

NOTICE OF 38th ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the members of Tata Projects Limited will be held on Friday, the 23rd Day of June 2017 at 11.00 A.M. at the Registered Office of the Company, situated at Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad-500 003, Telanganato transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2017 and Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. Padmanabh Sinha (DIN:00101379), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajit H. Desai (DIN: 06824201), who retires by rotation and being eligible offers himself for re-appointment.
5. **Appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139(2) and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, M/s Price Waterhouse & Co Chartered Accountants LLP (FRN: 304026E/ E-300009) be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years from conclusion of 38th Annual General Meeting until the conclusion of 43rd Annual General Meeting, in place of M/s Deloitte Haskins & Sells, the retiring auditors at such remuneration as may be decided by the Board of Directors from time to time, subject to ratification as to the said appointment at every Annual General Meeting”

RESOLVED FURTHER THAT to give effect to above resolution, Board of Directors be and are hereby authorized to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”

SPECIAL BUSINESS

6. **Re-appointment of Mr. Vinayak K Deshpande (DIN:00036827) as the Managing Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the Company hereby approves re-appointment of Mr. Vinayak K Deshpande (DIN 00036827) as Managing Director for a period of 3 (three) years with effect from 1st July 2017 upon the terms and conditions as set out in explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with a liberty to the Board of Directors to alter and vary terms and conditions of said re-appointment in such manner as may be agreed to between the Board and Mr. Vinayak K Deshpande”

“RESOLVED FURTHER THAT Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”

7. **Appointment of Mr. Arabinda Guha (DIN:05198785) as Director**

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 Articles of Association and in terms of Section 160 of Companies Act, 2013 or any amendment thereto or modifications thereof, Mr. Arabinda Guha (DIN 05198785) be and is hereby appointed as a Director with effect from 1st July 2017 for an initial period of 2 (two) years, liable to retire by rotation, in respect of whom a notice has been received from a Member in writing, proposing his candidature for the office of Director.”

8. Appointment of Mr. Arabinda Guha (DIN 05198785) as the Executive Director

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 2(78), 196, 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the Company hereby approves appointment of Mr. Arabinda Guha (DIN: 05198785) as Executive Director of the Company for an initial period of 2 (two) years with effect from 1st July 2017 upon the terms and conditions as set out in explanatory statement annexed hereto, including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with a liberty to Board of Directors to alter and vary terms and conditions of said appointment in such manner as may be agreed to between the Board and Mr. Arabinda Guha”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”

9. Remuneration to Cost Auditors for financial year ended 31st March 2018

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

“RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modifications or re-enactment thereof for the time being in force), the company hereby ratifies remuneration of Rs90,000/- (Rupees Ninety Thousand Only) with reimbursement of conveyance expenses at actual and service tax/GST as applicable, as approved by the Board of Directors, payable to M/s Sarabhaya & Associates, Cost Accountants, bearing Firm Registration Number 101024, appointed by Board of Directors to carry out audit of Company's cost records for year ending 31st March 2018”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, 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”

10. Amendments to Clause IIIA (Main Objects) of Memorandum 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 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, Memorandum of Association of the Company, be and is hereby altered by replacing the clause IIIA with the following new clause and that the remaining clauses be renumbered accordingly

III A. The Main Objects of the company are

- (1) To bid to alter, acquire, convert, design, erect, establish, construct, execute, carry out, equip, repair, improve, work, develop, operate, administer, maintain, manage or control works and conveniences of all kinds, whether for any Government, Public Body, Local Authority, Company, Trusts, Societies, Individual or any other person, including power generation plants, power transmission and distribution systems, railways, subways, metro rail, Highways, Roads, Expressways, Tunnels, Bridges, tramways, airports, docks, harbours,

piers, wharves, canals, reservoirs, embankments, irrigations, reclamation, water tanks, improvement of sewage, drainage, sanitary, water, metal, minerals, oil and gas, chemicals, petro chemicals, fertilizer, cement, supply of spare parts, electric light, telephonic, telegraphic and power supply works and hotels, warehouses, markets, all types of buildings, smart cities and all other works or conveniences of public or private utility in any part of the world.

- (2) To carry on business as mechanical engineers, civil engineers, electrical engineers, sanitary and water engineers, plumbers, brass-founders, metal workers, boiler-makers, millwrights, machinists, smiths and toolmakers and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling-stock and hardware of all kinds in any part of the world.
- (3) To carry on business as engineering consultants to administrations, organisations, undertakings, institutions, industry and business, and to undertake preliminary planning, site development studies, feasibility reports, design engineering, project management, procurement, inspection and expediting services, construction management, training, repair, maintenance and safety services, trial and acceptance testing, operator training, plant betterment services, utility services, including technical and specialised advice on projects in any part of the world.
- (4) To carry on the business of industrial installation, operation, maintenance, automation, product design, data communication, sell, distribute and deal in the supply of machines, equipment, instruments, apparatus, gadgets, devices, fittings, accessories, tools, spares and parts.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution, including agreeing to any change to the aforesaid Memorandum of Association of the Company, as may be required by the Registrar of Companies, Hyderabad and/or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution."

11. Iteration 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 the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, the regulations of the company currently contained in Chapter-I of the Articles of Association be replaced with the restated Articles of Association as placed before the meeting, initialed by the Chairman for purposes of identification and the same be adopted as the Articles of Association of the Company in substitution for Chapter -I of existing Articles thereof."

"RESOLVED FURTHER THAT there shall be no change to the Chapter II and other parts of Articles of Association"

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Articles of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution."

12. Approval of limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

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 186 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made there under (including any statutory modification(s) thereof for

the time being in force and as may be enacted from time to time), consent of members be and is hereby accorded to the Board of Directors to give loans to/ invest in shares, debentures and securities etc., to give corporate guarantees, on behalf of the Company, up to a sum not exceeding Rs. 1500 crore (Rupees One Thousand and Five Hundred Crores only) in aggregate in Joint Ventures, subsidiaries or any other associate companies'/ body corporate / SPVs/JVs or other form of entity / entities which the Company may be required to form or acquire or as may be approved by the Board of Directors, from time to time, and as they may deem fit, notwithstanding the fact that the said loans/ investments/ guarantees together with the loans / investments / guarantees already made/ provided may exceed 60% of its paid up share capital, free reserves or 100% of its free reserves whichever is more.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds and things as may be appropriate and necessary in the best interest of the Company and its shareholders for the purpose of making loans/ investments/ giving guarantees etc. on behalf of the Company, from time to time or may authorize the officials of the company to give effect to the foregoing resolution."

NOTES

- 1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself on a poll 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.
- 2) Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 3) Corporate members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the meeting.
- 4) Relevant explanatory statement pursuant to Section 102 of the Companies Act 2013 is annexed hereto.

By Order of the Board of Directors

Dated: ____ 2017

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

Dr. A. Raja Mogili
Company Secretary

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act 2013 (the Act), the following Explanatory Statement sets out material facts relating to Special Business mentioned in the accompanying Notice dated _____ and should be taken as forming part of the said Notice.

ITEM NO.6 Re-appointment of Mr. Vinayak K Deshpande as the Managing Director

Pursuant to recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 12th May 2017 re-appointed Mr. Vinayak K Deshpande (DIN 00036827) as Managing Director with effect from 1st July 2017.

The principal terms and conditions of re-appointment of **Mr. Vinayak K Deshpande as Managing Director** *inter alia* contain the following.

I. Subject to supervision and control of the Board of Directors of the Company, Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

II Period of Agreement: 3 years effective from 1st July 2017.

III. Remuneration:

a. Remuneration

Basic salary of Rs.8.00 Lakhs per month upto a maximum of Rs. 12.00 Lakhs per month as may be decided by the Board. The annual merit-based increments which will be effective 1st April each year will be decided by the Board, taking into account the Company's performance as well.

b. Benefits, Perquisites & Allowances

In addition to the salary and commission payable, the Managing Director shall also be entitled to perquisites and allowances as under:

A. Rent-free residential accommodation (furnished or otherwise)

The Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for the said accommodation

OR

House Rent, House Maintenance and Utility Allowances aggregating to 85% of the basic salary. *(in case residential accommodation is not provided by the Company)*

B. Hospitalization, Transport, Telecommunication and other facilities:

(i) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;

(ii) Car, with driver provided, maintained by the Company for official and personal use;

(iii) Telecommunication facilities including broadband, internet and fax; and

(iv) Housing Loan as per the Rules of the Company

C. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;

The categories of perquisites / allowances to be included within the 55% limit shall be

Sl. No.	Particulars	Percentage
a	Allowances	33.34%
b	Leave Travel Concession / Allowance	8.33%
c	Medical allowance	8.33%
d	Personal Accident Insurance	5.00%
e	Club Membership fees	5.00%
Total	actual subject to a cap of	55.00%

The perquisites shall be valued as per the Income-Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

c. Commission

Such remuneration by way of commission, in addition to salary and perquisites and allowances payable, to be merit-based and calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Act. The Commission shall be paid after the Annual Accounts are approved by the Board of Directors and adopted by the shareholders.

d. Minimum Remuneration

Notwithstanding anything to the contrary herein contained where, in any financial year during the currency of the tenure of the Managing Director, Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above.

IV. Termination

The employment of the Managing Director may be terminated by giving six months' notice from either the Company or the Managing Director or by paying six months' remuneration in lieu of such notice.

The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him.

- V.** The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Managing Director.
- VI.** If at any time the Managing Director ceases to be a Director for any cause whatsoever, he shall also cease to be the Managing Director of the Company.
- VII.** If at any time the Managing Director ceases to be the Managing Director for any cause whatsoever, he shall also cease to be a Director of the Company.
- VIII.** The Managing Director shall not be entitled to supplement his earnings under the agreement with any buying or selling commissions. He shall not also become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company, without prior approval of the Central Government.
- IX.** The Managing Director shall not have the powers which are to be exercised by the Board of Directors, only as provided under the Act."

In compliance with the provisions of Sections 2(54), 2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as an ordinary resolution.

Except Mr. Vinayak Deshpande, none of the Directors/ Key Managerial Personnel of the company/ their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at item No.6 of the Notice.

The Directors recommend the resolution for approval by the members.

ITEM NO.7& 8 Appointment of Mr. Arabinda Guha (DIN 05198785) as Executive Director

Based on recommendations of Nomination and Remuneration Committee in its meeting held on 21st April 2017, the Board of Directors at their meeting held on 12th May 2017, recommended the appointment of Mr. Arabinda Guha (DIN 05198785) as Executive Director of the Company.

Mr Arabinda Guha is a Mechanical Engineer (1979) with Masters in Project Engineering from BITS Pilani (1983) and also holds PGDIM from IIM- Calcutta (1986). He has about three decades of industry experience during which he has played different roles in diverse industries. He is currently designated as Chief Operating Officer - Industrial Infrastructure. His core work experience is in the engineering and projects management area.

A Notice along with a deposit of Rs 1,00,000/- (Rupees One Lakh Only) as required under Section 160(1) of the Companies Act, 2013 has been received from a member proposing the appointment of Mr Arabinda Guha as Director of the Company.

The principal terms and conditions of appointment of **Mr. Arabinda Guha as Executive Director** *inter alia* contain the following.

I. Subject to supervision and control of the Board of Directors of the Company, Executive Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.

II **Period of Agreement: For an initial period of 2 years effective from 1st July 2017.**

III. **Remuneration:**

a. **Remuneration**

Basic salary of Rs6.00 Lakhs per month. The annual merit-based increments which will be effective 1st April each year will be decided by the Board, taking into account the Company's performance as well. He shall be entitled for Long Term Incentive Plan (LTIP) as per company policy.

b. **Benefits, Perquisites & Allowances**

In addition to the salary and commission payable, the Executive Director shall also be entitled to perquisites and allowances as under:

A. Rent-free residential accommodation (furnished or otherwise)

The Company bearing the cost of repairs, maintenance, society charges and utilities (e.g., gas, electricity and water charges) for the said accommodation

OR

House Rent, House Maintenance and Utility Allowances aggregating to 85% of the basic salary. (in case residential accommodation is not provided by the Company)

B. Hospitalization, Transport, Telecommunication and other facilities:

(i) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;

(ii) Car, with driver provided, maintained by the Company for official and personal use

(iii) Telecommunication facilities including broadband, internet and fax

(iv) Housing Loan as per the Rules of the Company

C. Other perquisites and allowances given below subject to a maximum of 55% of the annual salary;

The categories of perquisites / allowances to be included within the 55% limit shall be

Sl. No.	Particulars	Percentage
a	Allowances	33.34%
b	Leave Travel Concession / Allowance	8.33%
c	Medical allowance	8.33%
d	Personal Accident Insurance	actual subject to a cap of 5.00%
e	Club Membership fees	
	Total	55.00%

The perquisites shall be valued as per the Income-Tax Rules, wherever applicable and in the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act and gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

c. Commission

Such remuneration by way of commission, in addition to salary and perquisites and allowances payable, to be merit-based and calculated with reference to net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Act. The Commission shall be paid after the Annual Accounts are approved by the Board of Directors and adopted by the shareholders.

d. Minimum Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Executive Director, Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites and allowances as specified above.

IV. Termination

The employment of the Executive Director may be terminated by giving six months' notice from either the Company or the Executive Director or by paying six months' remuneration in lieu of such notice.

The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice if (i) he is found guilty of any gross negligence, default or misconduct with or affecting the business of the Company, its subsidiaries or associates (ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance of any stipulations contained in the terms of his appointment, or (iii) in the event the Board loses confidence in him.

- V.** The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the Executive Director.
- VI.** If at any time the Executive Director ceases to be a Director for any cause whatsoever, he shall also cease to be the Executive Director of the Company.
- VII.** If at any time the Executive Director ceases to be the Executive Director for any cause whatsoever, he shall also cease to be a Director of the Company.

VIII. The Executive Director shall not be entitled to supplement his earnings under the agreement with any buying or selling commissions. He shall not also become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company, without prior approval of the Central Government.

IX. The Executive Director shall not have the powers which are to be exercised by the Board of Directors only as provided under the Act."

In compliance with the provisions of Sections 2(54),2(78), 197 and 203 of the Companies Act 2013 (Act) and other applicable provisions, if any, the appointment and terms of remuneration specified above are now being placed before the Members for their approval as an ordinary resolution.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at item No's. 7 and 8 of the notice.

The Directors recommend the resolution for approval by the members.

ITEM NO.9 Remuneration to Cost Auditors for financial year ended 31st March 2018

The Board approved the appointment of M/s Sarabhayya & Associates, Cost Accountants bearing Firm Registration Number 101024, as Cost Auditors of the Company to conduct audit of cost records for the year ending 31st March 2018 at a remuneration of Rs.90,000/- (Ninety thousand only) with reimbursement of conveyance expenses at actual and service tax/ GST as applicable.

In accordance with provisions of Section 148 of the Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014, remuneration payable to cost auditors has to be ratified by shareholders of the company.

Accordingly consent of the members is sought for passing an ordinary resolution as set out at item No.9 of the notice for ratification of remuneration payable to Cost Auditors for the financial year ending 31st March 2018.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in, anyway concerned or interested, financially or otherwise, in the resolution set out at item No.9 of the notice.

The Directors recommend the resolution for approval by the members.

ITEM NO.10 Amendments to Clause IIIA (Main Objects) Of Memorandum of Association of the company

In view of new emerging business opportunities in the similar line of business in which your company operates, it is proposed to supplement the existing Main Objects by restating/ elaborating clause IIIA of existing Main objects of Memorandum of Association as provided in the Item No. 10 of the accompanying notice.

Approval of the members by way of special resolution is sought in terms of Section 13 of the Companies Act, 2013 for such restatement of Main Objects clause IIIA of the Memorandum of Association of the company.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in, any way concerned or interested, financially or otherwise, in the resolution set out at item No.10 of the notice.

The Directors recommend the resolution for approval by the members.

ITEM NO.11 Alteration of Articles of Association of the company

The Ministry of Corporate Affairs (MCA) notified most of the sections of the Companies Act, 2013 ('the Act') which replace the provisions of the Companies Act, 1956. The MCA also notified the rules pertaining to the further notified sections. In order to bring Chapter - 1 of Articles of Association of the Company in line with provisions of the Act, the company recommends that the shareholders adopt the proposed Chapter - 1 of Articles of Association of the Company ('new Articles') in substitution of Chapter - 1 of existing AoA.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in, any way concerned or interested, financially or otherwise, in the resolution set out at item No. 11 of the notice.

The Directors recommend the resolution for approval by the members.

ITEM NO.12 Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

As part of requirement under various Contracts of the company and also to achieve long term strategic and business objectives, Company proposes to invest in other bodies corporate or grant loans, give corporate guarantees or provide securities to other persons or other body corporate as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding Rs. 1500 crore (Rupees One Thousand Five Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the company/ their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No 12 of the notice.

The Directors recommend the resolution for approval by the members.

By Order of the Board of Directors

Dated: _____ 2017

Registered Office:

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

Dr. A. Raja Mogili
Company Secretary

TATA PROJECTS LIMITED

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

38th Annual General Meeting

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U45203AP1979PLC057431
 Name of the company : TATA PROJECTS LIMITED
 Registered office : Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad - 03
 Name of the member(s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) ofshares 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 38th Annual General Meeting of the Company, to be held on the day of at a.m. at the Registered Office of the Company, situated at Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad-500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

Type of resolution For Against

- | | | | |
|--|----------|--------------------------|--------------------------|
| 1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2017 and Balance Sheet as at that date together with the Reports of Board of Directors and Auditors thereon. | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To declare Dividend. | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To appoint a Director in place of Mr. Padmanabh Sinha (DIN: 0010) who retires by rotation and being eligible offers himself for re-appointment. | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To appoint a Director in place of Mr. Rajit H Desai (DIN: 06824201) who retires by rotation and being eligible offers himself for re-appointment. | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Appointment of Statutory Auditors | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Re-appointment of Mr. Vinayak K Deshpande (DIN 00036827) as the Managing Director | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Appointment of Mr. Arabinda Guha (DIN 05198785) as Director | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Appointment of Mr. Arabinda Guha (DIN 05198785) as the Executive Director | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Remuneration to Cost Auditors for financial year ended 31st March 2018 | Ordinary | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Amendments to Clause IIIA (Main Objects) of Memorandum of Association of the company | Special | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Alteration of Articles of Association of the company | Special | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013 | Special | <input type="checkbox"/> | <input type="checkbox"/> |

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

NOTES:

1. A Member may vote 'for' or 'against' each resolution. Please put 'Yes' in the Box in the appropriate column either 'for' or 'against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
4. Those Members who have multiple folios with different joint holders may use copies of this Proxy.