



November 10, 2023

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 November 9, 2023 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 Wednesday, December 6, 2023 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



TARC

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting (“EGM”) of the Members of TARC Limited will be held on Wednesday, December 06, 2023 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. To consider and approve advancing of loan(s), guarantee(s) or provide security in connection with a 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 the Extra-Ordinary General Meeting held on April 02, 2022 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, 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 subject to the necessary approval(s)/consent(s), sanction(s) and permission(s) as may be necessary, 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by 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 by way of subscription, purchase or otherwise, of the securities of any other body corporate (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, shall not exceed a principal amount of INR 2000 Crores (Rupees Two 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. 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 Section 23, 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment, statutory modification(s), variation 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, circular, guideline, clarification, notification, prescribed or issued by the SEBI, from time to time and all other applicable laws (including any Statutory amendment, 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 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 by this resolution, or any person(s) authorized by the Board or its Committee for such purposes) to make offer or issue or invite subscriptions for listed, unlisted, secured/unsecured, redeemable, non-convertible debentures ("NCDs"), on private placement basis during a period of one year from the beginning of the financial year commenced on 1 April 2023, in one or more series/tranches, aggregating up to a principal amount of INR 1800 Crores (Rupees One Thousand Eight Hundred Crores), within the overall borrowing limits of the Company, as approved by the Members by way of special resolution under section 180(1)(c) of the Companies Act, 2013, 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 said 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.

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 authorized 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.”

New Delhi
November 09, 2023

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 2nd 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 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. Further, Members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Please note that participants connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective cellular network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
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 for 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.

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 November 03, 2023 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 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 and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL (agency for providing the e-Voting facility) i.e. 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 or the Company at 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: **Sunday, December 03, 2023** at 09:00 A.M. (IST)
 - b. End of remote e-voting: **Tuesday, December 05, 2023** 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 **Friday, December 01, 2023 (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. Friday, December 01, 2023, 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. 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.
16. All documents referred to this Notice and the Explanatory Statement and requiring Members' approval, and such Statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to Mr. Amit Narayan, company Secretary of the Company at 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. SEBI vide circular dated March 16, 2023 and September 26, 2023 has mandated shareholders holding securities in physical form to furnish/ update their PAN, Nomination Details, Contact Details (Address with PIN, mobile number, email address), bank account details and specimen signature for availing any investor service. Members holding shares in physical mode are requested to always quote their Folio Number in all correspondence with the Company. Holder can Register/update the contact details through submitting the requisite ISR-1 form along with the supporting documents. Folios wherein any of the above information is not available by date mentioned in the aforesaid circulars, shall be frozen. PAN to be furnished should be mandatorily linked with Aadhar number of the holder as specified by Central Board of Direct Taxes. The folios in which PANs are not linked within the specified date shall also be frozen. Further w.e.f. April 01, 2024, dividend in respect of such frozen folios shall be paid electronically only, upon complying with the aforesaid requirements. Further w.e.f. December 31, 2025, the frozen folios shall be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/ or Prevention of Money Laundering Act, 2002. The relevant forms prescribed by SEBI for furnishing the above information are available on the website of the Company www.tarc.in. The concerned shareholders are requested to update the above details by submitting the prescribed forms to the RTA of the Company i.e M/s. Skyline Financial Services Private Limited having its office at D-153/A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi-110020.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination.

Members holding shares in electronic mode are requested to update their PAN and Bank account details, nomination details, e-mail address with their respective DPs with the whom they are maintaining their demat accounts.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

Non-Resident Indian members are requested to inform RTA/respective DPs , immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number,

19. The instructions for Members for remote E-voting and joining Extra-Ordinary General Meeting are as under:-

The remote e-voting period begins on Sunday, December 03, 2023 at 9.00 A.M. (IST) and ends on Tuesday, December 05, 2023 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. December 01, 2023 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:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select

	<p>“Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 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 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 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.

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in	8 Character DP ID followed by 8 Digit

demat account with NSDL.	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 100000 then user ID is 10000001***
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 . b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.co.in 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 with a copy marked to evoting@nsdl.co.in. 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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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.
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. 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.co.in 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. 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 before Tuesday, December 05, 2023(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 or call at 022 - 4886 7000 and 022 - 2499 7000.

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 alongwith 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 and on the website of NSDL 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 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:

To consider and Approve advancing of loan(s), guarantee(s) or provide security in connection with a 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, without the approval of its Members by special resolution in a General Meeting. 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 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) 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 April 02, 2022, 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. 1500 Crores (Rupee One Thousand and Five Hundred Crores). 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. 1500 (Rupees One Thousand and Five Hundred Crores) to an amount of Rs. 2000 Crores (Rupees Two 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.

ITEM NO. 2

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

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 on and from the beginning of the financial year commenced on 1 April 2023, 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 consideration for the issue, mode of payment, coupon rate, tenor, utilization 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. 2. 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 on and from the beginning of the financial year commencing on 1 April 2023 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.

New Delhi
November 09, 2023

By Order of the Board
for TARC Limited

Sd/-

Amit Narayan
Company Secretary
M. No. A20094