed to be allotted shall be higher of the following parameters:

- I. Price determined as per the provisions of Regulation 164 of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹ 5.65/- per Equity Shares.  
Or
- II. Price determined as per provisions of the Regulation 166A of the SEBI ICDR Regulations which is ₹ 6.22/- per Equity Shares.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 6.22/- per Equity Shares. The issue price is ₹ 10.00/- (Rupees Ten Only) per Equity Shares which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is Company at [https://tiaanstore.in/resource/Shareholding\\_Information/Annual\\_Report.aspx](https://tiaanstore.in/resource/Shareholding_Information/Annual_Report.aspx)

#### **h. Relevant Date**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, July 21, 2025 being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on, i.e., Wednesday, August 20, 2025.

**i. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer**

None of the promoters, directors or key managerial personnel of the issuer intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified hereinabove.

**j. The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (k) below.

**k. 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, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Equity Shares to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding		No. of Shares	% of holding
1.	Alstone Textiles (India) Limited	Non-Promoter	NA*	Nil	Nil	35,00,00,000	35,00,00,000	23.33%
2.	Blue Bell Finance Limited	Non-Promoter	Moni	Nil	Nil	35,00,00,000	35,00,00,000	23.33%
3.	Shanta Agencies Private Limited	Non-Promoter	Parmanand Chaubey	Nil	Nil	35,00,00,000	35,00,00,000	23.33%
4.	Shri Niwas Leasing and Finance Limited	Non-Promoter	NA*	Nil	Nil	9,00,00,000	9,00,00,000	6.00%
5.	Twinkle Mercantiles & Credits Private Limited	Non-Promoter	Sanjay Bhatnagar	Nil	Nil	35,00,00,000	35,00,00,000	23.33%

(\*) As Alstone Textiles (India) Limited and Shri Niwas Leasing and Finance Limited are listed entities.

**l. Proposed time limit within which the allotment shall be complete:**

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**m. The shareholding pattern of the issuer before and after the preferential issue:**

- 1 The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:**

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
		No. of equity shares held	% of Shares		No. of equity shares held	% of Shares
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>					
A1	Indian Promoter	1,851	0.02%	0	1,851	0.00%
A2	Foreign Promoter	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,851</b>	<b>0.02%</b>	<b>0</b>	<b>1,851</b>	<b>0.00%</b>
<b>B</b>	<b>Public Shareholding</b>					
<b>B1</b>	<b>Institutions (Domestic)</b>	0	0.00%	0	0	0.00%
<b>B2</b>	<b>Institutions (Foreign)</b>	0	0.00%	0	0	0.00%
<b>B3</b>	<b>Central Government/ State Government(s)/ President of India</b>	0	0.00%	0	0	0.00%
<b>B4</b>	<b>Non-Institutions</b>					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	42,80,175	41.68%	0	42,80,175	0.29%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	54,35,838	52.93%	0	54,35,838	0.36%
	Non-Resident Indians (NRIs)	3,46,460	3.37%	0	3,46,460	0.02%
	Bodies Corporate	2,04,691	1.99%	1,49,00,00,000	1,49,02,04,691	99.33%
	<b>Sub Total B4</b>	<b>1,02,67,164</b>	<b>99.98%</b>	<b>1,49,00,00,000</b>	<b>1,50,02,67,164</b>	<b>100.00%</b>
	<b>Sub Total B= B1+B2+B3+B4</b>	<b>1,02,67,164</b>	<b>99.98%</b>	<b>1,49,00,00,000</b>	<b>1,50,02,67,164</b>	<b>100.00%</b>

	<b>Total Shareholding(A+B)</b>	<b>1,02,69,015</b>	<b>100.00%</b>	<b>1,49,00,00,000</b>	<b>1,50,02,69,015</b>	<b>100.00%</b>
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**n. Consequential Changes in the control and change in management.**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**o. 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 price.**

During the year, the Company has not made any allotment on preferential basis.

**p. Principle terms of assets charged as securities.**

Not applicable.

**q. Material terms of raising such securities**

The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**r. Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**s. The current and proposed status of the allottee(s) post Preferential Issue namely, non-promoter**

Existing promoters will continue as promoter of the Company and pursuant to this allotment, the proposed allottees shall be covered under the head non – promoter/public category of the Company.

**t. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

<b>Sr. No.</b>	<b>Name of proposed allottees</b>	<b>Percentage of post preferential issue</b>
1.	Alstone Textiles (India) Limited	23.33%
2.	Blue Bell Finance Limited	23.33%
3.	Shanta Agencies Private Limited	23.33%
4.	Shri Niwas Leasing and Finance Limited	6.00%
5.	Twinkle Mercantiles & Credits Private Limited	23.33%

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

Not applicable, since the proposed allotment will be made on cash basis, as the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

**v. Amount which the company intends to raise by way of such securities.**



Not Applicable, since the issue is pursuant to conversion of outstanding unsecured loan into equity.

**w. Certificate of Practicing Company Secretary**

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.tiaanstore.in](http://www.tiaanstore.in).

**x. Other disclosures/Undertaking**

- i. 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.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. 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(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any shares of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 10 as Special Resolution for your approval.

None of the Directors, Promoters and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the accompanying notice, except mentioned in point no. i above or to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the Members of the Company as per applicable laws.

**By order of Board of Directors of  
Tiaan Consumer Limited**

**SD/-**

**Apra Sharma**

**Company Secretary**

**Mem. No. 27659**

**Date: 24.07.2025**

**Place: New Delhi**

**Add: J-71, Lower Ground floor, J- Block Paryavaran complex,  
Ignou road, Neb sara, i, NewDelhi, Delhi, India, 110062**

## NOTES

1. Ministry of Corporate Affairs (“MCA”) has vide its General circular no. 10/2022 dated December 28, 2022 read with circular No. 2/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.

3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

4. 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 AGM through VC /OAVM on its behalf and to vote during the AGM. The said Resolution/Authorization shall be sent to the e-mail id of Scrutinizer i.e. [roc.pcsbkh@gmail.com](mailto:roc.pcsbkh@gmail.com) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). The said Resolution/Authorization may be sent to the Company at its email address to [tiaanconsumerltd112@gmail.com](mailto:tiaanconsumerltd112@gmail.com) or send the physical copy to registered office/ corporate office of the Company.

5. The Members can join the Annual General Meeting 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 Annual General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will 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 Annual General Meeting without restriction on account of first come first served basis.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 13<sup>th</sup> August, 2025 to 20<sup>th</sup> August, 2025.

7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2025 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, **MCS Share Transfer Agent Limited** for assistance in this regard.

9. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.

**10.** Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company in case the shares are held by them in physical form.

**11.** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company in case the shares are held in physical form.

**12.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

**13.** In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

**14.** AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021. The Securities and Exchange Board of India ("SEBI") vide its Circular Nos.: SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.

**15.** In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website of the Stock Exchanges i.e. Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

**16.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**17.** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**18.** 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.cdsl.com](http://www.evoting.cdsl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

**19.** Instructions for e-voting and AGM are as follows:

# VOTING THROUGH ELECTRONICS MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

2. The remote e-voting period commences on **Sunday 17<sup>th</sup> August, 2025 (9:00 A.M. IST) and ends on Tuesday August 19<sup>th</sup>, 2025 (5:00 P.M. IST)**. During this period, Members holding shares either in physical form or in dematerialized form as on **Wednesday 13<sup>th</sup> August, 2025** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the AGM.

3. The Board of Directors has appointed **ACS Parul Agrawal, Practicing Company Secretaries** as the Scrutinizer to scrutinize the voting during the 33<sup>rd</sup> AGM and remote e-voting process in a fair and transparent manner.

4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.





## **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 And CDSL e-Voting system**

A) Login method for e-Voting 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 securities in demat mode with NSDL.	<p><b>1.</b> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on 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><b>2.</b> If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>3.</b> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 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> <p><b>4.</b> Shareholders/Members can also download NSDL mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4. <b>Alternatively</b>, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., CDSL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on 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.

**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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43

**B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in dematerialized 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 clicking the 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, Password/OTP and a verification code as shown on the screen.



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

5. Your User ID details are given below: -

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
<b>a)</b> 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>b)</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*****
<b>c)</b> For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. 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.

b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.

c) How to retrieve your 'initial password'?

(i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@cdsl.com](mailto:evoting@cdsl.com) Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.

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.cdsl.com](http://www.evoting.cdsl.com).

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, PAN, name and registered address.

d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.



8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

9. Now, you will have to click on “Login” button.

10. 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, 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. You are ready for e-voting as the voting page opens now.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or 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 and you will receive a confirmation by way of a SMS on your registered mobile number.

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:-**

#### **A. Instructions for Members for attending the AGM through VC / OAVM are as under:**

1. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

2. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [tiaanconsumerltd112@gmail.com](mailto:tiaanconsumerltd112@gmail.com) from August 13<sup>th</sup> 2025 (09:00 A.M. IST) to August 20<sup>th</sup> 2025 (05:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution 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 [tiaanconsumerltd112@gmail.com](mailto:tiaanconsumerltd112@gmail.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

3. Alternatively, member may send an e-mail request to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**The instructions for members for Voting on the day of AGM are as under: -**

1. Only those Members/ shareholders, who will be present in the Annual General Meeting 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 in the Annual General Meeting.
2. Members who have voted through remote e-voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
3. The details of the person who may be contacted for any grievances connected with the facility for Voting on the day of the Annual General Meeting shall be the same person mentioned for remote e-voting.

**By order of Board of Directors of  
Tiaan Consumer Limited**

**Sd/-  
Apra Sharma  
Company Secretary  
Mem. No. 27659**

**Date: 24.07.2025  
Place: New Delhi**

**Add: J-71, Lower Ground floor, J- Block Paryavaran complex,  
Ignou road, Neb sara, i, NewDelhi, Delhi, India, 110062**

**ANNEXURE TO NOTICE**

**Details of Director seeking appointment/re-appointment in the 33<sup>RD</sup> Annual General Meeting**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]**

<b>Name</b>	<b>Mr. Munesh Kumar</b>	<b>Mr. Divyesh Kishor Bhanushali</b>
DIN	09698731	10860757
Nationality	Indian	Indian
Designation	Executive Director	Independent Director
Date of first Appointment	24/07/2025	26/06/2025
Qualifications	Graduate	Graduate
Directorship in other Listed Companies *	NIL	1.GENESIS DEVELOPERS AND HOLDINGS LIMITED 2. HILLRIDGE INVESTMENTS LIMITED 3. STARLIT POWER SYSTEMS LIMITED 4. INDIA SOLOMON HOLDINGS LIMITED

Memberships / Chairmanship of Committees of other Listed Companies	<b>NIL</b>	<b>1. GENESIS DEVELOPERS AND HOLDINGS LIMITED</b> 1.Audit Committee- Chairperson 2. Stakeholder Relationship Committee- Chairperson  <b>2. HILLRIDGE INVESTMENTS LIMITED</b> 1.Audit Committee-Member 2. Stakeholder Relationship Committee- Member  <b>3. STARLIT POWER SYSTEMS LIMITED</b> 1.Audit Committee- Chairperson 2. Stakeholder Relationship Committee- Member  <b>4. INDIA SOLOMON HOLDINGS LIMITED</b> 1.Audit Committee- Member 2. Stakeholder Relationship Committee- Member
Relationship with other Directors / Key Managerial Personnel	NIL	NIL
No. of shares held in the Company either by self or on a beneficial basis for any other person	NIL	NIL

Name	Ms. Bhoomi Girish Bhadra	Ms. IRODA OCHILOVA ALLOYOROVNA
DIN	10896624	09698799
Nationality	Indian	UZBEKISTAN
Designation	Independent Director	Non-Executive Director
Date of first Appointment	26/06/2025	24/07/2025
Qualifications	Graduate	Graduate
Directorship in other Listed Companies *	1.GENESIS DEVELOPERS AND HOLDINGS LIMITED 2. STARLIT POWER SYSTEMS LIMITED	NIL
Memberships / Chairmanship of Committees of other Listed Companies	<b>1. GENESIS DEVELOPERS AND HOLDINGS LIMITED</b> 1.Audit Committee- Member 2. Stakeholder Relationship Committee- Member  <b>2. STARLIT POWER SYSTEMS LIMITED</b> 1.Audit Committee- Member 2. Stakeholder Relationship Committee- Chairperson	<b>NIL</b>
Relationship with other Directors / Key Managerial Personnel	NIL	NIL
No. of shares held in the Company either by self or on a beneficial basis for any other person	NIL	NIL