



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 Tuesday, February 1st, 2022 at 10:30 a.m. to transact the following business through Microsoft Teams Application.

Special Business

1. Sub-Division of equity shares from face value of Rs. 100/- per share to face value of Rs. 5/- per share

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

“RESOLVED THAT pursuant to the provision of Section 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, consent of Members of the Company be and is hereby accorded for sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 100/- each to the nominal value of Rs. 5/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

FURTHER RESOLVED THAT pursuant to the Sub-Division of the equity shares of the Company, existing nominal value of Rs. 100 (Rupees Hundred only) of all the issued, subscribed and paid-up equity shares of the Company shall stand sub-divided into equity shares of nominal value of Rs. 5 (Rupee Five only) each fully paid and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded to substitute the definition of “Shares” as mentioned under ‘Clause 1.1 of Chapter II of the of Articles of Association of the Company as follow:

“Shares” shall mean the equity shares of the Company presently having a face value of INR 5 (Rupees Five) per equity share;

RESOLVED FURTHER THAT upon sub-division of equity shares, as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the subdivided equity shares of nominal value of Rs. 5/- (Rupee Five only) each shall be credited to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorised Committee thereof) be and is hereby authorised to execute all deeds, applications, documents and writings as may be required and to do all such acts, deeds, matters and things, on behalf of the Company and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to this above resolution.

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

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2. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and considering the earlier approved sub-division of the shares, by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 25,00,00,000 (Rupees Twenty Five crore) divided into 5,00,00,000 (Five Crore Only) Equity Shares of Rs.5/- each to Rs. 100,00,00,000 (Rupees One Hundred Crore) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

“V. The Authorized Share Capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crore) divided into 20,00,00,000 (Twenty 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 the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard”

3. Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Special Resolution:-

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for alteration of Regulation 2 of the Articles of Association of the Company by substituting in its place, the following:-

2. The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.

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4. Approval of issue of Bonus Shares to the Shareholders 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 accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the Articles of Association of the Company and based on the recommendation of the Board of Directors of the Company and subject to applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 5/- (Rupees five only) each, credited as fully paid-up shares to the existing equity shares holders of the Company, in the proportion of **2 (Two) equity shares for every 1 (one) equity share** held by the Members as on the Record Date, i.e. February 1, 2022.

RESOLVED FURTHER THAT, the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper.”

5. Shifting of Registered Office of the Company outside the state

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 subject to such approvals, permissions, consents and sanctions as may be required from any regulatory authority 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 that Clause II of the Memorandum of Association of the Company be substituted with the following Clause.

II. The Registered Office of the Company will be situated in the State of Maharashtra.

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FURTHER RESOLVED THAT the Board and/or any other person so authorized by the Board, be and is 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/consultant 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.”

Dated: January 10, 2022
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, General Circular No. 10/ 2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 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, closer to the date of the EGM.

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

The Board, at its meeting held on October 19, 2021 approved five-year Business Plan with infusion of additional equity of upto Rs.1,200 crore by way of Rights Issue to improve the performance and financing ratios. Board constituted Right Issue Sub-Committee to deliberate upon the various matters to related to Rights Issue.

The Board recognizes that public listing of the company through IPO is a natural next step for the company to provide liquidity to its shareholders.

In order to facilitate the process towards IPO, the Board has recommended sub-division of shares with face of Rs.5/- per share, capitalize reserves by issue of bonus shares, increase of authorized capital and alteration of Memorandum and Articles of Association of the Company.

1. Sub-Division of equity shares from face value of Rs. 100/- per share to face value of Rs. 5/- per share

The Board of Directors at their meeting held on 10th January 2022 considered and approved the proposal of restructuring the Share Capital of the Company by sub-dividing the existing equity shares into face value of Rs. 5/- per share in place of Rs. 100/- per share. The new equity shares to be issued and allotted upon sub-division shall rank pari passu with the then existing equity shares of the Company in all respects.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013 approval of the Members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association and for altering the relevant clauses in the Articles of Association of the Company.

Accordingly, the resolutions set out at Item No. 1 seek approval of the Members for the proposed sub-division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association and definition of "Shares" as mentioned under 'Clause 1.1 of Chapter II of the of Articles of Association of the Company.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 1 as Ordinary Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

2. Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company

3. Alteration of Articles of Association of the Company

The present Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore) comprising of 25,00,000 (Twenty Five Lakhs) Equity Shares of Rs.100/- each and Paid up Share Capital of the Company is Rs. 20,25,00,000/- (Rupees Twenty Crores Twenty Five Lakhs) comprising of 20,25,000 (Twenty Lakhs Twenty Five Thousand) Equity Shares of Rs. 100/- each.

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The Board, at its meeting held on October 19, 2021 approved five-year Business Plan with infusion of additional equity of upto Rs.1,200 crore by way of Rights Issue. The Board at its Meeting held on 10th January, 2022 has accorded its approval to the proposal of Capital Restructuring of the Company by way of (i) Subdivision of existing shares capital into face value of Rs. 5/- each and (ii) issue of Bonus Shares in the ratio of 2 (two) shares for every 1(one) share held by the existing shareholders. which necessitate increase of Authorised Share Capital of the Company. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 25,00,00,000 (Rupees Twenty Five crore) to Rs. 100,00,00,000 (Rupees One Hundred Crore) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs.5/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company., subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 2 & 3 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

4. Approval of issue of Bonus Shares to the Shareholders of the Company

As on December 31, 2021 total free reserves and surplus of the Company is Rs. 290,42,70,269/- crore and Security Premium Account is Rs. 42,87,50,000/-. With a view to rationalize the capital structure, Board of Directors in its meeting held on January 10, 2022 have proposed to issue bonus shares at the ratio of 2:1 [i.e. 2 (Two) fully paid up equity shares for every 1 (One) equity share held] to the shareholders appearing in the Register of Members as on the **Record Date i.e. February 01, 2022**.

The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

Pursuant to the provisions of Section 63 of the Companies Act, 2013, approval of the Members is required for issuance of Bonus Shares to the Members of the Company by way of passing a Special Resolution. Accordingly, the resolutions set out at Item No. 4 seek approval of the Members for Issue of Bonus Shares to the Members of the Company.

The Board of Directors is of the opinion that the aforesaid issue of Bonus shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 4 as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

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5. Shifting of Registered Office of the Company outside the state

At present, the Registered office of the Company is situated at Mithona Towers-1, 1-7-80 to 87, Prenderghast Road, Secunderabad, Hyderabad - 500003, Telangana. 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 Mumbai. All Indian shareholders of the Company are also based in Mumbai. Barring the Covid lock down situation, all Meetings of the Board and Committees are also held in Mumbai. Accordingly, the Board, at its meeting held on January 10, 2022 has accorded its approval to shift the Registered Office of the Company from Hyderabad, State of Telangana to Mumbai, State of Maharashtra.

Pursuant to the provisions of Section 12(5) of the Companies Act, 2013, approval of the Members by way of special resolution is required if the registered office of the Company is shifted outside the local limits of any city, town or village where such registered office is situated.

Accordingly, the Board recommends the resolutions set out at Item No. 5 seeking approval of the Members for Shifting the Registered office of the Company and consequential amendment to the Memorandum of Association of the Company.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No. 5 as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

Dated: January 10, 2022
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

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