

NOTICE OF 39th ANNUAL GENERAL MEETING

Notice is hereby given that the 39th Annual General Meeting of the members of Tata Projects Limited will be held on **Wednesday, the 27th day of June 2018 at 11.30 am** at the Registered Office of the Company, situated at Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad - 500 003, Telangana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2018 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. S Ramakrishnan (DIN:00005090), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Parashuram G Date (DIN:07133661), who retires by rotation and being eligible offers himself for re-appointment.

5. Ratification of appointment of 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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the appointment of Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration Number-304026E/E-300009), as Statutory Auditors of the Company to hold office from the conclusion of this 39th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company, to be held in the year 2019, at such remuneration as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors."

SPECIAL BUSINESS

6. Appointment of Mr. Banmali Agrawala (DIN:00120029) as Director

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

"RESOLVED THAT Mr. Banmali Agrawala (DIN: 00120029), who was appointed as an Additional Director with effect from February 3, 2018 in terms of Section 161 of the Companies Act, 2013 and Articles of Association and holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company liable to retire by rotation as per recommendation of Nomination and Remuneration Committee."

7. Re-appointment of Mr. Samir Kumar Barua (DIN:00211077) as Independent Director

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 Schedule IV of the Companies Act, 2013 read with applicable Rules framed thereunder Mr. Samir Kumar Barua (DIN: 00211077), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation,

to hold office for a second term of 3 (three) years with effect from 25th March 2018 up to 24th March 2021, as per recommendation of Nomination and Remuneration Committee”

8. Remuneration to Cost Auditors for financial year ended 31st March 2019

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 Rs.1,10,000/- (Rupees One lakh ten 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 Nageswara Rao & Co, Cost Accountants, bearing Firm Registration Number 000332, who are appointed by Board of Directors to carry out audit of Company’s cost records in respect of Tower Manufacturing Unit (TMU), Umred, Nagpur for year ending 31st March 2019.”

9. Approval for Enhancement of Borrowing Limits

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the shareholders 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 and securities premium of the Company, that is to say, reserves not set apart for any specific purposes, provided that the total amount so borrowed shall not at any time exceed Rs. 20,500 crore (Rupees Twenty Thousand and Five Hundred crore only) viz., Rs. 20,000 crore (Rupees Twenty Thousand crore only) non-fund based and Rs. 500 crore (Rupees Five Hundred crore only) 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.”

10. 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 Shareholders be and is hereby accorded to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immoveable 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. 20,500 crore (Rupees Twenty Thousand and Five Hundred crore only) viz., Rs. 20,000 crore (Rupees Twenty Thousand crore only) non-fund based and Rs 500 crore (Rupees Five Hundred crore only) 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”

11. 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.2,000 crore including the existing investments, guarantees and securities in subsidiaries or any other associate companies / body corporate or Joint Ventures (other than those joint ventures in which 100% commercial interests flow to the Company) 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.”

12. Authorization for issuance and allotment of redeemable, non-convertible debentures (“NCD’s”) aggregating upto Rs.1000 crore in such transaction such terms and conditions as may be decided by the Board of Directors.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made there under, including any statutory modifications or re-enactments thereof for the time being in force, the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, the Securities Contracts (Regulation) Act, 1956, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum and the Articles of Association of the Company, the Board of Directors of the Company/ any Committee(s)

constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to subscribe the secured redeemable Non-Convertible Debentures in one or more series, denominated in Indian Rupees or in any foreign currency including but not limited to subordinated debentures, bonds, and/or other debt securities, etc. ("NCD's") on a private placement basis, in one or more tranches, during the period of one year from the date of passing of Special resolution by the members up to Rs1,000 crore (Rupees One Thousand crore only)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected there with or incidental there to.

By Order of the Board of Directors

Dated: June 11, 2018

Registered Office:

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

B S Bhaskar
Company Secretary

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 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.

Dated: June 11, 2018

By Order of the Board of Directors

Registered Office:

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

B S Bhaskar
Company Secretary

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act 2013)

ITEM No.6. Appointment of Mr. Banmali Agrawala (DIN:00120029) as Director

The Board of Directors at its meeting held on February 3, 2018 inducted Mr. Banmali Agrawala as Additional Director on the Board of the Company. The Nomination and Remuneration Committee at its meeting held on April 28, 2018 recommended the appointment of Mr. Banmali Agrawala as Director liable to retire by rotation based on the nomination for his appointment as Director received from a member.

The brief profile of Mr. Banmali Agrawala is given below:

Mr. Banmali carries vast global experience in energy domain spanning over 30 years. Presently he is the President, Infrastructure and Defense & Aerospace with Tata Sons Limited.

Mr. Banmali is a Mechanical Engineer by qualification. He started his career with Wärtsilä Group and was Managing Director of Wärtsilä India Ltd. while leaving the Group after 20 years. He held the posts of Executive Director (BD & Strategy), Tata Power and President & CEO of GE, South Asia. Currently he is a Member of CII's National Council.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Banmali Agrawala are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM NO.7. Re-appointment of Mr. Samir Kumar Barua (DIN:00211077) as Independent Director

After Considering the performance evaluation of Mr. Samir Kumar Barua, the Board of Directors at its meeting held on February 3, 2018 re-appointed Mr. Samir Kumar Barua as an Independent Director for second term of 3 (three) years with effect from 25th March 2018 to 24th March 2021 based on the nomination for his appointment as Director received from a member. Mr. Samir Kumar Barua has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The brief profile of Mr. Samir Kumar Barua is given below

Mr. Samir Kumar Barua holds Master Degree of Technology in Industrial Engineering and Operations Research, IIT Kanpur and Doctorate in Business Management, IIM Ahmedabad. Since 1980 to November 2007 he was a Faculty of IIMA and thereafter served as a Director of IIMA from November 2007 to March 2013. He has also taught extensively in National and International Executive Training Programs. He has authored over 180 papers/articles that have been published/ presented in National and International academic and business journals/publications and conferences. He has co-authored two books: Portfolio Management; and The Great Indian Scam: story of the missing Rs.4000 crore.

He has been associated with the Indian Financial and Banking sector for over two decades and the petroleum sector for over a decade and a half. He prepared policy papers for the Finance Minister; Ministry of Finance, Ministry of Human Resource Development, Ministry of Information and Broadcasting, Ministry of Petroleum and Natural Gas - Government of India; Reserve Bank of India (RBI); Securities Exchange Board of India (SEBI) in the areas of banking and capital markets. He has served as Member of several policy making Committees set up by the Government including those on Reforms of Indian Capital Markets; Reforms of the Media Sector; Pricing of Petroleum Products. He was Member of the Committee set up by Federation of Indian Chamber of Commerce and Industries (FICCI) for preparing a Report on Reforms of Stock Exchanges. That apart, he was a Member on the Board of NMDC, IOCL, SBI Mutual Fund, BPCL, STCI and ONGC etc. Currently, he is a Director on many Boards like Axis Bank Ltd., Torrent Power Ltd., IOT Infrastructure & Energy Services Ltd. etc.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Samir Kumar Barua are in any way concerned or interested, financially or otherwise in the resolution.

The Directors recommend the resolution for approval by the members.

ITEM NO.8 Remuneration to Cost Auditors for financial year ended 31st March 2019

The Board approved the appointment of M/s Nageshwara Rao & Co., Cost Accountants bearing Firm Registration Number 000332, as Cost Auditors of the Company to conduct audit of cost records for the financial year 2018-19 at a remuneration of Rs.1,10,000 (Rupees One lakh ten 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.8 of the notice for ratification of remuneration payable to Cost Auditors for the financial year 2018-19.

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.8 of the notice.

The Directors recommend the resolution for approval by the members.

ITEM NO.9 To approve borrowing limits of the Company under Section 180 (1)(c) of the Companies Act, 2013 and

ITEM NO.10 Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013

As per requirements of Section 180(1)(c) of Companies Act 2013, at the 37th Annual General Meeting held on June 28, 2016, shareholders accorded approval for a total borrowing of Rs.14,000 crore as follows:

- (a) Rs.13,500 crore towards Non-Fund Based; and
- (b) Rs.500 crore towards Long Term Fund Based limits (This excludes Short Term Working Capital borrowing)

Details of Non-Fund Based Limits utilized by the Company as on March 31, 2018 are as follows:

Rs in crore		
S. No.	Particulars	Amount Outstanding
1	Consortium Banks	7,917
2	Non - Consortium Banks	2,227
	TOTAL	10,144

Justification for enhancement Non-Fund Based Limits

Current order backlog (excluding L1) as on March 31, 2018 is at Rs. 37,621 crore approximately. With expected increase in bidding by various SBUs, enhanced banking limits for issue of Bank Guarantees and Letters of Credit is imperative.

Based on the estimates drawn by SBGs of the Company, total requirement of Bank Guarantees for the year 2018-19 and 2019-20 works out to Rs. 6,591 crore and Rs. 8,858 crore, respectively (approximately).

Keeping in view the ambitious growth plans of the Company and in order to be in readiness to provide required Bank Guarantees as and when high value contracts are secured, it is proposed to enhance the limits from Rs. 13,500 crore to Rs. 20,000 crore. Fund based being Rs. 500 crore, the total limit being enhanced from Rs. 14,000 crore to Rs.20,500 crore.

Correspondingly, with the increase in borrowing limits upto Rs. 20,500 crore, it is also required to empower the Board to create charge on assets of the Company to secure the limits from banks.

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.9 and 10 of the Notice.

The Directors recommend the resolutions for approval by the members.

ITEM NO.11 Approval of the limits for the Loans, Guarantees and Investment by the Company as per Section 186 of the Companies Act, 2013

To achieve long term strategic and business objectives, Company is required to invest in bodies corporate or grant loans, give guarantees or provide securities to other persons or bodies corporate, including Joint Ventures, as and when required. The shareholders prescribed a limit of Rs. 1,500 crore at the annual general meeting held on June 23, 2017, upto which the Board can give loans, guarantees, provide securities and make investments in joint ventures, subsidiaries or any other associate companies/bodies corporate / SPVs / JVs, or other form of entity / entities.

The Board has been approving loans, guarantees and investments by interpreting above resolution excluding joint ventures in which 100% commercial interest flow to the Company. The aggregate amount, post exclusion, is Rs.734.63 crore as on March 31, 2018.

Board now proposes to bring in abundant clarity in the shareholders resolution by specifically excluding joint ventures in which 100% commercial interest flow to the Company from the limit prescribed by the Shareholders. Considering the future business requirements of the Company, it is proposed to seek approval of shareholders by way of special resolution authorizing the Board to exercise powers upto an amount not exceeding Rs. 2,000 crore including the existing investments, guarantees and securities outstanding as on date.

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 shareholders.

ITEM NO.12 Authorization for issuance and allotment of redeemable, non-convertible debentures (“NCD’s”) aggregating upto Rs.1000 crore in such transaction such terms and conditions as may be decided by the Board of Directors.

Considering the fund requirements of Company to wards various new and upcoming projects, it is proposed to issue NCD of Rs. 1000 crore As per Section 71 of the Companies Act, 2013, accompany may issue debentures w.r.t. Section 42 of the Companies Act, 2013 and Rule 14(2)(a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 states that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the share holders of the Company, by a Special Resolution, for each of the offers or invitations. Second Proviso to Rule 14(2)(a) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Pursuant to Section 71 and Section 42(2) read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 approval of the members is sought by way of special resolution to issue and allot redeemable, non-convertible debentures aggregating upto Rs. 1,000 crore, in such tranches and as per the terms to be decided by the Board.

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 shareholders.

Dated: June 11, 2018

By Order of the Board of Directors

Registered Office:

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

B S Bhaskar
Company Secretary

Additional Information: Information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director seeking Re-appointment / Appointment:			
Name	Mr. S Ramakrishnan	Mr. Parashuram G Date	Mr. Banmali Agrawala
Designation	Chairman (Non-Executive)	Director (Non-Executive)	Director (Non-Executive)
Director Identification Number (DIN)	00005090	07133661	00120029
Date of Birth and Age	19-02-1949 (69 years)	14-04-1956 (62 years)	30-04-1963 (55 years)
Qualifications	B.Tech degree in Mechanical Engineering from Indian Institute of Technology, Chennai and a Post Graduate Diploma in Business Administration from Indian Institute of Management.	Chartered Accountant degree (Tax Planning, Management Audit and MIS), a Graduate degree in Cost Accountancy and a Diploma (System Development & Computer Programming)	Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.
Experience	Mr. Ramakrishnan possesses over 32 years of professional experience and expertise in Operations and Project Management and has been associated with the Tata Group for more than 30 years.	Mr. Date has over 34 years of work experience in diverse organizations and has led several associated assignments during his extensive career.	Mr. Banmali is a veteran in the Energy domain, Banmali has over 30 years of global experience
Terms and Conditions of Appointment	Appointed as Chairman w.e.f 29.01.2016.	Appointed as Non-Executive, Non-Independent Director	Appointed for a second term of three years w.e.f 25 th March 2018
Remuneration	Nil	Nil	Nil
			Independent Director (Non-Executive)
			00211077
			23-09-1951 (67 years)
			Master's degree in Technology from the Indian Institute of Technology, Kanpur and a Doctorate in Management from the Indian Institute of Management, Ahmedabad.
			Mr. Barua is a faculty member at the Indian Institute of Management, Ahmedabad (IIMA), where he also served as a Director on the Board.

Additional Information: Information pursuant to Para 1.2.5 of Secretarial Standard 2, pertaining to Director seeking Re-appointment / Appointment:				
Name	Mr. S Ramakrishnan	Mr. Parashuram G Date	Mr. Banmali Agrawala	Mr. Samir K Barua
Date of First Appointment on the Board	27-01-2012	25-03-2015	03-02-2018	25-03-2015
Directorship in other Indian companies	1. Tata Power Trading Co.Ltd. 2. NELCO Ltd. 3. Coastal Gujarat Power Ltd. 4. Tata Power Solar Systems Ltd.	Nil	1. TAL Manufacturing Solutions Limited 2. Tata Housing Development Company Limited 3. Tata Advanced Materials Limited 4. The Tata Power Company Limited 5. Tata Realty and Infrastructure Limited	1. Torrent Power Ltd. 2. Axis Bank Ltd. 3. Axis Capital Ltd. 4. Torrent Energy Ltd. 5. Torrent Pipavav Generation Ltd. 6. IOT Infrastructure & Energy Services Ltd 7. JagaranMicrofin Pvt. Ltd. 8. NSE IFSC Clearing Corporation Ltd
Number of shares held in the Company	Nil	Nil	Nil	Nil
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	Nil	Nil	Nil	Nil
Position in Committees constituted by the Board of Directors of the Company	Audit Committee - Member Nomination Remuneration Committee - Member	Corporate Social Responsibility Committee - Member	Nil	Audit Committee - Chairman Nomination Remuneration Committee - Member
Number of Board Meetings attended	Attended all 6 Board Meetings held during the financial year 2017-18	Attended all 6 Board Meetings held during the financial year 2017-18	Attended 1 Board Meeting as Additional Director since the date of appointment	Attended all 6 Board Meetings held during the financial year 2017-18

TATA PROJECTS LIMITED

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

39th 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 : U45203TG1979PLC057431
 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 39th Annual General Meeting of the Company, to be held on Wednesday, the 27th day of June 2018 at 11.30 am 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 31 st March 2018 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. S Ramakrishnan (DIN: 00005090), 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. Parashuram G Date (DIN: 07133661), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Appointment of Auditors	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of Mr. Banmali Agrawala (DIN: 00120029) as Director	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
7. Re-appointment of Mr. Samir Kumar Barua (DIN: 00211077) as Independent Director	Special	<input type="checkbox"/>	<input type="checkbox"/>
8. Remuneration to Cost Auditors for financial year ended 31 st March 2019	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval for Enhancement of Borrowing Limits	Special	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval for Charge Creation	Special	<input type="checkbox"/>	<input type="checkbox"/>
11. 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"/>
12. Approval for issue of NCDs	Special	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2018

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.

ROUTE MAP TO THE VENUE OF 39th ANNUAL GENERAL MEETING

