



NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting ('EGM') of the Members of Tata Projects Limited ('the Company') will be held at shorter notice on Thursday, March 13, 2025 at 2.45 p.m. (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To increase the Authorised Share Capital of the Company and consequent alteration to the Capital Clause of Memorandum of Association

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 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 150,00,00,000/- (Rupees One Hundred and fifty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 5/- each (Rupees Five each) to Rs. 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 5/- each (Rupees Five each) by creation of additional 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 5/- each (Rupees Five each) and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

" V. The Authorised Share Capital of the Company is Rs. 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs.5/- each (Rupees Five 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 several classes 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 Act or provided by the Articles of Association of the Company for the time being in force."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

Place: Mumbai
Date: March 13, 2025

**By the Order of Board of Directors
For Tata Projects Limited**

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

**Sanjay Dubey
Company Secretary
ACS No. A13775**

TATA PROJECTS LIMITED

Registered Office : "Mithona Towers-1" 1-7-80 to 87 Prenderghast Road Secunderabad - 500 003 Telangana India
Phone +91-40-6623 8801 Fax 6617 2535

CIN U45203TG1979PLC057431 e-mail tpl@tataprojects.com www.tataprojects.com



NOTES:

- a) 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, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2024 dated September 19, 2024 (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 Extraordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue.
- b) In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this EGM.
- c) 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 items of special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
- d) 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.
- e) The EGM Notice will also be available on the Company’s website at <https://www.tataproyects.com/about-us/investor-relations/>
- f) 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.
- g) 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.
- h) Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail to cstpl@tataprojects.com.
- i) All the documents referred to in the accompanying Notice shall be available for electronic inspection without any fee by the Members till the conclusion of this EGM. Members seeking to inspect such documents can send an email to cstpl@tataprojects.com.
- j) Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.) cstpl@tataprojects.com.
- k) Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a show of hands, unless demand for a poll is made by any Member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM,

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Members are requested to convey their vote by e-mail at estpl@tataprojects.com.

l) Instructions for joining the EGM through VC/ OAVM are as follows:

- 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, closer to the date of the EGM.
- At the bottom of the email, there will be an option to **Join Microsoft Teams Meeting**. Click on the said link.
- Download the Microsoft team app on your PC/tablet/Phone (if not done earlier) and keep it ready.
- In case **you have Microsoft team app** on your system/device, it will direct you to Microsoft team app to connect the meeting. Thereafter, click **Join now** tab to join the meeting.
- In case, you do not have/fail to configure Microsoft team app on your system/device by any chance, then you can join through web page instead. Kindly click on **Join on the web**. Thereafter, a new web page will open, wherein you need to write your name and click on **Join now** tab and wait therein, the Organiser will accept and allow you to join the meeting.

m) Instructions for members/participants for attending the EGM through VC/ OAVM are as under:

- Facility of joining the EGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
- Participants / members are requested to join the meeting at least 15 minutes in advance to test the link before the start of the meeting and complete all the testing and logistic issues.
- Members joining the EGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.
- The organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/members can unmute themselves at the time of presentation / speaking.
- Members are encouraged to express their views/ or ask questions after completion of particular agenda to ensure smooth and orderly flow of the meeting.
- Please ensure that no person other than the invited participants have access to this EGM.
- We recommend not to use / join through web-version because it may have voice and video quality issue. If you are unable to download the Microsoft team app, please reach out to IT team / Organiser for assistance at the earliest.

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- If you need any assistance before or during the meeting you can reach out to Mr. Sanjay Dubey – Company Secretary & Compliance Officer.

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

Item No. 1: To increase the Authorised Share Capital of the Company and consequent alteration to the Capital Clause of Memorandum of Association

Presently, the authorised share capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred and fifty Crore) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 5/- each (Rupees Five each).

The Company is planning to raise funds by way of issuing equity shares on Rights Basis. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on 13th March, 2025, have recommended to increase the existing authorised share capital of the Company from Rs. 150,00,00,000/- (Rupees One Hundred and fifty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 5/- each (Rupees Five each) to Rs. 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 60,00,00,000 (Sixty Crore) Equity Shares of Rs. 5/- each (Rupees Five each) by creation of additional 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 5/- each (Rupees Five each). The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice.

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. 1 of this Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

Place: Mumbai
Date: March 13, 2025

**By the Order of Board of Directors
For Tata Projects Limited**

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