



TATA PROJECTS LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of Members of Tata Projects Limited will be held on Friday, the December 10, 2021 at 3:00 p.m. to transact the following business through Microsoft Teams Application.

Special Business

1) Approval for enhancement of Borrowing Limits 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 in supersession of the earlier Resolution passed by the Members at their Meeting held on August 7, 2020 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the Members be and is hereby accorded 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, free reserves, that is to say, reserves not set apart for any specific purposes and Securities Premium amount of the Company, provided that the total amount so borrowed at any time shall not exceed Rs. 24,000 Crore (Rupees Twenty Four Thousand Crore only) viz., non-fund based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund based limits of Rs.4,000 Crore (Rupees Four Thousand 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.

2) Approval for creation of charge on movable and immovable properties 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members be and is hereby accorded to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of 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 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. 24,000 Crore (Rupees Twenty Four Thousand Crore only) viz., non-fund based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund based limits of Rs.4,000 Crore (Rupees Four Thousand Crore only).

TATA PROJECTS LIMITED

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

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CIN U45203TG1979PLC057431

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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.

Dated: November 17, 2021

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

By Order of the Board of Directors

B S Bhaskar
Company Secretary

NOTES

- a) In view of the ongoing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and General Circular No. 10/ 2021 dated June 23, 2021 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provision of the Companies Act, 2013, the Company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue.
- b) The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
- c) In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company.
- d) Since this EGM will be held through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the members will not be available for this EGM; and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
- e) The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- f) Corporate Members sending their authorised representative to attend the EGM are requested to send certified copy of Board Resolution authorising the representative to attend and vote on their behalf at the meeting.
- g) As the EGM will be conducted through Microsoft Teams Application, Teams Meeting invite will be sent to the registered emails of the authorised representatives of the Members, closure to the date of the EGM.

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EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Items 1&2: Approval for enhancement of Borrowing Limits of the Company and creation of charge on movable and immovable properties of the Company

The shareholders, at the 41st Annual General Meeting held on August 7, 2020, authorized the Board with total borrowing limits upto Rs. 23,500 Crores Crore (Rupees Twenty Three Thousand Five Hundred Crore only) viz., non-fund based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund based limits of Rs. 3,500 Crore (Rupees Three Thousand and Five Hundred Crore only) for the Company.

Keeping in view the existing and future financial requirements to support the business operations of the Company, it was proposed to increase the fund based borrowing limit from Rs.3,500 crore (Rupees Three Thousand and Five Hundred Crore only) to Rs.4,000 crore (Rupees Four Thousand Crore only), thereby taking the overall borrowing limit to Rs.24,000 crore (Rupees Twenty Four Thousand Crore only)

The Board at its meeting held on October 19, 2021 approved the proposed enhancement, subject to shareholders approval u/s 180(1)(c) and 180(1)(a) is required.

The Directors therefore recommend the Resolution at Item No. 1&2 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolution mentioned at Item No. 1 and 2 of the Notice.

Dated: November 17, 2021

Registered Office:
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Prender Ghas Road,
Secunderabad-500 003

By Order of the Board of Directors


B S Bhaskar
Company Secretary

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