



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 Friday, May 24, 2024 at 12:45 p.m. (IST) through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Mr. Sanjay Bhandarkar (DIN: 01260274) as an Independent Director of the Company for second term

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee, Mr. Sanjay Bhandarkar (DIN: 01260274), who was appointed as an Independent Director of the Company at the 42nd Annual General Meeting of the Company for a period of three years i.e. from March 9, 2021 to March 8, 2024 (both days inclusive), and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for the second consecutive term of five years i.e. from March 9, 2024 to March 8, 2029 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Sanjay Bhandarkar shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 2: Alteration of Objects Clause of the 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 sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and

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subject to such other requisite approvals, if any, required from appropriate authorities, consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association ('MOA') of the Company such that the existing sub-clause 3 of Clause III(A) of the MOA of Company be altered and amended as under:

“To carry on the business of undertaking 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, and utility services including technical and specialised advice on projects for administrative bodies, organisations, body corporate, undertakings, institutions, industry, and business in any part of the world.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and is hereby authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

Place: Mumbai
Date: April 30, 2024

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

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

**Sanjay Dubey
Company Secretary & Compliance Officer
ACS No. A13775**

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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. 09/2023 dated September 25, 2023 (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 the 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 estpl@tataprojects.com.
- i) The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this EGM is provided at the end of this notice as Annexure-A. Requisite declarations have been received from the Director seeking re-appointment.
- j) All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., May 24, 2024. Members seeking to inspect such documents can send an email to estpl@tataprojects.com.
- k) Members who would like to express their views or ask questions during the EGM may raise

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the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the EGM at to cstpl@tataprojects.com.

- l) 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, Members are requested to convey their vote by e-mail at cstpl@tataprojects.com.

m) 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.

n) 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.

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- 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.
- If you need any assistance before or during the meeting you can reach out to Mr. Sanjay Dubey – Company Secretary & Compliance Officer (022-62755345).

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

Item No. 1: Re-appointment of Mr. Sanjay Bhandarkar (DIN: 01260274) as an Independent Director of the Company for second term

Mr. Sanjay Bhandarkar was appointed as a Non-Executive Independent Director of the Company for a term of three years, i.e., from March 9, 2021 to March 8, 2024 (both days inclusive).

While considering the proposal for re-appointment of Mr. Sanjay Bhandarkar as an Independent Director of the Company, the Nomination and Remuneration Committee ('NRC') of the Company took note of the positive outcome of his performance evaluation. It also took note of the significant contributions by Mr. Bhandarkar to the discussions of the Board and the Committees of which he is a member, which in turn enhanced the value of such discussions. Further, it also took note of the knowledge, acumen, expertise, experience and consistent time commitment of Mr. Bhandarkar towards Board and Committee meetings held during his tenure.

Based on the above factors, the NRC recommended to the Board the re-appointment of Mr. Sanjay Bhandarkar as an Independent Director of the Company. The Board, based upon the recommendation of the NRC, outcome of the performance evaluation and subject to the approval of the Members, has approved the re-appointment of Mr. Sanjay Bhandarkar (DIN: 01260274) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e., from March 9, 2024 to March 8, 2029 (both days inclusive).

Mr. Sanjay Bhandarkar has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs and (iii) he is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Sanjay Bhandarkar is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The profile and specific areas of expertise of Mr. Bhandarkar are provided as Annexure to this Notice.

Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection. Please refer to Note (j) given in the Notice on inspection of documents.

Mr. Sanjay Bhandarkar, being the appointee, is interested in the resolution set out at Item No.1 of the Notice. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that the expertise and the experience that Mr. Sanjay Bhandarkar brings to the Board deliberations would be of significant value in Company's transformational journey and would make his continued association as an Independent Director of immense benefit to the Company. The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the re-appointment of Mr. Sanjay Bhandarkar as an Independent Director in the interest of the Company and recommends the Special Resolution as set out at Item No. 1 for approval of Members.

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Item No. 2: Alteration of Objects Clause of the Memorandum of Association of the Company

The Board of Directors ('Board'), at their meeting held on April 30, 2024, had approved the alteration of the Objects Clause of Memorandum of Association ('MOA') of the Company to align it with the business activities being undertaken by the Company.

The existing sub-clause 3 of Clause III(A) of the MOA alongside the proposed clause is as follows:

Existing Clause	Proposed Clause
<i>"To carry on business as engineering consultants to administrative bodies, 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."</i>	<i>"To carry on the business of undertaking 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, and utility services including technical and specialised advice on projects for administrative bodies, organisations, body corporate, undertakings, institutions, industry, and business in any part of the world."</i>

In accordance with the provisions of Section 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of Members is sought for alteration of the Objects Clause of the Memorandum of Association of the Company.

Electronic copy of the MOA together with the proposed alterations is available for inspection. Please refer to Note (j) given in the Notice on inspection of documents.

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.

The Board commends the Special Resolution set out at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company.

Place: Mumbai
Date: April 30, 2024

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

Registered Office:
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Prender Ghash Road,
Secunderabad-500 003

**Sanjay Dubey
Company Secretary & Compliance Officer
ACS No. A13775**

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ANNEXURE–A

DETAILS OF MR. SANJAY BHANDARKAR SEEKING RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	Details
Director Identification Number	01260274
Date of Birth & Age	March 26, 1968 (55 years)
Date of joining the Board	March 09, 2021
Term & Condition	Independent Director, not liable to retire by rotation.
Qualification	Degree in Management from XLRI, Jamshedpur
Expertise in specific functional area	Mr. Sanjay V. Bhandarkar has over three decades of corporate finance, advisory and investment banking experience in the country.
Profile	<p>He started his career with ICICI in 1990 and ISec, the joint venture between ICICI and JP Morgan, and then spent two years with Peregrine Capital.</p> <p>He was part of the founding team of Rothschild India in 1998 and played a key role in establishing Rothschild as a well-recognised and respected pure play advisory investment banking firm in India. He led the Rothschild India business from December 2005 to June 2016 when he stepped down from his full-time role.</p> <p>Mr. Bhandarkar's focus at Rothschild was on M&A as well as equity capital market advisory for Indian and international companies. He led the teams that worked closely with the Government of India on the 3G and BWA spectrum auctions, the first e-auctions done in India and on the restructuring of the Enron and GE owned Dabhol power project, one of the largest and most complex restructurings to date.</p>
Number of meetings attended during the year	7
Other Directorships	<ul style="list-style-type: none"> (i) Tata Power Solar Systems Limited (ii) Tata Projects Limited (iii) Chemplast Sanmar Limited (iv) The Tata Power Company Limited (v) HDFC Asset Management Company Limited (vi) Walwhan Renewable Energy Limited (vii) National Investment and Infrastructure Fund Limited (viii) Newage Power Private Limited

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Particulars	Details
Membership / Chairmanship of Committees of other Boards	<p><u>Audit Committee</u></p> <ul style="list-style-type: none"> (i) The Tata Power Company Limited (ii) Tata Power Renewable Energy Limited (iii) Walwhan Renewable Energy Limited (iv) HDFC Asset Management Company Limited (v) Chemplast Sanmar Limited (vi) National Investment and Infrastructure Fund Limited <p><u>Nomination & Remuneration Committee</u></p> <ul style="list-style-type: none"> (i) The Tata Power Company Limited (ii) Tata Power Renewable Energy Limited (iii) Walwhan Renewable Energy Limited (iv) Chemplast Sanmar Limited <p><u>Risk Management Committee</u></p> <ul style="list-style-type: none"> (i) The Tata Power Company Limited (ii) HDFC Asset Management Company Limited (iii) Chemplast Sanmar Limited <p><u>Stakeholders Relationship Committee</u></p> <ul style="list-style-type: none"> (i) The Tata Power Company Limited (ii) HDFC Asset Management Company Limited <p><u>CSR Committee</u></p> <ul style="list-style-type: none"> (i) Tata Power Renewable Energy Limited (ii) Walwhan Renewable Energy Limited (iii) National Investment and Infrastructure Fund Limited <p><u>Committee of Directors</u></p> <ul style="list-style-type: none"> (i) The Tata Power Company Limited <p><u>Share Allotment Committee</u></p> <ul style="list-style-type: none"> (i) HDFC Asset Management Company Limited <p><u>KMP Committee</u></p> <ul style="list-style-type: none"> (i) National Investment and Infrastructure Fund Limited
Companies which displayed poor governance practices and oversight, on which the said Director was a Board Member or that he failed in discharging fiduciary responsibilities in other Companies	Nil
Whether they are Promoter Director of any Company whose performance has been continuously deteriorating	No

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Particulars	Details
No. of shares held in the Company as on March 31, 2024 (Including shareholding as a beneficial owner)	Nil
Number of Promoter family members on the Board of the Company	Nil
Relationship with other Directors / KMP	No
Detail of last drawn remuneration	Sitting Fees as approved by the Board from time to time.
Detail of remuneration proposed	

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