



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Tata Projects Limited ('the Company') will be held on Monday, March 04, 2024 at 10:30 a.m. (IST) through Video Conferencing / Other Audio-Visual Means, to transact the following business:

SPECIAL BUSINESS

Item No. 1: To approve the alteration of the 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 9 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company (“Articles”) be and is hereby altered by deletion of the existing Chapter-II of the Articles in its totality.

RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, matter, deeds and things necessary in connection with or incidental to giving effect to the aforesaid resolution, including but not limited to filing of necessary forms with Ministry of Corporate Affairs and to comply with the other requirements in this regard.”

Item No. 2: To approve shifting of Registered Office of the Company from Secunderabad, state of Telangana to Mumbai, state of Maharashtra

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 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, subject to the approval of the Central Government (power delegated to the Regional Directors) and / or any authority(ies) as may be prescribed from time to time and further subject to such conditions and modifications as may be prescribed by such regulatory authority while granting such approvals, permissions, consents and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee thereof), the consent of Members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from **Secunderabad, State of Telangana** to **Mumbai, State of Maharashtra** and consequently the existing Clause II of the Memorandum of Association of the Company, relating to the Registered Office be substituted with the following clause:

“II. The Registered Office of the Company is situated in the State of Maharashtra”

RESOLVED FURTHER THAT the Board and / or any other person so authorized by the Board, be and is / are hereby authorized on behalf of the Company to make any modifications, variations or alterations stipulated by any authority while according approval / consent as may be considered necessary and to appoint counsels / consultants and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds and things as may be deemed necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.

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RESOLVED FURTHER THAT any Director of the Company and Company Secretary be and are hereby severally authorised to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

Item No. 3: To approve borrowing limits of the Company under section 180 (1)(c) 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** in supersession of the earlier resolution passed by the Members at their Extraordinary General Meeting held on February 23, 2023 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 Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) to borrow by way of issue of debentures, commercial papers, long term / short term loans, suppliers’ credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans or any other instruments / securities otherwise permitted by law for the time being in force, such sum(s) of money(ies) in Indian Rupees and / or in any foreign currency from time to time, at its discretion, with or without security and on such terms and conditions as the Board may deem fit, 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 (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs. 25,000 Crore (Rupees Twenty-Five thousand Crore only) viz., non-fund-based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund-based limits of Rs. 5,000 Crore (Rupees Five Thousand Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and 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.”

Item No 4: To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under section 180(1)(a) 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** in supersession of the earlier resolution passed by the Members at their Extraordinary General Meeting held on February 23, 2023 and 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 Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee which the Board may have

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constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immovable and / or moveable properties, tangible or intangible assets of the Company, both present and future, 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") issued / to be issued by the Company, 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. 25,000 Crore (Rupees Twenty-Five thousand Crore only) viz., non-fund-based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund-based limits of Rs. 5,000 Crore (Rupees five thousand Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and 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."

Place: Mumbai
Date: February 09, 2024

**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 & 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, 203, 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) 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 cstpl@tataprojects.com.
- i) 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., March 04, 2024. 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.), at least 3 days prior to the date of the EGM at to 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

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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.

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 do not 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: To approve alterations to the Articles of Association

Present Articles of Association consists of two Chapters. Chapter – I contains the original articles of association and Chapter – II contains the clauses as per the Shareholders agreement (SHA) dated March 26, 2015.

The Company executed Share Purchase Agreement (SPA) dated August 14, 2023, with Tata Sons Private Limited ('Tata Sons'), by virtue of which Tata Sons acquired the entire shareholding of Omega TC Holdings Pte. Ltd., and Tata Capital Limited. As per Clause 4.2 (c) of SPA, the earlier SHA got terminated. Accordingly, Chapter-II of the Articles of Association has become redundant and is required to be deleted.

The Directors therefore recommends the Special Resolution set out at Item No. 1 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 of the Notice.

Item No. 2: To approve shifting of Registered Office of the Company from Secunderabad, State of Telangana to Mumbai, State of Maharashtra

At present, the Registered office of the Company is situated at Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad - 500003, Telangana and the Corporate Office of the Company is situated at One Boulevard, Lake Boulevard Street, Hiranandani Business Park, Powai, Mumbai-400076.

All the Senior Leadership Team, including MD, CFO and other CXOs operate from Corporate Office and the Meetings of the Board and Committees are being held in Mumbai. Further, with effect from October 27, 2023, the Company has become subsidiary of Tata Sons Private Limited.

For administrative convenience and operational efficiency, it is recommended to shift the registered office of the Company from Secunderabad in the State of Telangana to Mumbai in the State of Maharashtra, by way of amendment to Clause II of Memorandum of Association of the Company.

The Directors therefore recommends the Special Resolution set out at Item No. 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. 2 of the Notice.

Item No. 3: To approve borrowing limits of the Company under section 180 (1)(c) of the Companies Act, 2013

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid up capital, free reserves and securities premium.

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The shareholders, at the Extraordinary General Meeting held on February 23, 2023, authorized the Board with the total borrowing limits upto Rs. 24,500 Crores Crore (Rupees Twenty-Four 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.4,500 Crore (Rupees Four Thousand Five Hundred Crore only) for the Company.

The Board of Directors of the Company envisages requirement of funds in future to support the business operations of the Company and accordingly, it is proposed to increase the maximum long-term borrowing limit up to Rs. 25,000 Crore (Rupees Twenty-Five Thousand Crore only) viz., non-fund-based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund-based limits of Rs. 5,000 Crore (Rupees Five Thousand Crore only).

Accordingly, consent of the Members is sought by way of Special Resolution set out in Item No. 3 of the accompanying Notice for increasing the borrowing limits of the Company to Rs. 25,000 Crore (Rupees Twenty-Five Thousand Crore only) viz., non-fund-based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund-based limits of Rs. 5,000 Crore (Rupees Five Thousand Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 3 of the Notice.

Item No. 4: To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under section 180(1)(a) of the Companies Act, 2013

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Board of Directors of the Company has proposed to seek consent of the Members by way of Special Resolution set out in Item No. 3 of the accompanying Notice for increasing the borrowing limits of the Company to Rs. 25,000 Crore (Rupees Twenty-Five thousand Crore only) viz., non-fund-based limits of Rs. 20,000 Crore (Rupees Twenty Thousand Crore only) and fund-based limits of Rs. 5,000 Crore (Rupees Five Thousand Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge / mortgage / hypothecation / security on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 4. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to enable the Board of Directors of the Company to create charge / mortgage / hypothecation / security on all or any of the movable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of

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the undertaking(s) of the Company together with the power to take over the substantial assets of the Company in certain events in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies / persons, to secure the borrowings of the Company, availed / to be availed by way of loan(s) and / or Securities (comprising fully / partly Convertible Debentures / Non-Convertible Debentures / secured premium notes / floating rates / notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, within the overall limits of the borrowing powers of the Board of Directors as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 4 of the Notice.

Place: Mumbai
Date: February 09, 2024

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

Registered Office:
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Prender Ghast Road,
Secunderabad-500 003

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

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