TACC LIMITED
CIN: U31909MP2022PLC064004

Regd. Off: C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
Phone: 91-120-4390300; **E-mail:** tacc@lnjbhilwara.com

NOTICE

EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 1/2025-2026 Extra Ordinary General Meeting "EGM" of the members of the TACC Limited will be held on Wednesday, 1st October 2025 at 11:30 a.m. at, Bhilwara Towers-1, A-12, Sector -1, Noida 201301. The following businesses will be transacted at the EGM:

SPECIAL BUSINESS:

1. **TO APPROVE THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Members 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 thereof or any person(s) authorized by the Board in this behalf) to borrow, from time to time, such sum or sums of money as may be deemed requisite for the business of the Company, either by way of issuance of any securities including without limitation debentures/ bonds (whether convertible, non-convertible, optionally convertible, partly convertible or otherwise) on a private placement or otherwise, , or loan/borrowings from bank(s), financial institution(s), any other lending institution(s) or any Body Corporate (including Holding Company) or any other person(s), notwithstanding that the monies so borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount up to which monies may be borrowed by the Company and outstanding at any time shall not exceed an amount of ₹ 2,000 crore (Indian Rupees Two Thousand Crore Only).

RESOLVED FURTHER THAT the Board of Directors (or such person(s) or committee as may be authorized by the Board) be and is hereby empowered to determine the terms and conditions of any such borrowings, including, inter alia, rate of interest, tenure, repayment schedule, security, covenants and other related matters; to negotiate, finalize and execute any and/ or all such agreements, deeds, documents, writings and instruments as may be necessary or expedient; and to do all such acts, deeds, including filing of the relevant forms, returns, etc. as may be required under the Act, and other matters as may be necessary, incidental or desirable for giving effect to this resolution."

2. <u>TO APPROVE CREATION OF CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, IN RESPECT OF BORROWINGS UNDER SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013:</u>

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to hypothecate/mortgage/ pledge/ charge and/or create charge any security interest of every nature and kind whatsoever as may be necessary on such of any and/ or on all or any immovable and movable properties of the Company, wherever situated, both present and future, including where such assets and properties include or the whole or substantially the whole of the undertaking(s) of the Company, in such manner as the Board / committee of the Board thereof may direct, in favour of the Banks/ Financial Institutions/ investment institutions/ Companies/ other bodies corporate and their subsidiaries, ((hereinafter referred to as the "Lending Agencies") and trustees for the holders of Debentures or other lenders to secure borrowings of the Company availed / to be availed by way of loans, securities which may be issued on private placement basis or otherwise, loans, debentures and other instruments to secure borrowings of the Company availed / to be availed by way of loans, securities debentures and other instruments including but not limited to the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from aforementioned the Lending Agencies, provided that the total amount of such loans/borrowings shall not exceed at any time the limits already approved by the Company under section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, including filing of the relevant forms, returns, etc. as may be required under the Act, and other matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the Extra Ordinary General Meeting ("EGM") is annexed hereto.

2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a proxy must be deposited with the company at its registered office and corporate office, not less than 48 hours before the commencement of the meeting.

3. A person can act as a proxy, on behalf of not more than fifty members, holding in aggregate not more than ten percent of the total share capital of the company, carrying voting rights. Members holding more than ten percent of the total share capital of the company, carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other member.

4. The Company will send the correspondence and documents etc. in the mode prescribed under the Companies Act, 2013 and rule thereto.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

7. The notice is being sent to all members, whose names appear on the Register of Members/List of beneficial owners.

8. Since the Company is Wholly Owned Subsidiary of HEG Limited and all shares issued by the Company is in Dematerialised form, hence there is no need for closure of Register of Members under Section 91 of Companies Act, 2013 and rule thereto.

9. The relevant paper and document in this Notice and the Explanatory Statement are available at the registered office and corporate office of the Company and are open for inspection by all persons who are eligible and like to inspect the same.

10. The route map of the address of the 1/2025-2026 Extra Ordinary General Meeting is also annexed hereto.

Place: Noida (U.P.)
Date: 2nd September 2025

By Board of Directors
TACC Limited

Sd/-
Ankur Khaitan
(Managing Director & CEO)
DIN: 09201058

Registered Office:
C/O HEG Limited, Mandideep, Dist Raisen,
Near Bhopal Mandideep MP 462046
CIN: U31909MP2022PLC064004
E-mail: tacc@lnjbhilwara.com
Phone: 91-120-4390300

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. 1 and 2

The Members may note that as per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company can with the consent of the Members obtained through passing of a Special Resolution in a General Meeting, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the future fund requirements for the business operations and growth of the Company, it is proposed to seek the approval of the members pursuant to Section 180(1)(c) to authorise the Board of Directors to borrow monies which may, at any point of time, exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that such borrowings shall not exceed an aggregate limit of ₹ 2,000 Crore (Indian Rupees Two Thousand Crore Only).

Further, the borrowings by the Company may be required to be secured by way of creating suitable hypothecation/ mortgage/ pledge/ charge and/ or by creating any security interest of any nature and kind whatsoever on all or any movable and/or immovable properties of the Company, present and future, in such form, manner and ranking as may be determined by the Board of Directors, from time to time, in consultation with the lenders.

Accordingly, it is also proposed to seek the consent of the Members under Section 180(1)(a) of the Companies Act, 2013, to create charge, pledge, mortgage or hypothecation on the assets of the Company for securing the borrowings, up to the overall limit approved by the Members under Section 180(1)(c) of the Act, i.e., ₹ 2,000 Crore (Indian Rupees Two Thousand Crore Only).

The Board of Directors accordingly recommends Resolution No. 1 and Resolution No. 2 of this Notice for the approval of the Members of the Company as Special Resolutions.

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

Place: Noida (U.P.)
Date: 2nd September 2025

By Board of Directors
TACC Limited

Sd/-
Ankur Khaitan
(Managing Director & CEO)
DIN: 09201058

Registered Office:
C/O HEG Limited, Mandideep, Dist Raisen,
Near Bhopal Mandideep MP 462046
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ATTENDANCE SLIP

Folio No/ DPID-Client ID…… No. of Shares held

……..……...

Full name of shareholder

……

Full name of Proxy / Representative

……..……..……..

I hereby record my presence at the 1/2025-26 Extra Ordinary General Meeting of the Company to be held on Wednesday, the 1st October, 2025 at 11:30 a.m. at the Corporate Office of the Company at, Bhilwara Towers-1, A-12, Sector -1, Noida 201301.

Signature of the shareholder / proxy / representative*

……

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting hall.
** Strike out whichever is not applicable.*

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Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered address:
Email Id:
Folio No:

I/We, being the member (s) of…..……..... Shares of the above named Company, hereby appoint:

1. Name:…….....…….....Address:.....…….....
.....….....…….....…….....Email Id:……Signature……
……....., or failing him /her

2. Name:…….....…….....Address:.....…….....
.....….....…….....…….....E-mail Id:……Signature……
……....., or failing him / her

3. Name:…….....…….....Address:.....…….....
.....….....…….....…….....E-mailId:……Signature……
……....., or failing him/ her,

as my proxy to attend and vote (on a poll) for me and on my behalf at the 1/2025-26 Extra Ordinary General Meeting of the Company to be held on Wednesday, the 1st October, 2025 at 11:30 a.m. at the Corporate Office of the Company at, Bhilwara Towers-1, A-12, Sector -1, Noida 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

(*Optional)

Resolution Number	**Resolution**	**For**	**Against**
1	To approve the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.		
2	To approve creation of charge on movable and immovable properties of the company, in respect of borrowings under section 180 (1)(a) of the companies act, 2013		

Signed this……..day of…….2025.

…… ……..

Affix Revenue Stamp

Signature of shareholder Signature of Proxy holder(s)

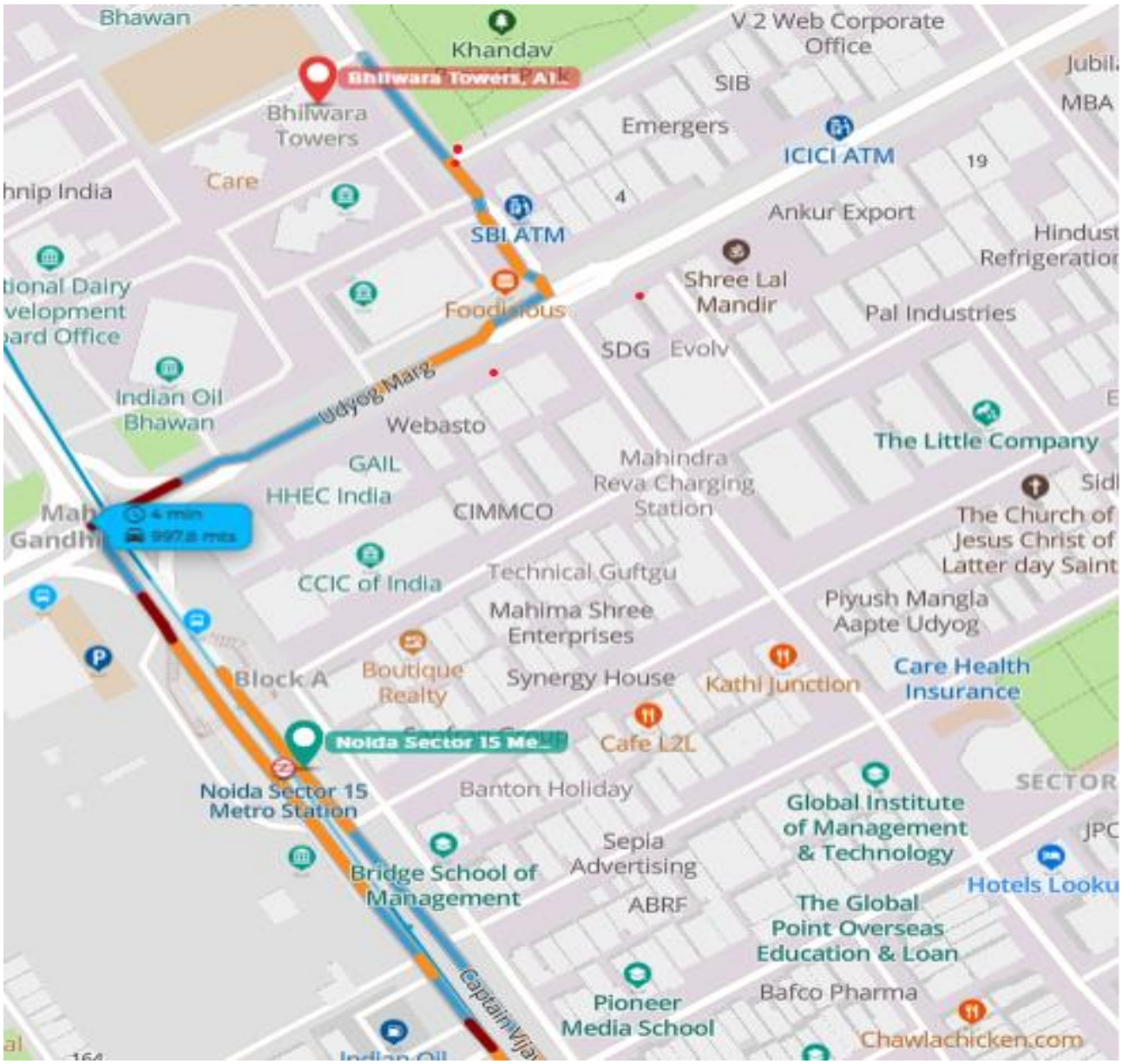
NOTE:

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

2. *For the Resolutions and Notes, please refer to the Notice of the Extra Ordinary General Meeting.*

3. **It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*

ROUTE MAP


Bhawan
Khandav
V 2 Web Corporate Office
Bhilwara Towers, A1...
Bhilwara Towers
SIB
MBA
Emergers
ICICI ATM
19
Care
4
Ankur Export
SBI ATM
Shree Lal Mandir
Pal Industries
Foodilious
SDG
Evolv
Indian Oil Bhawan
Udyog Marg
Webasto
The Little Company
GAIL
HHEC India
CIMMCO
Mahindra Reva Charging Station
4 min
997.8 mts
CCIC of India
Technical Guftgu
The Church of Jesus Christ of Latter day Saint
Mahima Shree Enterprises
Piyush Mangla Aapte Udyog
Block A
Boutique Realty
Synergy House
Kathi Junction
Care Health Insurance
Noida Sector 15 Me...
Cafe L2L
Noida Sector 15 Metro Station
Banton Holiday
Global Institute of Management & Technology
Sepia Advertising
Bridge School of Management
ABRF
Hotels Looku
The Global Point Overseas Education & Loan
Pioneer Media School
Bafco Pharma
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