



June 29, 2024

To,  
The General Manager,  
Deptt of Corporate Services,  
**BSE Limited**,  
P.J. Tower, Dalal Street,  
Mumbai – 400001

To,  
The Vice President,  
**National Stock Exchange of India Limited**,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400051

**Equity Scrip Code : 543249**  
**Debt Scrip Code : 973928**

**Scrip Symbol: TARC**

**Subject: Notice of Extra-Ordinary General Meeting**

Dear Sir/Madam,

In furtherance to our earlier letter dated June 28, 2024 and in compliance of Regulation 30 & 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith notice of Extra-Ordinary General Meeting (“EGM”) of the Company scheduled to be held on Monday, July 22, 2024 at 11:00 A.M. (IST) through Video Conference / Other Audio Visual Means.

Kindly take the same on record.

Yours Faithfully

**For TARC Limited**

**Amit Narayan**  
**Company Secretary**  
**A20094**

**Encl.: As above**



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of TARC Limited (“the Company”) will be held on Monday, July 22, 2024 at 11:00 A.M. (IST) through Video-Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following Special Business. Deemed venue of the meeting shall be the Registered Office of the Company.

### SPECIAL BUSINESS:

- 1. Providing loan(s), guarantee(s) or security in connection with loan(s) to any other body corporate including subsidiary companies or person or make investment by way of subscription, purchase or otherwise, the securities of any body corporate under Section 186 of the Companies Act 2013.**

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

“**RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company at their extra-ordinary general meeting held on 6 December 2023 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its powers), Rules, 2014 and other applicable rules and regulations framed thereunder (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and all other applicable laws (including any amendment(s), modification(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as **the Board** which term shall be deemed to include any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to (i) give any loan(s) in foreign currency and/or rupee currency and securities, comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and /or coupons and/or secured premium notes and/or floating rates notes/bonds and/or deposits and other debt instrument(s), issued/to be issued by the Company or otherwise, to any person(s) or other body corporate(s) including subsidiary companies (ii) give any guarantee(s) or provide any security in connection with a loan(s) to any other body corporate including subsidiary companies; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any body corporate, from time to time in one or more tranches and on such terms and conditions as Board may in its absolute discretion deem beneficial in the interest of the Company, in such manner that the additional guarantee proposed to be furnished, loan proposed to be given, investment proposed to be made or security proposed to be provided by the Company, from time to time, in future, pursuant to

this resolution shall not exceed a principal amount of Rupees 3000 Crores (Rupees Three Thousand Crores) at any given point of time, in aggregate, notwithstanding that the aggregate of the outstanding loans and investments so far made or to be made and guarantees and securities so far given or to be given by the Company are in excess of the limits prescribed under Section 186(2) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board or persons authorised by the Board be and are hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution.”

## **2. Providing loan(s), guarantee(s) or security under section 185 of Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its powers), Rules, 2014 and other applicable rules and regulations framed thereunder (including any statutory amendment, modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and all other applicable laws (including any amendment, modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, and/or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Companies Act, 2013 up to an aggregate sum of Rs. 3000 Crores (Rupees Three Thousand Crores Only) on such terms as may be determined by the Board including the particulars of the loan given, guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by its recipient and which the Board in their absolute discretion deem beneficial and in the interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board or persons authorised by the Board be and are hereby authorized to negotiate, approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writing and things incidental or expedient thereto."

## **3. Issue of Non-Convertible Debentures (NCDs) on a Private Placement basis.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions of the Companies Act 2013 read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 (including any amendment(s), statutory modification (s) or re-enactment (s) thereof, for the time being in force), subject to the regulations issued by the Securities and Exchange Board of India (SEBI) including SEBI (Issue and Listing of Non-convertible Securities) Regulations 2021, the regulations, norms, circulars, guidelines, clarifications, notifications, prescribed or issued by SEBI, from time to time and all other applicable laws (including any amendment(s), modification or re-enactment thereof for the time being in force) and subject to the provisions of the memorandum and articles of association of the Company and such other approvals, permissions and sanctions, as may be required, the approval of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter called **the Board**, which term shall be deemed to include any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the by this resolution, or any person(s) authorised by the Board or its committee for such purposes) to offer or invite subscriptions to listed, unlisted, secured/unsecured, redeemable, non-convertible debentures (**NCDs**), on private placement basis during a period of one year from the date of passing this resolution, in one or more series/tranches, aggregating up to a principal amount of Rs. 1000 Crores (Rupees One Thousand Crores) within the overall borrowing limits of the Company, as approved by the members, on such terms and conditions as the Board may from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the NCDs are to be issued, the eligible persons to whom the NCDs are to be issued, the particulars of the offer, issue size, consideration for the issue, justification of the price, details of valuation (if any), principle terms of assets charged as security, mode of payment, coupon rate, tenor, utilisation of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid Resolution, the Board and persons authorised by the Board be and are hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things and give directions as may be deemed necessary or desirable to give effect to this resolution.”

**4. Pledge/divestment/dilution/disposal of the Company’s investment(s)/ asset(s) of material Subsidiaries and undertaking(s).**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable Listing Regulations, applicable provisions of the Companies Act, 2013 read with rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), all other applicable laws (including any amendment modification or re-enactment thereof for the time being in force, the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required, the consent of the Members of the

Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on by this resolution, or any person(s) authorized by the Board or its Committee for such purposes), to sell/pledge/ mortgage/charge/lien/hypothecate/encumber/divest/dilute/dispose of/change control of, lease, hive of or otherwise deal with the Company’s shareholdings and investment (whole or substantial part thereof) in one or more of its subsidiaries’ or any of its asset(s)/undertaking(s) and the asset(s)/undertaking(s) of the subsidiaries, in whole or part, in one or more tranches, either partly or fully, on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit in the best interest of the Company including the receipt of consideration thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board and / or such other persons so authorised by the Board, from time to time, be and are hereby severally authorised to do all such acts, deeds, matters and things to sell/pledge/mortgage/charge/lien/hypothecate/encumber/divest/dilute/dispose of/change control of, lease, hive of or otherwise deal with the Company’s shareholdings and investment (whole or substantial part thereof) in one or more of its subsidiaries’ or any of its asset(s)/undertaking(s) and the asset(s)/undertaking(s) of the subsidiaries, in whole or part, in and carry out other incidental and ancillary activities thereto including negotiating, finalising and executing agreement(s), indemnities, contracts, declarations, undertakings, forms, letters and such other papers as may be necessary, desirable and expedient.”

New Delhi  
June 28, 2024

By Order of the Board  
for TARC Limited

Sd/-  
Amit Narayan  
Company Secretary  
Membership No: A20094

## Notes:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, for the proposed resolutions are annexed herewith.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020 dated April 08, 2020, Circular No. 03/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars") have allowed the Companies to conduct their Extra-Ordinary General Meeting through Video Conferencing (VC)/ other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue till September 30, 2024 and prescribed procedures and manner of conducting EGM through VC/OAVM. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, ("SEBI Circulars), the EGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only through login credentials provided to them to connect to VC/OAVM. Physical attendance of the Members at the Meeting venue has been dispensed with. The deemed venue of EGM shall be the Registered Office of the Company at 2<sup>nd</sup> Floor, C-3, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016.
3. Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. In this regard, such shareholders are required to send a latest certified copy of the Board Resolution/Authorization Letter/Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent through registered e-mail ID to the Scrutinizer at pkmishra59@yahoo.com. Hence, Proxy form and Attendance slip is not annexed to this Notice. The attachment of the route map for the EGM venue is also not required.
4. The Members may join the EGM in the VC/OAVM mode through Desktop/Laptop/ Smartphone/Tablet, 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereinafter. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served basis.
5. Members attending the EGM through VC/OAVM shall be counted for the purpose of the quorum under Section 103 of the Act.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, (as amended), and the MCA Circulars, the Company is providing facility of

Voting by electronic means to its Members in respect of all the businesses to be transacted at the EGM as set forth in EGM Notice. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means and for participation in the EGM through VC/OAVM facility, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL. Members will be able to attend the EGM through VC/OAVM facility through the NSDL e-voting System at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. In line with the MCA Circulars and SEBI Circulars, the Notice of the EGM are being sent electronically to all the Members/beneficial owner whose name appear in register of members/list of beneficiaries received from depositories as on June 21, 2024 and whose email address are registered with the Company/Depository Participant(s)/Registrar. The Company will be dispatching physical copies of Notice of EGM only to those Members who specifically request for the same at [cs@tarc.in](mailto:cs@tarc.in) by mentioning their Folio No/DP ID and Client ID.
8. Notice of the EGM will also be made available on the website of the Company at [www.tarc.in](http://www.tarc.in) and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of NSDL (agency for providing the e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. Shareholders who have still not registered their e-mail ID are requested to get their e-mail ID registered, as follows:
  - (i) Shareholders holding Shares in Physical Mode by writing to the Registrar and Share Transfer Agent of the Company, viz., Skyline Financial Services Private Limited at [admin@skylinerta.com](mailto:admin@skylinerta.com) or the Company at [cs@tarc.in](mailto:cs@tarc.in) along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the Share Certificate (front and back), self-attested copy of the PAN Card and self-attested copy of any address proof document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member.
  - (ii) Shareholders holding Shares in Dematerialized Mode are requested to register their e-mail ID with the relevant Depository Participant(s).
10. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the EGM. Members attending the EGM who have not casted their vote by remote e-voting, shall be entitled to vote at EGM through e-voting system. Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitle to cast their vote again. Once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The remote e-voting facility will be available during the following period:
  - a. Commencement of remote e-voting: **Friday, July 19, 2024** at 09:00 A.M. (IST)
  - b. End of remote e-voting: **Sunday, July 21, 2024** at 05:00 P.M.(IST)

Remote e-voting will not be allowed beyond aforesaid date and time and the e-voting module shall be disabled by NSDL upon expiry of aforesaid period.

13. The voting rights of Members for e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on **Monday, July 15, 2024 (Cut-off date)**.
14. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ e-voting at EGM. The person who is not a member/beneficial owner as on the cut-off date should treat this Notice for information purpose only.
15. Any person, who acquires shares of the Company and becomes a Member of the Company after the Company emailed the Notice of the EGM and holds shares as on the cut-off date i.e. Monday, July 15, 2024, may obtain the User ID and password for e-voting from National Securities Depository Limited (NSDL) by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if the shareholder is already registered with NSDL for remote e-voting then he/ she can use his/ her existing user ID and password for casting the vote. If a member forgets the password, it can be reset by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. The relevant documents referred to in the Notice and in the Explanatory Statement shall be open for inspection at the Registered Office on all working days during business hours, by the members without any fee from the date of circulation of this Notice up to the date of EGM. Further, the relevant documents referred to in the Notice along with Statutory Registers shall also be available for inspection through electronic mode during EGM to any person having right to attend the meeting, basis the request being sent on [cs@tarc.in](mailto:cs@tarc.in).
17. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 01, 2019. An investor is not prohibited from holding the shares in physical mode even after the said date, however, any investor desirous of transferring shares (which are held in physical mode) can do so only after the shares are dematerialized. In view of this and to eliminate all risks associated with physical shares, participate in various corporate actions and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
18. The instructions for members for remote e-voting and joining general meeting are as under:-

The remote e-voting period begins on Friday, July 19, 2024 at 9:00 A.M. (IST) and ends on Sunday, July 21, 2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Monday, July 15, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*



**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for</li></ol>

casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 11111 then user ID is 11111001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the [“Forgot User Details/Password?”](#) or [“Physical](#)

[User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@tarc.in](mailto:cs@tarc.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@tarc.in](mailto:cs@tarc.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [cs@tarc.in](mailto:cs@tarc.in). The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cs@tarc.in](mailto:cs@tarc.in) before Friday, July 19, 2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time as appropriate for smooth conduct of the EGM.
7. Institutional investors who are members of the Company, are encouraged to attend and vote in the EGM through VC/OAVM facility.
8. Members facing any technical issue in login before / during the EGM can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at 022 - 48867000.
9. The Board of Directors has appointed Mr. Pawan Kumar Mishra (FCS -4305, C.P. No. 16222) of P. K. Mishra & Associates, Company Secretaries as scrutinizer to scrutinize the e-voting during the EGM and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer, after scrutinizing the voting through remote e-voting and e-voting at EGM, not later than 2 working days or 3 days, whichever is earlier, of conclusion of the EGM, shall make a consolidated scrutinizer’s report of the total votes cast in favour

or against, if any, and submit the same to the Chairman or any person authorised by the Chairman. The Chairman or authorised person shall declare the voting result along with consolidated scrutinizers' report within the timeframe prescribed under the Act and Listing Regulations.

11. While the Voting results may be declared on or after the date of EGM, the resolutions will be deemed to have been passed on the EGM date, subject to receipt of requisite number of votes in favour of the resolutions.
12. The results declared along with Consolidated Scrutinizer's Report shall be placed on the website of the Company [www.tarc.in](http://www.tarc.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed on the notice board at the registered office of the Company. The results shall also be communicated to the Stock Exchanges on which shares of the Company are listed.
13. The recorded transcript of this meeting, shall be maintained by the Company and as soon as possible be made available on the website of the Company viz. [www.tarc.in](http://www.tarc.in) after conclusion of the meeting.

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### **ITEM NO. 1:**

**Providing loan(s), guarantee(s) or security in connection with loan(s) to any other body corporate including subsidiary companies or person or make investment by way of subscription, purchase or otherwise, the securities of any body corporate under section 186 of the Companies Act, 2013.**

The Company, during the course of its business activities and in order to achieve greater financial flexibility, would be required to invest its funds for optimal utilization, by way of giving loan(s) and/or giving guarantee(s) and/or providing security(ies) to any other persons and/or any body corporate(s) including subsidiary companies and investment by subscription, purchase or otherwise, the securities of any other body corporate(s).

Pursuant to Section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions, if any, the Company can give loans to any person or other body corporate, give any guarantees or provide security in connection with a loan in foreign currency and/or Indian/ Rupee currency and securities, comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and /or coupons and/or secured premium notes and/or floating rates notes/bonds and/or deposits and other debt instrument(s), issued/to be issued to any other person/other bodies corporate and make investments by way of subscription, purchase or otherwise, of the securities of any other body corporate to the extent



of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Board of Directors of the Company. Where the aggregate of loans and investments so far made or proposed to be made, the amount of which guarantees or security so far given or proposed to be given to or in all other bodies corporate by the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) exceeds the aforesaid limits, prior approval of the shareholders by way of special resolution is required.

As per the resolution passed by the Members in the Extra-Ordinary General Meeting held on December 06, 2023, the Company could make loans, give guarantees, provide securities to any other person/other bodies corporate and make investments in the securities of other bodies corporate as stated above upto a principal amount limit of Rs. 2000 Crores (Rupee Two Thousand Crores Only). In view of the expanding business activities, the consent of the Members of the Company is being sought for the enhancement of the limits of making investment(s), loan(s) and providing of guarantee(s)/security(ies) to banks or financial institution or alternative investment funds or other bodies corporate in connection with a loan to any other body corporate as set out in the Special Resolution at Item No. 1, that is from Rs. 2000 Crores (Rupees Two Thousand Crores) to an amount of Rs. 3000 Crores (Rupees Three Thousand Crores).

The Board therefore, recommends passing of this resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any ways concerned or interested in the proposed resolution.

The provisions of Section 186 of the Companies Act, 2013 with respect to making any loan or giving guarantee or providing any security in connection with a loan to any other person/other bodies corporate, are not applicable to the Company since the Company is engaged in the business of providing infrastructure facilities. However, as a matter of good corporate governance and as previously resolution has been passed under section 186 of the Companies Act, 2013, the consent of the shareholders is being sought.

## **ITEM NO. 2:**

### **Providing loan(s), guarantee(s) or security under section 185 of Companies Act, 2013**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which

is a subsidiary or associate or joint venture of the Company, or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested.

Hence, in order to enable the company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act 2013 on such terms as may be determined by the Board including the particulars of the loan given, guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by its recipient, requires approval of members. The Board therefore, recommends passing of the resolution set out in item 2 as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the proposed resolution.

### **ITEM NO. 3**

#### **Issue of Non-Convertible Debentures (NCDs) on Private Placement basis**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read along with Section 42 of the Companies Act, 2013 requires a Company offering or making an invitation to subscribe to non-convertible debentures on private placement basis to obtain prior approval of the members by way of a special resolution. Such an approval can be obtained once a year for all offers and invitations proposed to be made for such non-convertible debentures during the year.

In order to augment long term resources for financing, inter-alia, to fund its existing business, retirement/repayment of the outstanding debt of the Company or its subsidiaries and other obligations and general corporate purposes, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on by this resolution, or any person(s) authorized by the Board or its Committee for such purposes) may, at an appropriate time, offer or invite subscription for issue of listed, unlisted, secured/unsecured redeemable non-convertible debentures ("NCDs"), in one or more series/tranches on private placement basis during a period of one year from the date of passing this resolution, on such terms and conditions as the Board may from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the NCDs are to be issued, the eligible persons to whom the NCDs are to be issued, the particulars of the offer, issue size, consideration for the issue, justification of the price, details of valuation (if any), principle terms of assets charged as security, mode of payment, coupon rate, tenor, utilisation of the issue proceeds and all matters connected therewith or incidental thereto.

Accordingly, consent of the Members is sought for passing a special resolution as set out in the Special Resolution at Item No. 3. This resolution is an enabling resolution and authorizes the

Board (including any other committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on by this resolution, or any person(s) authorized by the Board or its Committee for such purposes) of the Company to offer or invite subscription for issue of NCDs on private placement basis during a period of one year from the date of passing this resolution in one or more series/tranches and on such terms and conditions as may be agreed upon by the Company and banks or financial institution or alternative investment funds or other bodies corporate, the Board may from time to time, determine and consider proper and most beneficial to the Company, including without limitation, as to when the NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, tenor, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

The Board, therefore, recommends passing of this resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any ways concerned or interested in the proposed resolution.

#### **ITEM NO. 4**

##### **Pledge/divestment/dilution /disposal of the Company's investment(s)/ asset(s) of material Subsidiaries and undertaking(s).**

In terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), a listed company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% (fifty percent) or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code, 2016, and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved. Further, in terms of Regulation 24(6) of the Listing Regulations, selling, disposing and leasing of assets amounting to more than 20% (twenty percent) of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code, 2016, and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Since, selling/pledge/ mortgage/charge/lien/hypothecation/encumbrance/divestment/dilution/disposal / change in control of / leasing/hiving off or otherwise dealing in the Company's shareholdings and investment (whole or substantial part thereof) in one or more of its subsidiaries or any of its assets/undertakings and the investment(s) / asset(s) / undertaking(s) of its subsidiaries, partly or fully, may attract the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the provisions of Regulation 24 of the Listing Regulations, consent of the Shareholders is being sought specifically (where applicable), as a matter of abundant caution and good corporate governance in terms of Regulation 24 of the Listing

Regulations read with Section 180(1)(a) of the Companies Act, 2013 as set out in the Special Resolution at Item No. 4.

The Board therefore, recommends passing of this resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in any ways concerned or interested in the proposed resolution.

New Delhi  
June 28, 2024

By Order of the Board  
for TARC Limited

Sd/-

Amit Narayan  
Company Secretary  
M. No. A20094