

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of Tata Projects Limited will be held on 28th September 2012 (Friday) at 4 p.m at the Registered Office of the Company, Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad-500 003, Andhra Pradesh, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended 31st March 2012 and Balance Sheet as at that date together with the Reports of Board of Directors and the Auditors thereon.
2. To declare dividend.
3. To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution
“RESOLVED THAT Mr H H Malgham, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company”.
“RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled”.
4. To consider and if thought fit to pass with or without modification(s) the following Resolution as an Ordinary Resolution
“RESOLVED THAT Mr Adi Jehangir Engineer, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company”.
“RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled”.
5. To appoint the Statutory Auditors and authorize the Board of Directors to fix their remuneration. The retiring Auditors, M/s. Deloitte Haskins & Sells, Chartered Accountants, are eligible for re-appointment.

Special Business

6. Appointment of Mr S Ramakrishnan as a Director on the Board

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

“RESOLVED THAT Mr S Ramakrishnan, who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27th January 2012 under Section 260 of the Companies Act, 1956 (the Act), as amended or re-enacted from time to time, and who holds office upto the date of the forthcoming Annual General Meeting of the Company, but who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director of the Company, pursuant to the provisions of Section 257 of the Act, be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation”.

7. Increase in borrowing limits under Section 293 (1) (d) of the Companies Act, 1956

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

“RESOLVED THAT in supersession of the earlier resolutions passed by the members, pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of Companies Act, 1956 consent of the members of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors constituted for the purpose), for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 7650 crore only (Rupees Seven Thousand Six Hundred and Fifty Crore only).

RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

8. Power to mortgage/hypothecate company assets under Section 293 (1) (a) of the Companies Act, 1956

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

“RESOLVED THAT in supersession of the earlier resolutions passed by the members, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any of the Companies Act 1956, consent of the members of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee of Directors constituted for the purpose) to create such mortgage, charge, hypothecation, transfer, sell and / or otherwise dispose of all or any part of the immoveable and moveable properties of the Company wherever situated, present and future, and in such manner as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds whether partly/fully convertible or non-convertible (herein collectively referred to as “Loans”) provided that the total amount of Loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not at any time exceed Rs 7650 crore (Rupees Seven Thousand Six Hundred and Fifty Crore only)

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard”.

9. Increase of Authorized Share Capital and alteration of Memorandum of Association of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 16 and Section 94 and other applicable provisions, if any, of the Companies Act 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs 25,00,00,000/- (Rs Twenty Five Crore Only) divided into 25,00,000 (Twenty Five Lakh) equity shares of Rs 100/- each to Rs 2,00,00,00,000/- (Rs Two Hundred Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs 100/- each.

“RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following:

‘The Authorized Share Capital of the Company is Rs 2,00,00,00,000/- (Rs Two Hundred Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs 100/- each with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the same and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act 1956 and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act 1956 or provided by the Articles of Association of the Company for the time being in force’.

10. Increase in authorized share capital - Alteration of 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 Section 31 and all other applicable provisions, if any, of the Companies Act 1956, the existing Article 2 of the Articles of Association of the Company be substituted with the following:

“The Authorized Share Capital of the Company is Rs 2,00,00,00,000/- (Rs Two Hundred Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 100/- each.”

11. Issue of Bonus Shares

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

“RESOLVED THAT subject to such consents and approvals as may be required, and such conditions and modifications, as may be considered necessary and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors constituted for the purpose), pursuant to the applicable provisions of the Memorandum and Articles of Association of the Company, a sum of Rs 81 Crore be capitalized out of the General Reserve and be utilized to issue 81,00,000 equity shares of Rs 100/- each as Bonus Shares and that such New Equity Shares out of the Company’s unissued Equity Shares, credited as fully paid, be accordingly allotted as Bonus Shares to those equity shareholders of the Company whose names appear in the register of members of the Company on the record date to be finalized by the Board in the proportion of 4:1 i.e. four equity shares for every one equity share held by such persons respectively on the Record Date, upon the footing that they become entitled thereto for all purposes as capital.

“RESOLVED FURTHER that the New Equity shares allotted as Bonus Shares, shall be subject to Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respect and carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus Shares are allotted”

“RESOLVED FURTHER THAT no letter of Allotment shall be issued to the allottees of the Bonus Shares and the Share Certificates in respect of New Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing equity shares in the electronic form”;

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and things and give such directions as may be necessary or desirable and resolve all issues in regard to the issue, allotment and distribution of the said New Equity Shares as Bonus Shares as it may in its absolute discretion deem proper and fit without being required to seek any further consent or approval of the members of the Company”.

Notes

(a) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll only in his stead and a proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Company’s Registered Office not less than 48 hours before the commencement of the meeting.

(b) Relevant explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of business under Item Nos. 3, 4 & 6 to 11 above are annexed hereto.

Dated: 15th September 2012

By Order of the Board of Directors

Dr. A. Raja Mogili
Company Secretary

Registered Office:
Mithona Towers-1, 1-7-80 to 87
Prenderghast Road, Secunderabad-500 003

Explanatory Statement

Pursuant to Section 173 (2) of the Companies Act, 1956 (the Act), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice dated 15th September, 2012 and should be taken as forming part of the said Notice.

Item No. 3

In accordance with the provisions of Section 256 of the Act and the Articles of Association of the Company, Mr H H Malgham retires by rotation. However, he has not sought re-election in view of the retirement age of 75 years for Non-Executive Directors, as per the Group Policy. It is proposed that the vacancy so created on the Board of Directors of the Company should not be filled. The Board commends the resolution for approval by the Members.

Mr H H Malgham was appointed on the Company's Board in March 2001 as a Non Executive Director. Mr H H Malgham is also a Member and Chairman of the Audit Committee, a Member in Business Review Committee, Member of Committee of Directors and Special Invitee to Remuneration Committee.

Item No.4

In accordance with the provisions of Section 256 of the Act and the Articles of Association of the Company, Mr Adi Jehangir Engineer retires by rotation. However, he has not sought re-election in view of the retirement age of 75 years for Non-Executive Directors, as per the Group Policy. It is proposed that the vacancy so created on the Board of Directors of the Company should not be filled. The Board commends the resolution for approval by the Members.

Mr Adi Jehangir Engineer was appointed on the Company's Board in June 2001 as a Non Executive Director. Mr Adi Jehangir Engineer is also a Member in Remuneration Committee and a Member in Business Review Committee.

Item No 6

Mr S Ramakrishnan was appointed as an Additional Director by the Board of Directors with effect from 27th January 2012, pursuant to Section 260 of the Act and holds office only up to the date of the forthcoming Annual General Meeting and is eligible for appointment. A Notice has been received from a member, pursuant to Section 257 of the Act proposing Mr S Ramakrishnan's appointment as a Director of the Company.

Mr S Ramakrishnan had earlier served on the Board of the Company from July 1987 to September 2008, i.e. for about 21 years. Mr Ramakrishnan's knowledge and experience in the fields of accounts, finance and taxation as also in power generation and distribution would be beneficial to the company.

The Directors recommend this resolution for approval.

None of the Directors, except Mr S Ramakrishnan, is concerned or interested in the Resolution.

Item No 7

Section 293(1)(d) of the Act provides that the Board of Directors of a company shall not, except with the consent of the shareholders in the general meeting, borrow moneys, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

The aggregate of the paid-up capital and free reserves of the Company as on 31st March 2012 is Rs 618.00 crores. Considering the Company's business expansion plans and capital expenditure requirements, the Board recommends that the Company's borrowing limits (fund and non-fund based) be enhanced to Rs 7650 crore.

None of the Directors is concerned or interested in the Resolution.

Item No 8

Section 293 (1) (a) of the Companies Act, 1956 provides that the Board of Directors of the public limited company shall not, without the consent of shareholders in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

As the loans from the institutions / banks provided / agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company, it is necessary for the members to pass a resolution under Section 293 (1) (a) of the Act.

None of the Directors is concerned or interested in the Resolution.

Item Nos. 9, 10 and 11

In order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors at its meeting held on 7th May 2012 recommended the issue and allotment of 81,00,000 equity shares of Rs 100/- each aggregating to Rs 81 crore to the existing shareholders as fully paid bonus shares in the proportion of 4:1 i.e. four equity shares for every one equity share held by the members as on the Record Date to be finalized by the Board of Directors, by capitalizing amounts standing to the credit of General Reserve as mentioned in the Resolution at Item No. 11 of the Notice. Such new shares as and when issued shall rank pari passu with the existing equity shares of the Company.

In order to facilitate the capitalization of reserves as set out in the Resolution at Item No. 11 of the Notice, it is proposed to increase the Authorized Share Capital of the Company from the existing Rs 25,00,00,000/- (Rs Twenty Five Crore Only) comprising of 25,00,000 (Twenty Five Lakh) equity shares of Rs 100/- each to Rs 2,00,00,00,000/- (Rs Two Hundred Crore Only) comprising of 2,00,00,000 (Two Crore) equity shares of Rs 100/- each.

The proposed increase of the authorized share capital, and corresponding amendments to the relevant Clause V of the Memorandum of Association and Article 2 of the Articles of Association of the Company require the approval of the members of the Company in a general meeting.

The Resolutions at Item Nos. 9, 10 and 11 of the Notice seek the approval of the members to increase the Authorized Share Capital, alter the Memorandum and Articles of Association and issue Bonus Shares on the terms and conditions set out in Resolution at Item No. 11. The Board recommends these resolutions to the members for their approval.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office between 11.00 am to 1.00 pm on any working day of the Company.

The Directors of the Company may be deemed to be concerned or interested in the issue of the Bonus Shares to the extent of the shareholdings of the companies of which they are Directors.

Dated: 15th September 2012

By Order of the Board of Directors

Registered Office:
Mithona Towers-1, 1-7-80 to 87
Prenderghast Road, Secunderabad-500 003

Dr. A. Raja Mogili
Company Secretary

TATA PROJECTS LIMITED
Regd. office: Mithona Towers-1, 1-7-80 to 87, Prendergast Road
Secunderabad-500 003

33rd Annual General Meeting

PROXY FORM

I/ We of
 in the district of being member/ members of the
 above named Company, hereby appoint of
 in the district of as my/ our proxy to attend and
 vote for me/ us on my/ our behalf at the Thirty Third Annual General Meeting of the Company to be held
 on 28th September, 2012 (Friday) at 4 p.m or at any adjournment thereof.

Signed this	Day of	2012
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Folio No:	DP ID No.	Client ID No*
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* Applicable for Member holding shares in electronic form

No. of Shares	Signature	Affix Re.1/- Revenue Stamp	
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This form is to be used ****in favour** of the resolution. Unless otherwise instructed,
**** Against**
 the Proxy will act as he thinks fit.

** Strike out whichever is not desired.