

## NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of Tata Projects Limited will be held on Thursday the 26th September, 2013 at 3.00 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 Profit and Loss Account for the year ended 31<sup>st</sup> March 2013 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 appoint a Director in place of Mr P N Dhume who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr Prasad R Menon who retires by rotation and is eligible for re-appointment.
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. Alteration to Articles of Association for conduct of Meetings through electronic mode

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

"RESOLVED THAT after Article No 29, a new Article 29A be added to the Articles of Association of the Company as under:

Article 29A—Meetings of the Board of Directors or Committee of Board of Directors:

The meetings of Board of Directors or Committee of Board of Directors may be held at any place in or outside India or by way of teleconference or through any other medium as may be permitted under the Act. The Directors may participate in such meetings through electronic mode as may be permitted by law, subject to compliance by the Company as also the Directors with the conditions as may be prescribed by the Government in this regard from time to time and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit and also be paid remuneration as may be applicable in respect of any meeting of Board of Directors / Committee of Board of Directors as permitted under the Articles of Association."

#### 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 the Companies Act, 1956 consent of 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 monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in 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. 8300 Crore (Rupees eight thousand and three hundred crore only) viz., Rs. 8000 Crore non-fund based and Rs. 300 Crore fund based limits"

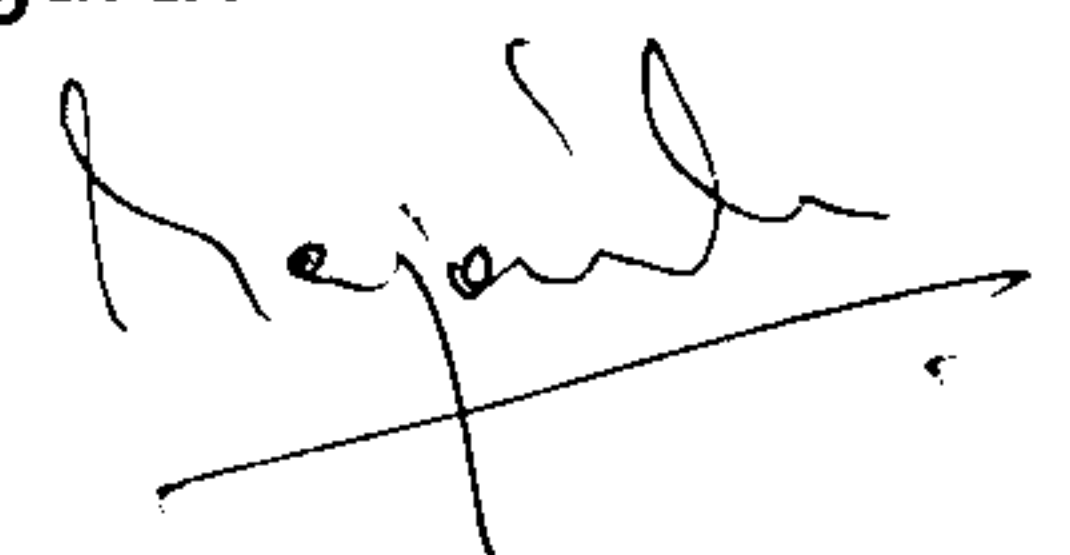
"RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in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

## **8. Power to mortgage/hypothecate Company's 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 members, pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any of the Companies Act 1956, consent of 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 off all or any part of the immovable 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. 8300 Crore (Rupees eight thousand and three hundred crore only) viz., Rs. 8000 Crore non-fund based and Rs. 300 Crore fund based limits"

"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"



**Notes:**

**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 meeting.**

**Relevant explanatory statements pursuant to Section 173(2) of the Companies Act 1956 is annexed hereto.**

By Order of the Board of Directors

Dated: 31<sup>st</sup> August 2013

Dr. A. Raja Mogili  
Company Secretary

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

Certified True Copy  
For Tata Projects Limited.

  
(Dr. A. Raja Mogili)  
Company Secretary & Head-Legal

## 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 31<sup>st</sup> August 2013 and should be taken as forming part of the said Notice.

### **Item No 6: Alteration to Articles of Association**

The Ministry of Corporate Affairs has come out with a General Circular No.28/2011 on 20-05-2011 on Green Initiative in Corporate Governance, which would facilitate Directors to attend Board Meetings / Committee of Board Meetings through electronic mode under the Companies Act, 1956. To facilitate this, the existing Articles of Association are to be suitably amended for which approval of the members is sought.

The Board recommends the resolution for approval.

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

### **Item No 7: Increase in borrowing limits under Section 293 (1) (d) of the Companies Act, 1956**

Section 293(1)(d) of the Act provides that the Board of Directors of a Company shall not, except with the consent of shareholders in general meeting, borrow moneys, where 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 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 31<sup>st</sup> March 2013 is Rs. 699.46 Crores. Considering the Company's business expansion plans and capital expenditure requirements, the Board recommends that the Company's borrowing limits be enhanced to Rs. 8300 Crore (Rupees eight thousand and three hundred crore only) viz., Rs. 8000 Crore non-fund based and Rs. 300 Crore fund based limits.

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

### **Item No 8: Power to mortgage/hypothecate Company's assets under Section 293 (1) (a) of the Companies Act, 1956**

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


As the loans from the institutions / banks provided / agreed to be provided to the Company have to be secured by mortgage and charge of assets of the Company, both present and future and whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of business and concern of the Company in certain events, 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.

By Order of the Board of Directors

Dated: 31<sup>st</sup> August 2013

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

Certified True Copy  
For Tata Projects Limited.  
  
(Dr. A. Raja Mogili)  
Company Secretary & Head-Legal

Dr. A. Raja Mogili  
Company Secretary

**TATA PROJECTS LIMITED**

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

**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 Fourth Annual General Meeting of the Company to be held on  
Thursday the 26th September, 2013 at 3.00 P.M. or at any adjournment thereof.

Signed this	Day of	2013
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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

This form is to be used \*\*in favour / against the resolution. Unless otherwise instructed, the Proxy will act as he thinks fit.

\*\* Strike out whichever is not desired.

Certified true Copy  
For Tata Projects Limited.  
  
(Dr. A. Raja Mogili)  
Company Secretary & Head-Legal