TARC LIMITED

(Formerly Anant Raj Global Limited)
CIN: L70100DL2016PLC390526
Registered Office: 2nd Floor, C-3, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016
Tel: 011-41244300, 011- 41244344
Email: tarc@tarc.in **Website:** www.tarc.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting ("EGM") of the Members of TARC Limited (formerly Anant Raj Global Limited) will be held on Saturday, April 02, 2022 at 11:00 A.M. (IST) through Video-Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following Special Business. The venue of the meeting shall be deemed to be the Registered Office of the Company.

SPECIAL BUSINESS:

1. **To consider and approve increase in the Borrowing limits under Section 180(1) (c) of the Companies Act, 2013 upto Rs. 3000 Crores:**

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company at the Annual General Meeting held on August 20, 2020 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read along with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment 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), 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 of the Company (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) for borrowing, from time to time any sum(s) of money in one or more tranches from any one or more persons, companies, firms, body corporates, alternative investment funds, bankers, financial institutions, or from others or from any other source in India or outside India by way of loans 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 and whether or not secured by way of mortgage, charge, hypothecation or lien or pledge on the Company's and/or its subsidiaries' assets and properties, securities or otherwise, notwithstanding that the sum or sums of money so borrowed along 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 at any time, the aggregate of the paid up capital of

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the Company, free reserves and securities premium account of the Company, provided that the total amount so borrowed (together with any outstanding liabilities of the Company) at any given point of time shall not exceed a principal amount of Rs. 3000 Crores (Rupees Three Thousand Crores).

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. To consider and approve creation of securities under section 180 (1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company at the Annual General Meeting held on August 20, 2020 and pursuant to the provisions of Section 180(1)(a), and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read along with applicable rules and regulations framed thereunder (including any statutory modification(s), amendment(s), clarification(s), or re-enactments(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), 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 include any 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 create, from time to time, such mortgages, pledge, charges, lien, hypothecations, encumbrances and/or any other security interest ("Encumbrances") in addition to existing Encumbrances created hitherto, in such form and manner, on such terms as the Board may deem fit on the whole or substantially the whole of the Company's and/or its subsidiaries undertakings, assets and other properties, both present and/or future, whether movable and/or immovable, tangible and/or intangible comprised in any of the undertakings of the Company and/or its subsidiaries including the pledge of equity shares or other securities held by the Company in its subsidiaries, other companies, body corporates or firms and/or the securities held the subsidiaries in its or their subsidiaries, other companies, body corporates or firms in favor of the banks and/or financial institutions, alternative investment funds, both national and international, and/or other bodies corporate or agencies or trustees for securing the borrowing of the Company or any other associate company(ies), including the holding company and/ or subsidiary company(ies) or any other companies, body corporates or firms, availed/to be availed by way of 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 its associate company(ies) or its holding company or its subsidiary company(ies), other companies, body corporates or firms or otherwise, as the case may be, from time to time, subject to the limits, approved under Section 180 (1) (c) of the Act, together with interest at the respective agreed rates, additional interest, compound

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interest (in case of default), accumulated interest, liquidated damages, commitment charges, coupons, premium on redemption of debentures including any increase as a result of deviation/ evaluation/ fluctuation in the rate of foreign currencies, all other costs, charges and expenses and all other monies payable in terms of loan agreement(s), debenture documents or other document entered into /to be entered into by the Company or its associate Company(ies) or its holding company or its subsidiary company(ies), as the case may be, and the said banks and/or financial institutions/alternative investment funds/trustees for debentures or for creation of security in respect of the said loans / borrowings/financings by way of issuance of debentures/notes/bonds/debt instruments/ other securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof.

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."

3. **To consider and approve 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, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company at their Annual General Meeting held on August 20, 2020 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 (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

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be provided by the Company, from time to time, in future, pursuant to this resolution shall not exceed a principal amount of Rs. 1500 Crores (Rupees One Thousand Five Hundred 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."

4. Issue of Non-Convertible Debentures (NCDs) on a Private Placement basis:

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

"**RESOLVED THAT** pursuant to the provisions of Section 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 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, circular, guideline, clarification, notification, prescribed or issued by the SEBI, from time to time and all other applicable laws (including any 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 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 upto a principal amount of Rs. 1600 Crores (Rupees One Thousand Six Hundred 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 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."

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5. **To approve Pledge/divestment/dilution /disposal of the Company's investment(s)/ asset(s)/undertaking(s)**

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

"RESOLVED THAT pursuant to the provisions of Regulation 24 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation") and all other applicable SEBI 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 subject to such other requisite approvals, consents, 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
March 10, 2022

By Order of the Board
for TARC Limited

TARC LIMITED

Amit Narayan
Company Secretary

Regd. Office:
2nd Floor, C-3, Qutab Institutional Area,
Katwaria Sarai, New Delhi-110001

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.

2. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

3. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

4. 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 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).

   In case of any queries / difficulties in registering the e-mail address, Members may write to admin@skylinerta.com.

5. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 23, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (MCA), physical attendance of the Members at the EGM venue is not required and Extraordinary General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

6. Pursuant to the Circular issued by the Ministry of Corporate Affairs, 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.

7. The Members can join the EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure

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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 Personnel, 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.

8. Members attending the EGM through VC/OAVM shall be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and June 15, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, 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.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the copies of the Notice convening the EGM will be sent electronically to all the Members whose email address are registered with the Company/Depository Participant(s). 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 Remote e-Voting facility) i.e. www.evoting.nsdl.com.

11. All documents referred to the Notice and accompanying Explanatory Statement, are open for inspection at the Registered Office of the Company i.e. 2nd Floor, C-3, Qutab Institutional Area, Katwaria Sarai, New Delhi-110016 on all working days between 10.00 A.M to 5.00 P.M. up-to the date of the EGM and shall also be available for inspection by the Members electronically during the EGM. Members seeking to inspect such documents may send an email to company at cs@tarc.in at least seven (7) working days before the date of EGM.

12. The Board of Directors has appointed Mr. Pawan Kumar Mishra, Practicing Company Secretary (FCS - 4305 & COP - 16222) of M/s. P. K. Mishra & Associates, as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

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13. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.

14. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she 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.

15. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Managing Director or a person authorised by him in writing, who shall countersign the same.

16. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of EGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.tarc.in and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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

The remote e-voting period begins on Wednesday, March 30, 2022 at 9.00 A.M. (IST) and ends on Friday, April 01, 2022 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. Saturday, March 26, 2022 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, being Saturday, March 26, 2022.

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

Individual Shareholders holding securities in demat mode with NSDL	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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

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	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.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. 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. 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. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link

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	in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID (CL ID) For example if your DP ID is IN300*** and Client ID is 12******

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		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 101456 then user ID is 101456001***

5. Password details for 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.

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 admin@skylinerta.com.

2. In case shares are held in demat mode, please provide DPID-CL ID (16 digit DPID + CL ID 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 admin@skylinerta.com. 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

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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.
5. 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.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. 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 General 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. Corporate/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.

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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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address cs@tarc.in

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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under "Join General 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.

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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 from March 30, 2022 (9:00 a.m. IST) to April 01, 2022 (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 for the EGM.

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:

Approval for the increase in the Borrowing limits under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 3000 Crores.

In view of the Company's financial requirement to expand the existing business, strategic acquisitions, retirement/repayment of its outstanding debt and general corporate purposes, the Company needs additional funds which may be sourced from one or more persons, companies, firms, banks, financial institutions, alternative investment funds, bodies corporate or from others or from any other source in India or aboard by way of loans 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 and whether or not secured by way of mortgage, charge, hypothecation or lien or pledge on the Company's and/or its subsidiaries' assets, undertakings, properties, securities or otherwise.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, a company can borrow funds from various sources up to aggregate of its paid up capital, free reserves and securities premium (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) with the approval of its Board of Directors and where the aggregate borrowing exceeds the aforesaid limits, prior approval of the shareholders of such company is required.

As per the resolution passed at the Annual General Meeting held on August 20, 2020, the Members of the Company had authorized the Board of Directors of the Company (hereinafter

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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 borrow up to Rs. 2,700 Crores which limit is now proposed to be increased to a principal amount of Rs. 3,000 Crores (Rupees Three Thousand Crores Only) for the aforementioned purposes.

Accordingly, the consent of the Members of the Company is being sought for the enhancement of the borrowing limits as set out in the Special Resolution at Item No. 1.

The Board 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:

Approval for creation of securities under section 180 (1)(a) of the Companies Act, 2013.

The Company and/or along with its associate company (ies), holding company, subsidiary company (ies), other companies, body corporates or firms or otherwise, for the purpose of expanding its scale of business operations, strategic acquisitions, retirement/repayment of its outstanding debt and general corporate purpose and other obligations would require additional finances and resources by way of borrowings 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 its associate company(ies) or its holding company or its subsidiary company(ies), other companies, body corporates or firms or otherwise. The said borrowings will need to be secured by way of mortgage, charge, pledge, lien, hypothecation, encumbrance and/or any other security interest on the whole or substantially the whole of the Company's or its subsidiaries' undertakings, assets and other properties, both present and/or future, whether movable and/or immovable, tangible and/or intangible comprised in any of the undertakings of the Company and/or its subsidiaries, including the pledge of equity shares or other securities held by the Company in its subsidiaries, other companies, body corporates or firms and/or the securities being held by the subsidiaries in its or their subsidiaries, other companies, body corporates or firms.

As per provisions of Section 180 (1) (a) of the Companies Act, 2013, a company may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company and its subsidiaries only with the consent of the Members by way of special resolution, accordingly, the consent of the Members of the Company is being sought as set out in Special Resolution at Item No. 2.

The Board 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.

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ITEM NO. 3:

Approval for advancing 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 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 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 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 is required.

As per the resolution passed by the Members in the Annual General Meeting held on August 20, 2020, 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. 1100 Crores (Rupee One Thousand One 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 as set out in the Special Resolution at Item No. 3, that is from Rs. 1100 (Rupees One Thousand One Hundred Crores) upto a principal amount of Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores).

Pertinently, 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

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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.

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

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

As per section 23, 42 and 71 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with rules framed thereunder subject to the regulations issued by the Securities and Exchange Board of India (SEBI) and all other applicable laws (including any amendment modification or re-enactment thereof for the time being in force), a Company offering or making an invitation to subscribe to non-convertible debentures on private placement basis is required 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 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. 4. 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.

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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. 5:

Approval for pledge/divestment / dilution / disposal of the Company's investment(s) / asset(s) / 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. 5.

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
March 10, 2022

By Order of the Board
for TARC Limited

Amit Narayan
Company Secretary

TARC LIMITED

Regd. Office:
2nd Floor, C-3, Qutab Institutional Area,
Katwaria Sarai, New Delhi-110001