

**NOTICE**

To,  
The Members,

**NOTICE** is hereby given that the **03<sup>rd</sup> (Third) Annual General Meeting** of the members of **TBI CORN LIMITED** will be held on Friday, 19<sup>th</sup> September, 2025 at 11:00 A.M. (IST) at the Registered Office of the Company situated at A5/3 & A5/4, MIDC, MIRAJ, Tal- Miraj, Dist- Sangli, Maharashtra, India, 416410 to transact the following businesses:

**ORDINARY BUSINESSES:**

**1. To receive, consider and adopt;**

- the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.

**2. To consider and approve appointment of Mr. Ninad Anand Yedurkar (DIN 05266899) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.**

**SPECIAL BUSINESSES:**

**3. To Approve Alteration of The Articles of Association of the Company;**

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

**“RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of Companies Act, 2013 read with the relevant rules framed thereunder, if applicable (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies) to the extent necessary, consent of the members be and is hereby accorded to alter the Articles of Association of the Company in the manner set out herein below;

The existing Article No. 7 is replaced with the new Articles of Association of the Company as under;

<b>Existing Article No. 7</b>	<b>New Article No. 7</b>
The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	7a. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.  7b. The Board or the Company, as the case may be, may, in accordance with the



Act and the Rules, issue further shares to:

- i. persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- ii. employees under any scheme of employees' stock option; or
- iii. any persons, whether or not those persons include the persons referred to in clause (i) or clause (ii) above.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution."

**4. To approve and adopt Employee Stock Option Scheme called "TBI CORN Employees Stock Option scheme 2025"**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the board of directors of the Company ("Board") vide resolution dated **August 27, 2025**, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of National Stock Exchange Limited where the shares of the company are listed and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to approve the **TBI CORN Employees Stock Option scheme 2025** (hereinafter referred to as the **"ESOP TBI CORN 2025"**) and to the Board (which term shall be fit constituted to exercise its powers, including the powers, conferred by this resolution), to offer and grant, up to **907,900 (Nine lakh seven thousand nine hundred only)** employee stock options, unless otherwise decided by the Board, to the eligible employees of the Company, determined in accordance with the terms of **ESOP TBI CORN 2025**, from time to time, in one or more tranches, exercisable in aggregate into not more than 5% of the total post-issue capital as equity shares of the Company, with each such option being exercisable for one equity

share of a face value of Rs. 10/- (Rupees Ten only) each fully paid-up on payment of the requisite exercise price to the Company, and on such terms and conditions as may be determined by the Board / NRC Committee in accordance with the provisions of the **ESOP TBI CORN 2025** and provisions of applicable law as may be prevailing at that time.

**RESOLVED FURTHER THAT** approval of the members of the Company be and is hereby accorded to the Board to implement the **ESOP TBI CORN 2025** and to allot such number of equity shares of the Company, not exceeding **907,900 (Nine lakh seven thousand nine hundred only)** equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, to the eligible employees pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, upon due exercise of the options granted to them in accordance with **ESOP TBI CORN 2025**, at such price as may be deemed fit, in due compliance with the provisions of the Companies Act, 2013, including any rules framed thereunder.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as bonus issue, rights issue and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the employee stock options granted including issue of any additional equity shares by the Company to the employee stock option grantees and the ceiling of **907,900 (Nine lakh seven thousand nine hundred only)** of options / equity shares shall be deemed to increase to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of options available for being granted under the **ESOP TBI CORN 2025**, shall stand modified accordingly, so as to ensure that the cumulative paid up value of the total equity shares arising out of exercise of options that can be issued remains unchanged, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and on behalf of the Company, to settle any question, difficulty or doubt that may arise in regard to such issue or offer, allocation, allotment and to make any consequential modifications, changes, variations, alterations or revisions in **ESOP TBI CORN 2025** in conformity with the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association of the Company and other applicable laws and do all such acts, deeds, things as may be necessary or desirable in connection with or incidental to giving effect to these resolutions.”

#### **5. To appoint the Secretarial 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 the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. HM & Associates, Practicing Company Secretaries (Firm Number: P2025GJ103300) be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive years commencing

from FY 2025-26 to FY 2029-30, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Secretarial Auditor;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditor, from time to time, and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. To approve the material transactions to be entered with Agripivot Ventures Private Limited, a related party;**

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

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof (“the Act”), Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the “Listing Regulations”) as amended from time to time, the Related Party Transactions policy of the Company, the approval of the Audit Committee, and based on recommendations of the Board; the approval of the Shareholders of the Company be and is hereby given to the Company to enter into the transactions of (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) (I) Purchase or Sale of material or goods and (II) Availing or rendering the services, (III) leasing of property of any kind; (IV) availing or rendering of any services; (V) appointment of any agent for purchase or sale of goods, materials, services or property; (VI) such related party’s appointment to any office or place of profit in the company, its subsidiary company or associate company; and (VII) underwriting the subscription of any securities or derivatives thereof, of the company: with Agripivot Ventures Private Limited (“Agripivot”), a Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore) per annum.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**7. To approve the material transactions to be entered with Dhar Ventures Private Limited, a related party;**

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

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof (“the Act”), Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the “Listing Regulations”) as amended from time to time, the Related Party Transactions policy of the Company, the approval of the Audit Committee, and based on recommendations of the Board; the approval of the Shareholders of the Company be and is hereby given to the Company to enter into the transactions of (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) (I) Purchase or Sale of material or goods and (II) Availing or rendering the services, (III) leasing of property of any

kind; (IV) availing or rendering of any services; (V) appointment of any agent for purchase or sale of goods, materials, services or property; (VI) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (VII) underwriting the subscription of any securities or derivatives thereof, of the company: with DHAR VENTURES PRIVATE LIMITED ("DHAR"), a Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore) per annum."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**8. To approve the material transactions to be entered with TBI Maize-Processors Private Limited, a related party;**

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof ("the Act"), Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the "Listing Regulations") as amended from time to time, the Related Party Transactions policy of the Company, the approval of the Audit Committee, and based on recommendations of the Board; the approval of the Shareholders of the Company be and is hereby given to the Company to enter into the transactions of (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) (I) Purchase or Sale of material or goods and (II) Availing or rendering the services, (III) leasing of property of any kind; (IV) availing or rendering of any services; (V) appointment of any agent for purchase or sale of goods, materials, services or property; (VI) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (VII) underwriting the subscription of any securities or derivatives thereof, of the company: with TBI MAIZE-PROCESSORS PRIVATE LIMITED ("TBI MAIZE"), a Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore) per annum."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**9. To approve the material transactions to be entered with Revita Starch Private Limited, a related party;**

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof ("the Act"), Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the "Listing Regulations") as amended from time to time, the Related Party Transactions policy of the Company, the approval of the Audit Committee, and based on recommendations

of the Board; the approval of the Shareholders of the Company be and is hereby given to the Company to enter into the transactions of (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) (I) Purchase or Sale of material or goods and (II) Availing or rendering the services, (III) leasing of property of any kind; (IV) availing or rendering of any services; (V) appointment of any agent for purchase or sale of goods, materials, services or property; (VI) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (VII) underwriting the subscription of any securities or derivatives thereof, of the company: with REVITA STARCH PRIVATE LIMITED ("REVITA"), a Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore) per annum."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**10. To approve the material transactions to be entered with TBI Foundation, a related party;**

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

**"RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment thereof ("the Act"), Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the "Listing Regulations") as amended from time to time, the Related Party Transactions policy of the Company, the approval of the Audit Committee, and based on recommendations of the Board; the approval of the Shareholders of the Company be and is hereby given to the Company to enter into the transactions of (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) (I) Purchase or Sale of material or goods and (II) Availing or rendering the services, (III) leasing of property of any kind; (IV) availing or rendering of any services; (V) appointment of any agent for purchase or sale of goods, materials, services or property; (VI) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and (VII) underwriting the subscription of any securities or derivatives thereof, of the company: with **TBI Foundation** ("TBI Foundation"), a Related Party under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore) per annum."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**Registered Office:**

A5/3 & A5/4, MIDC, Miraj  
Sangli Maharashtra 416410

**Date:** 27<sup>th</sup> August, 2025

**Place:** Sangli

**By Order of the Board of Directors of  
TBI Corn Limited,**

**Sd/-**

**Yogesh Laxman Rajhans**

**Chairman and Managing Director**

**DIN: 09408693**

**NOTES:**

1. The register of members and share transfer books shall remain closed from Saturday September 13, 2025 to Friday September 19, 2025 (Both days inclusive) for the Annual General Meeting.
2. A member entitled to attend and vote at the 3<sup>rd</sup> AGM of the company is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company.
3. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
6. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.
8. Relevant documents referred to in the Notice, statutory register and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours between (11:00 am to 2:00 pm) on all working days except Saturdays up to the date of the Annual General Meeting.

9. Members seeking any information or clarification on the accounts are requested to send written queries on [cs@tbicorn.com](mailto:cs@tbicorn.com) to the Company, at least 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.
10. In line with the various Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of AGM, along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended **31<sup>st</sup> March, 2025** is uploaded on the Company's website and may be accessed by the members at <https://tbicorn.com/investor-corner/>.
11. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
12. Members are requested to register their email IDs with the demat accounts and encourage paper free communications. The Company would send its annual reports and other communications to the members on their registered email IDs. The shareholders may register their email IDs with their Brokers or with Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Office, Selenium Tower- B, Plot 31-32, Gachibowli, Financial District, Nanakramguda. Serilingampally, Hyderabad- 500 032, Telangana, India. Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Office, Selenium Tower- B, Plot 31-32, Gachibowli, Financial District, Nanakramguda. Serilingampally, Hyderabad- 500 032, Telangana, India. Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
14. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
15. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.



16. The Route Map to the venue of the meeting is annexed to this Notice and is also available at: <https://maps.app.goo.gl/797CdN5FH2GyRgNh9>

**17. Voting through electronic means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting). The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed **Mr. Himanshu Surendrakumar Gupta** of **M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, Ahmedabad**, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

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

**The remote e-voting period begins on Tuesday, 16<sup>th</sup> September, 2025 at 09:00 A.M. and ends on Thursday, 18<sup>th</sup> September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 12<sup>st</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 12<sup>th</sup> September, 2025.**

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

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting 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.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</li> </ol>

authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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. 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [himanshugupta@live.com](mailto:himanshugupta@live.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

**General Instructions:**

- a. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.tbicorn.com](http://www.tbicorn.com) within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the NSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS MENTIONED BELOW**

**Item 3. ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:**

As per Agenda Item No. 4 of this Notice, the Board of Directors has approved the "TBI CORN Employees Stock Option scheme 2025." Consequently, in accordance with the applicable provisions, it is necessary to incorporate the requisite provisions in the Articles of Association of the Company. Accordingly, the Board of Directors, at their meeting held on 27th August 2025, approved the alteration of the Articles of Association by substituting the existing Article No. 7 with the new article as set out in Resolution No. 3 of this Notice, to align the same with the regulations relating to share capital and variation of rights, as the Board deems appropriate.

The Board of Directors of the Company believe that the proposed alteration is in the best interest of the Company and therefore recommends the Special Resolution as set out Item No. 3 in the accompanying notice for your approval.

None of the Promoter and Promoter Group, Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution.

**Item 4. TO APPROVE TBI CORN EMPLOYEES STOCK OPTION SCHEME 2025**

Stock options have long been recognized internationally as an effective instrument to align the incentivize and reward its senior leadership team and key management team ("Key Personnel"), providing an opportunity to eligible employees to share the growth of the company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the company and its employees, paving the way for a unified approach to the common objective of enhancing overall shareholders value.

In the present competitive economic environment in the country and in the long-term interests of the Company and its shareholders, it is necessary that the Company adopts suitable measures for attracting and retaining qualified, talented and competent personnel.

An employee stock option scheme, designed to foster a sense of ownership and belonging amongst personnel, is a well-accepted approach to this end. It is, therefore, appropriate to consider an Employee Stock Option Scheme for the employees of the Company and its subsidiary company(ies).

The Board of Directors of the Company, at its meeting held on 27<sup>th</sup> August,2025 approved the TBI CORN Employees Stock Option scheme 2025 (hereinafter referred to as the ("**ESOP TBI CORN 2025**") for the benefit of eligible Employees of the Company.



Disclosure/main features of **TBI CORN Employees Stock Option scheme 2025** pursuant to the Companies Act, 2013 are as under:

**a. Brief description of the Scheme:** Based on the Board meeting held on 27<sup>th</sup> August, 2025, the TBI CORN Employees Stock Option scheme 2025 was finalized for eligible employees according to the following criteria:

- The aggregate number of Options that may be Granted under this ESOP scheme shall not exceed 907,900 (Nine lakh seven thousand nine hundred only) shares (4.99% of 1,81,58,405 shares) subject to adjustment as may be required due to any Corporate Action or Change in Capital Structure of the Company.
- Each of such Option(s) shall confer upon the Option Holder the right to subscribe 1 Equity Share of the Company of face value Rs. 10 (Ten) each fully paid-up, at the Exercise Price.

**b. Total number of stock options to be granted:**

The total number of stocks granted under the scheme shall not exceed **907,900 (Nine lakh seven thousand nine hundred)** Shares of the Company, unless otherwise determined by the Board / NRC Committee.

**c. Identification of classes of Employees entitled to participate in the Scheme:** As decided by the management on a case-by-case basis, eligibility will be determined by their qualifications or past performance, contribution to the company's growth, and the criticality of the position held within the company.

**d. Requirements of vesting and period of vesting:** The options granted under the ESOP Scheme would vest not less than 1 (one) year and not more than 5 (five) years from the date of grant of an option. The specific vesting schedule and vesting conditions, if any, subject to which vesting would take place shall be specified in the grant letter issued to the option holder at the time of grant which may inter alia, include performance and time-based conditions.

**e. The maximum period within which the options shall be vested:** All the options granted under the ESOP Scheme shall vest on such dates and such proportions as maybe determined in the Scheme. However, such options would not vest later than 5 (five) years from the date of grant of option.

**f. The exercise period and process of exercise:** Exercise period means the time period after Vesting within which the Option Holder(s) can Exercise the Vested Option(s). Accordingly, vested options can be exercised within the exercise period as set out in the grant letter

**Vested options are to be exercised as follows:**

- During employment – within the Exercise Period set out in the grant letter.
- In the event of death of an option holder while in employment with the Employer Company - within 6 (six) months from the date of death of the option holder.
- In the event of separation of an option holder from the Employer Company due to reasons of Permanent Disability while in employment of the Company - within 6 (six)

months from the date of separation from employment of the option holder from the Employer Company due to such Permanent Disability.

- In the event of the option holder's separation from the Employer Company for reasons of normal retirement, superannuation or a retirement specifically approved by the Employer Company, or resignation by the option holder, or termination by Employer Company for any reason other than 'Cause' - on the last working date.

- In case of termination of the option holder's employment with the Employer Company due to Cause or breach of post-employment obligations – all options (unvested and vested) will lapse.

**g. The exercise price or the formula for arriving at the same:** The exercise price of the options shall not be less than the face value of the equity shares and shall not exceed the closing market price on the day preceding the date of grant.

**h. The appraisal process for determining the eligibility of the Employees for the Scheme:** The appraisal process for determining employee eligibility for the scheme involves a thorough evaluation of their Performance and contributions to the company's growth. Additionally, feedback from supervisors and peers, as well as alignment with the company's strategic goals, will be considered to ensure a holistic assessment.

**i. The lock in period, if any:** The shares issued under the ESOP scheme will be subject to transfer restrictions and lock-in restrictions as provided in the articles of association of the Company.

**j. Maximum number of options to be issued per Employee and in aggregate under the scheme(s):** Maximum number of options to be granted per employee shall be as determined by the Board subject to overall limits as approved by the shareholders – Maximum number of options to be granted in aggregate -**907,900 (Nine lakh seven thousand nine hundred)** options.

**k. Maximum quantum of benefits to be provided per employee**

There is no contemplation of benefit other than grant of Options and any benefit arising out of Options shall be subject to ceiling specified in point hereinabove.

**l. ESOP Scheme will be implemented and administered directly by the company and the scheme involves issuance of new shares.**

**m. The method which the company shall use to value its options:** As per SEBI regulations for valuation, the company shall follow the regulations and provisions of SEBI (Securities and Exchange Board of India) by using a Category 1 Registered Merchant Banker, as well as comply with the Companies Act, 2013.

**n. The conditions under which option vested in employees may lapse** e.g. in case of termination of employment for misconduct: In the event of abandonment of employment by an Option Holder without the Employer Company's consent or termination of employment "for cause", all Options to such Employee, including the Vested Options, which were not Exercised at the time of abandonment of employment or termination "for cause", shall stand terminated with immediate effect. The term "for cause" shall

include the following and any other grounds that may be designated as such under the employment agreement of any Employee:

- I. If any information, declaration or testimonials furnished by an Employee are found to be incorrect, incomplete or misleading in any way; or
- II. If an Employee is found to have willfully suppressed any material information; or
- III. If an Employee acts in contravention any Applicable Law or fail to comply with any of the Company's rules, regulations or policies; or
- IV. If an Employee is guilty of misconduct or neglect/ dereliction of duty (including habitual absenteeism, non-adherence to office timings etc.), or has failed to perform his/her employment duties or commit any other breach of any obligations under the employment agreement of the Employee; or
- V. If an Employee becomes the subject of bankruptcy, or found to have indulged in any financial irregularities; or
- VI. If an Employee has or is accused of having committed an offence involving moral turpitude or engaged in acts involving fraud or dishonesty or commission of an unlawful act; or
- VII. If an Employee acts in a manner, or engage in behavior, which is likely to bring the Company into disrepute or prejudice the interests of the Company; or
- VIII. If an Employee taken any action which may result in a claim for compensation, damages, censure or the like being asserted against the Company by any person; or
- IX. If an Employee has been found not to possess the skills, knowledge and competency for which he/she was hired, or the Employee's demonstrated performance has been found to be below par.

**o. the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:** All vested Options may be Exercised by the Option Holder within the Exercise Period.

**p. a statement to the effect that the company shall comply with the applicable accounting standards:** The company shall comply with applicable accounting standards and all applicable provisions of the Companies Act, 2013 with regard to the ESOP Scheme.

**q. Declaration/ Statement**

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

**r. Terms & conditions for buyback, if any, of specified securities/ Options covered/ granted under the Scheme**

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

The Board recommends the above resolution as given in Item no. 04 for your approval as Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives or any other officials of the Company except to the extent of their shareholding in the Company is in any way, financially or otherwise, concerned or interested in the resolution.

**Item: 5: Appointment of the Secretarial Auditor of the Company:**

Pursuant to the recent amendments notified in Regulation 24A by way of SEBI(LODR) (third amendment) Regulations, 2024, with effect from 1st April, 2025, the Company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 27th August, 2025 proposed to appoint M/s HM and Associates, Practicing Company Secretaries (Firm Number: P2025GJ103300) (Peer Review No. 6925/2025), as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of five consecutive years beginning from 1st April 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

The Secretarial Auditor confirms that they holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that they have not incurred any disqualifications as specified under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

HM and Associates have given its consent to act as the Secretarial Auditor of the Company and has also confirmed that they hold a valid peer review certificate issued by Institute of Company Secretaries of India ('ICSI') and they are not disqualified from being appointed as the Secretarial Auditor.

The Board of Directors recommends passing of Ordinary Resolution as contained in item no. 05 of the notice.

None of the Directors or KMPs of the Company or their relatives, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

**Item 6, 7, 8, 9 & 10: To approve the material transactions to be entered with Agripivot Ventures Private Limited, Dhar Ventures Private Limited, TBI Maize-**

**Processors Private Limited, Revita Starch Private Limited, & TBI Foundation a related party, for the financial year -**

Pursuant to second provision to Regulation 23 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), in case of SME listed Companies, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

During the FY 2024-25, the Company recorded annual consolidated turnover of INR 21,175.97 lakhs. In accordance with the criteria as provided in the Regulation 23 of the Listing Regulations, any transaction or series of transactions with a related party shall be considered material if the aggregate value exceeds 10% of the annual turnover—i.e., INR 2,117.597 lakhs in this case or INR 50 Crore, whichever is less.

Based on these criteria, the Management anticipates that the aggregate value of transactions with **Revita Starch Private Limited (“REVITA”), TBI MAIZE-Processors Private Limited (“TBI MAIZE”), Dhar Ventures Private Limited (“DHAR”), Agripivot Ventures Private Limited (“AGRIPIVOT”), TBI Foundation (“TBI Foundation”)** in a financial year may exceed the aforementioned threshold. Accordingly, it is proposed to seek the approval of the Shareholders for entering into material related party transactions with **REVITA, TBI MAIZE, DHAR, AGRIPIVOT and TBI Foundation.**

The Company undertakes Related Party Transactions as part of a well-considered strategic approach aimed at leveraging the specialized expertise and capabilities of entities within the group. These transactions facilitate seamless access to essential resources, services, and knowledge, thereby enhancing operational efficiency and ensuring alignment with the Company’s broader business objectives. All such transactions are conducted in a transparent manner and in compliance with applicable regulatory frameworks to uphold the highest standards of corporate governance.

The Company seeks approval of the Shareholders for entering into the transactions of (I) Purchase or Sale of material or goods and (II) Availing or rendering the services, (III) leasing of property of any kind; (IV) availing or rendering of any services; (V) appointment of any agent for purchase or sale of goods, materials, services or property; (VI) such related party’s appointment to any office or place of profit in the company, its subsidiary company or associate company; and (VII) underwriting the subscription of any securities or derivatives thereof, of the company with **REVITA, TBI MAIZE, DHAR, AGRIPIVOT & TBI Foundation** for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crore) each.

Details of these transactions, pursuant to the SEBI Master Circular dated 11th November, 2024, are given hereunder:

Sr. No.	Particulars	Details of contracts / arrangements / transactions with				
		REVITA	TBI MAIZE	DHAR	AGRIPIVOT	TBI Foundation
(i)	Name of the related party	Revita Starch Private Limited	TBI Maize-Processors Private Limited	Dhar Ventures Private Limited	Agripivot Ventures Private Limited	TBI FOUNDATION

(ii)	<b>Nature of relationship</b>	The company is a wholly owned subsidiary of TBI CORN Ltd.	Enterprises in which KMP & their relatives have significant influence	DHAR is a subsidiary Company of Agripivot Ventures Private Limited ('AGRIPIVOT'), a wholly owned subsidiary of our Company.	The company is a wholly owned subsidiary of TBI CORN Ltd.	The company is a wholly owned subsidiary of TBI CORN Ltd.																														
(iii)	<b>Nature and material terms of the transaction</b>	<table border="1"> <tr> <th>Nature of the proposed transaction</th> <th>Estimated maximum value</th> </tr> <tr> <td>Sale of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> <tr> <td>Purchase of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> </table>	Nature of the proposed transaction	Estimated maximum value	Sale of Goods/S ervices	INR 25 Crores	Purchase of Goods/S ervices	INR 25 Crores	<table border="1"> <tr> <th>Nature of the proposed transaction</th> <th>Estimated maximum value</th> </tr> <tr> <td>Sale of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> <tr> <td>Purchase of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> </table>	Nature of the proposed transaction	Estimated maximum value	Sale of Goods/S ervices	INR 25 Crores	Purchase of Goods/S ervices	INR 25 Crores	<table border="1"> <tr> <th>Nature of the proposed transaction</th> <th>Estimated maximum value</th> </tr> <tr> <td>Sale of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> <tr> <td>Purchase of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> </table>	Nature of the proposed transaction	Estimated maximum value	Sale of Goods/S ervices	INR 25 Crores	Purchase of Goods/S ervices	INR 25 Crores	<table border="1"> <tr> <th>Nature of the proposed transaction</th> <th>Estimated maximum value</th> </tr> <tr> <td>Sale of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> <tr> <td>Purchase of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> </table>	Nature of the proposed transaction	Estimated maximum value	Sale of Goods/S ervices	INR 25 Crores	Purchase of Goods/S ervices	INR 25 Crores	<table border="1"> <tr> <th>Nature of the proposed transaction</th> <th>Estimated maximum value</th> </tr> <tr> <td>Sale of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> <tr> <td>Purchase of Goods/S ervices</td> <td>INR 25 Crores</td> </tr> </table>	Nature of the proposed transaction	Estimated maximum value	Sale of Goods/S ervices	INR 25 Crores	Purchase of Goods/S ervices	INR 25 Crores
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(iv)	<b>Value of the transaction</b>	Upto INR 50 Crores	Upto INR 50 Crores	Upto INR 50 Crores	Upto INR 50 Crores	Upto INR 50 Crores																														
(v)	<b>Tenure of the transaction</b>	The arrangement will remain in force unless revised by the Board upon the recommendation of the Audit Committee, within the approved limits, or further approved by the shareholders if it exceeds INR 50 crores per annum.	The arrangement will remain in force unless revised by the Board upon the recommendation of the Audit Committee, within the approved limits, or further approved by the shareholders if it exceeds INR 50 crores per annum.	The arrangement will remain in force unless revised by the Board upon the recommendation of the Audit Committee, within the approved limits, or further approved by the shareholders if it exceeds INR 50 crores per annum.	The arrangement will remain in force unless revised by the Board upon the recommendation of the Audit Committee, within the approved limits, or further approved by the shareholders if it exceeds INR 50 crores per annum.	The arrangement will remain in force unless revised by the Board upon the recommendation of the Audit Committee, within the approved limits, or further approved by the shareholders if it exceeds INR 50 crores per annum.																														
(vi)	<b>Nature of concern or interest</b>	Financial																																		
(vii)	<b>Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction</b>	25 %	25 %	25 %	25 %	25 %																														
(viii)	<b>Justification as to why the related party transaction is in the interest of the Company</b>	Being located in a strategic nearby area, we need reliable exchange services for the purchase/sale of goods to facilitate easy procurement of raw materials and timely delivery of finished products.	Considering the Company's main objects include manufacturing, processing, trading, and dealing in food and agro products, the purchase/sale of goods and services is essential for carrying out its business activities. Further, the Company's location in the nearby area ensures easy and cost-effective procurement of required materials.	As the Company is engaged in agro-based activities, Ethyl Alcohol / Ethanol and Biofuels are essential inputs and by-products connected with its operations. Hence, purchase/sale of such goods and services from the subsidiary is necessary to support business efficiency and sustainability.	Since the Company is engaged in manufacturing, processing, trading and dealing in agro products, particularly maize products, as well as various processed foods, animal foods, health foods, protein foods, bakery and confectionery items, the purchase/sale of goods and services is integral to its business operations. Further, the Company's location in the nearby area facilitates easy and cost-effective procurement of required materials.	The related party possesses the required expertise and infrastructure to conduct training, research, and welfare activities in line with the Company's objects. Engaging them ensures effective implementation of sustainable farming, worker safety, and welfare initiatives while maintaining cost efficiency and alignment with business objectives.																														
(ix)	<b>Details of valuation or other external party report, if such report has been relied upon</b>	None																																		

(x)	Any other information that may be relevant	None
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Mr. Yogesh Laxman Rajhans, Mrs. Asha Laxman Rajhans, and Mr. Ninad Anand Yedurkar are deemed to be interested in the resolutions set out at Item Nos. 6, 7, 8, 9 & 10 of the Notice. **Save and except the above, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.**

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company (whether such related party is a party to the above-mentioned transactions or not) shall not vote to approve these Resolutions.

The Board recommends these Special Resolutions for your approval.

**Registered Office:**

A5/3 & A5/4, MIDC, Miraj  
Sangli Maharashtra 416410

**Date:** 27<sup>th</sup> August, 2025

**Place:** Sangli

**By Order of the Board of Directors of  
TBI Corn Limited,**

**Sd/-**

**Yogesh Laxman Rajhans  
Chairman and Managing Director  
DIN: 09408693**

**ANNEXURE TO NOTICE**

**Details of Directors seeking appointment / re-appointment at the Annual General Meeting**

**[In pursuance of Clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]**

Information about the directors who are proposed to be appointed/ re-appointed at the **3<sup>rd</sup> Annual General Meeting** as per regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the annual general meeting of the company.

<b>Particulars</b>	Mr. Ninad Anand Yedurkar
<b>Director Identification Number.</b>	05266899
<b>Date of Birth</b>	02/07/1975
<b>Age</b>	50 years
<b>Educational Qualification.</b>	Master of Business Administration.
<b>Experience (No. of Years)</b>	25 years
<b>Business field in which Experience.</b>	Mr. Ninad Anand Yedurkar has around 25 years of experience in the Finance, Academics and Business Management.
<b>Brief Resume</b>	Mr. Ninad Anand Yedurkar, an Instrumentation Engineer with an MBA in Finance from NMIMS, began his career with Citigroup in Mumbai and London before returning to India to pursue entrepreneurship. He founded AceGrads, mentoring 15,000+ students from rural Maharashtra into top institutes and corporates. His venture Prajwal Bharat, incubated at Wharton, transformed LED street lighting across 534 local bodies in 18 districts. Through Future Infinite, he nurtures children's talents (ages 7-14), while Aon Aquaculture promotes sustainable, chemical-free fish production using bio-floc technology. As CFO of TBI Corn Ltd., he drives growth by strengthening financial strategies and easing working capital challenges. Ninad exemplifies innovation, sustainability, and entrepreneurial leadership across diverse sectors.
<b>Date of Initial Appointment</b>	November 2, 2023
<b>Directorship held in any other Company.</b>	- TBI Foundation - Revita Starch Private Limited - Agripivot Ventures Private Limited - Dhar Ventures Private Limited



	-Prajwalbharat Street Lighting Solutions Private Limited
<b>Member of any Committees of the Directors in the Company.</b>	Nil
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	Nil
<b>No. of Shares held as on August 27, 2025 in the company</b>	Nil
<b>Relationship with other Directors/KMPs</b>	NA
<b>No. of meetings attended during the year</b>	10 out of 10 Meetings



**TBI CORN LTD**  
THE BEST AT CORN MILLING

**ATTENDANCE SLIP**

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 3<sup>rd</sup> Annual General Meeting of the Members of **TBI CORN LIMITED** held on Friday, September 19, 2025 at 11:00 A.M. at the registered office of the Company situated at A5/3 & A5/4, MIDC, MIRAJ, TAL- MIRAJ, Dist- Sangli, Sangli, Maharashtra, India, 416410.

\_\_\_\_\_

**Member's/Proxy's Name in Block Letters**

\_\_\_\_\_

**Member's/Proxy's Signature**

**Note:** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

**Note:** Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

-----Please tear here-----

# TBI CORN LTD

**THE BEST AT CORN MILLING**

## PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID:	

I/We, being the member (s) of..... shares of the above-named company, hereby appoint

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3<sup>rd</sup> Annual General Meeting of the Members of **TBI CORN LIMITED** held on Friday, September 19, 2025 at 11:00 A.M. at the corporate office of the Company situated at A5/3 & A5/4, MIDC, MIRAJ, TAL- MIRAJ, Dist- Sangli, Maharashtra, India, 416410. or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Businesses</b>				
1.	To receive, consider and adopt the Audited Financial Statements (standalone & consolidated) of the Company for the financial year ended March 31, 2025 along with the reports of the Directors and Auditors thereon.			
2.	To re-appoint Mr. Ninad Anand Yedurkar (DIN 05266899) who retires by rotation and being eligible offers himself for re-appointment			
<b>Special Business</b>				
3.	To Approve Alteration of The Articles of Association of the Company			
4.	To approve and adopt Employee Stock Option Scheme called "TBI CORN Employees Stock Option Scheme 2025"			
5.	To appoint the Secretarial Auditor of the Company			
6.	To approve the material transactions to be entered with AGRIPVOT VENTURES PRIVATE LIMITED, a related party;			
7.	To approve the material transactions to be entered with DHAR VENTURES PRIVATE LIMITED, a related party;			
8.	To approve the material transactions to be entered with TBI MAIZE-PROCESSORS PRIVATE LIMITED, a related party;			
9.	To approve the material transactions to be entered with REVITA STARCH PRIVATE LIMITED, a related party;			
10.	To approve the material transactions to be entered with TBI Foundation, a related party;			

Signed this.....day of.....2025

Affix  
 Revenue  
 Stamp of  
 Rs. 1/-

\_\_\_\_\_  
**Signature of shareholder**                      **Signature of Proxy holder(s)**

**Note:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of 3<sup>rd</sup> Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

# TBI CORN LTD

**THE BEST AT CORN MILLING**

**Form No. MGT-12**  
**Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

<b>Name of the Company: TBI CORN LIMITED</b> <b>Registered Office: A5/3 &amp; A5/4, MIDC, MIRAJ, Dist- Sangli, Maharashtra, India, 416410.</b> <b>CIN: U15400PN2022PLC212368</b>				
SNo	Particulars	Details		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No/ *ClientID (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
5.	Number of Shares			
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the Audited Financial Statements (standalone & consolidated) of the Company for the financial year ended March 31, 2025 along with the reports of the Directors and Auditors thereon.			
2.	To re-appoint Mr. Ninad Anand Yedurkar (DIN 05266899) who retires by rotation and being eligible offers himself for re-appointment			
3.	To Approve Alteration of The Articles of Association of the Company			
4.	To approve and adopt Employee Stock Option Scheme called "TBI CORN Employees Stock Option Scheme 2025"			
5.	To appoint the Secretarial Auditor of the Company			
6.	To approve the material transactions to be entered with AGRIPIVOT VENTURES PRIVATE LIMITED, a related party;			
7.	To approve the material transactions to be entered with DHAR VENTURES PRIVATE LIMITED, a related party;			
8.	To approve the material transactions to be entered with TBI MAIZE-PROCESSORS PRIVATE LIMITED, a related party;			

9.	To approve the material transactions to be entered with REVITA STARCH PRIVATE LIMITED, a related party;			
10.	To approve the material transactions to be entered with TBI Foundation, a related party;			

**Place:** Sangli  
**Date:** 19<sup>th</sup> September, 2025

**(Signature of the shareholder\*)**

(\*as per Company records)