



NOTICE

SHORTER NOTICE is hereby given that an Extra Ordinary General Meeting of the Shareholders of Telge Projects Limited will be held at shorter notice on Thursday, 26th June, 2025, at 5.30 p.m. (IST) at the Registered Office of the Company at Office Unit No. 502A, 5th Floor, Om Chambers, Plot No T-29, 30, 31, T Block, Bhosari, I.E., Pune 411026 to transact the following business:-

Special Business:

1. To consider appointment of Shraddha Shailesh Telge as the Managing Director of the Company

To consider appointment of Mrs. Shraddha Shailesh Telge (DIN: 08052730) as **Managing Director** of the Company and if thought fit, to pass with or without modification, the following resolution as a Special Resolution :-

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to appoint and designate Mrs. Shraddha Shailesh Telge (DIN: 08052730) as **Managing Director** of the Company for a period of 5 years commencing from the date of EGM i.e., 26th June, 2025, as per the terms and conditions as set out in the Explanatory statement annexed to the notice with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & Remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mrs. Shraddha Shailesh Telge within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary be and are hereby authorized to do all such acts, deeds, and things which are necessary and incidental to give effect to the above Resolution."

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2. To consider the revision in remuneration of Mrs. Shraddha Shailesh Telge, Director & CEO:

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

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in remuneration of Mrs. Shraddha Shailesh Telge, Director & CEO (DIN: 08052730) with effect from April 1, 2025 as set out in the statement annexed as **Annexure A** to the Notice convening this meeting.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution

3. To approve issue of Bonus Shares to the Shareholders of the Company

To consider and if thought fit, to pass with or without modifications the following Resolution as Special Resolution: -

"**RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the Articles of Association of the Company and based on the recommendation of the Board of Directors of the Company and subject to applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of free reserves from the General Reserves of the Company, as may be considered necessary by the Board for the purpose of issuance of 61,67,784 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs. 6,16,77,840/- (Six Crore Sixteen Lakh Seventy-Seven Thousand Eight Hundred Forty Only), as bonus shares to the shareholders in the proportion of 6 (Six) equity shares for every 1 (One) equity shares held by the Members as on the Record Date, i.e. 25th April, 2025.

RESOLVED FURTHER THAT, the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be







subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.

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

4. To approve Initial Public Issue

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To consider and if thought fit, to pass with or without modifications the following Resolution as Special Resolution: -

"RESOLVED THAT, pursuant to the provisions of Sections 23, 26, 28, 32, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) ("Companies Act"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules and regulations made thereunder including the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Foreign Exchange Management Act, 1999, as amended ("FEMA"), and the rules and regulations made thereunder, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India ("GoI"), Securities Exchange Board of India ("SEBI") or Reserve Bank of India ("RBI"), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or reenactment thereof for the time being in force) (collectively, the "Applicable Laws"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchange where the Equity Shares are proposed to be listed ("the Stock Exchange"), and subject to any approvals from the GoI, the Registrar of Companies ("RoC"), SEBI, and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), sanction of the members of the Company be and is hereby granted to create, offer, issue, at a price to be determined in consultation with the book running lead manager appointed in respect of the Issue ("BRLM"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share

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as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations, out of the authorized share capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors and qualified institutional buyers, Hindu Undivided Families, foreign portfolio investors, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "Investors") by way of the Issue in consultation with the BRLM and/or underwriters and/or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalized by the Board in consultation with the BRLM through an Issue document, prospectus and/or an Offering memorandum, as required, and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Issue on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit. Further, in consultation with the stock exchange an over subscription, to the extent of 1% or 10% of the Net Issue or such other extent as may be permitted under the applicable laws for the purpose of making allotment in minimum lots, while finalizing the basis of allotment."

"RESOLVED FURTHER THAT the Equity Shares Issued pursuant to the Issue shall be listed at D Platform or on one or more recognized Stock Exchange of India as the case may be."

"RESOLVED FURTHER THAT such of these shares / securities as are not subscribed may be disposed of by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to it."

"RESOLVED FURTHER THAT for the purposes of giving effect to these resolutions, the Board hereby authorize Mrs. Shraddha Shailesh Telge (DIN: 08052730) Director and CEO and Mr. Vishal Uttam Telge (DIN: 06770397) Director of our Company to appoint Book Running Lead Manager to the Issue, Registrar to the Issue, Bankers to the Issue, Syndicate Member to the Issue, Depository Participant, Custodians, Legal Advisors and such other intermediaries as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities and also to do all acts, deeds, matters



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and things of whatever nature and to give such directions as may be considered necessary or desirable."

"RESOLVED FURTHER THAT the Board shall have the authority and power to accept modification in the proposal as may be required or imposed by the GOI/RBI/SEBI/Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to Issue, allotment and listing thereof and as agreed to by the Board and no further approval this regard would be required from the shareholders of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to any transfer of Equity Shares, the Board or any Committee thereof be and is hereby authorized to determine the terms of the Issue including the class of investors to whom the securities are to be allotted, Issue price, including discounts) if any permitted under applicable law, listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to the offering and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized (without being required to seek any further consent or approval of the members of the Company or otherwise) to make such modification(s) in the aforesaid resolution as it may in its discretion consider necessary, expedient or desirable in the interest of the Company including change in the price/ amount/ size of the Issue etc., as may be considered necessary and/or expedient to settle any question or difficulty that may arise in connection therewith in the manner it may consider fit and appropriate."

"RESOLVED FURTHER THAT the Board may, in the Issue made in furtherance to the aforesaid resolution, make reservation out of the Issue to such category (ies) of persons as permitted under the SEBI ICDR Regulations, including but not limited to permanent employees of the Company, up to a maximum limit as permitted in terms of the SEBI (ICDR) Regulations."

"RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be listed on one or more recognised stock exchanges in India."

"RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Issue as aforesaid shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares in all respects, including rights in respect of dividend."

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"RESOLVED FURTHER THAT over subscription to the extent of 1% or 10% of the Issue or such other extent as may be permitted under the applicable laws shall be retained for the purpose of rounding off while finalizing the basis of allotment in relation to the Issue."

"RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a Separate Bank Account referred to in Section 40(3) of the Companies Act, 2013; and if the application monies received pursuant to the Issue are not refunded within such time, as specified by SEBI and in accordance with applicable law, the Company shall pay interest on failure thereof, as per applicable law."

"RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not transferred in the Issue may be disposed of by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with Banks / Financial Institutions / Investment Institutions / Mutual Funds / Foreign Institutional Investors / Foreign Portfolio Investors / Bodies Corporate / Such Other Persons or otherwise."

"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

"RESOLVED FURTHER THAT any Director(s) of the Company or Company Secretary be and is hereby authorized to file necessary form with the Registrar of Companies, and to do all such acts, deeds and things as may be required to give effect to this resolution."

5. To alter and approve Articles of Association of the Company

To consider and if thought fit, to pass with or without modifications the following Resolution as Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for alteration of the existing Articles of Association in the manner as detailed below:

1. Article no. 21 of Form INC-34 i.e. E-Articles of Association of the Company is hereby substituted and shall be read as follows;



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"Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

The Board may decline to recognise any instrument of transfer unless-

- (a) the instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares."
- 2. Article no 88 of Form INC-34 i.e., Articles of Association of the Company being substituted by the below clause:
 - a) No dividend shall bear interest against the company
 - b) Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

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Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under subsection (1) of Section 125 of the Act, viz. "investors education and protection fund".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Company Secretary be and are hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage."

6. To approve related party transactions under Section 188 of the Companies Act, 2013 for the Financial Year 2025-26

To consider and if thought fit, to pass with or without modifications the following Resolution as Special Resolution: -

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act 2013 and the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) the approval of the Members of the Company be and is hereby accorded to enter into related party contract/ arrangements/transactions with Telge Projects Inc., (subsidiary company) being related within the meaning of the Companies Act, 2013 based on the expected value of the transactions up or Rs 20,00,00,000/- (Rupees Twenty Crore Only) for the financial year 2025-2026 (which is expected to exceed 10% of the Turnover as per the last audited financial statements of the Company) provided that the said transactions to be entered into/carried out are in the ordinary course of business and are on arm's length basis on such terms and conditions as may be considered appropriate by the Board of Directors of the Company and Telge Projects Inc.

RESOLVED FURTHER THAT all the aforesaid transactions so entered with these related parties shall be on Arm's length Basis and in the ordinary course of business and that any transaction which deviates from this criterion be specifically reported to the Board for its approval.

RESOLVED FURTHER THAT Mrs. Shraddha Shailesh Telge, Chairperson & Director or Company Secretary be and is hereby authorized to do all such acts, deeds and things which are necessary and incidental to give effect to the above resolution and to determine and fix any other remaining terms and conditions in the matter."

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7. To authorize the Board to make loan(s) and give guarantee(s), provide security(ies) or make investments in excess of the prescribed limit as mentioned under Section 186 of Companies Act, 2013

To consider and if thought fit, to pass with or without modifications the following Resolution as Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 179, 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders of the Company be and is hereby accorded for making Investments in other bodies corporate / giving Loans to any other person / providing Guarantees / Securities on behalf of loan availed by any other person, from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given / guarantees / securities already made by the Company, which may exceed 60% of paid up capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company given / guarantees / securities already made by the Company of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of Rs. 100,00,000/- (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions of the investments / loans / guarantees / securities which may be made by the Company from time to time, by the Company, finalize the agreements/contracts and documents in this regard and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any one of the Director(s) or the Company Secretary of the Company be and are hereby a severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies."

By Order of the Board of Directors For Telge Projects Limited

Shraddha Shailesh Telge Director and CEO [DIN: 08052730]

Place: Pune Date: 25/06/2025

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NOTES: -

- 1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
- 2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his/her behalf, and a proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office or electronically at the following email ID: compliance@telgeprojects.com duly completed and signed, not less than 48 (Forty-Eight) hours before the EGM. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- 3. Members are requested to share shorter notice consent before the Meeting either physical or electronic to the following email ID: compliance@telgeprojects.com
- 4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 11 AM to 6 PM (IST) on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the Meeting.
- 5. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
- 6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
- 7. Pursuant to Section 113 of the Act, Institutional/Corporate Shareholders (i.e. other than individuals HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/Authorisation etc., authorising its representative to attend the EOGM on its behalf and to vote.











EXPLANATORY STATEMENT

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

Item No. 1

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 25th June, 2025 has proposed the appointment of Mrs. Shraddha Shailesh Telge (DIN: 08052730) as **'Managing Director'** of the Company for a period of 5 (five) years with effect from date of this Extra Ordinary General Meeting i.e., 26th June, 2025. Mrs. Shraddha Shailesh Telge is already holding position of Director and Chief Executive Officer in the company.

Information as required under Clause 1.2.5 of the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is given below:

Name of Director	Shraddha Shailash Talsa
	Shraddha Shailesh Telge
Director Identification Number	08052730
Designation	Director
Date of Birth (Age)	01/02/1992
Date of First Appointment on the Board	16/01/2018
Terms and Conditions of	The appointment as Managing Director shall be
appointment/re-appointment	for 5 years from the effective date on such terms
	as may be mention in the appointment letter.
Qualification	Mrs. Shraddha holds a degree in Bachelor of
	Technology from the College of Engineering
	Pune (COEP). Additionally, she has earned a
	Diploma in Civil Engineering, achieving the
	distinction of being the state topper in the year
	2011. Brief Profile of Mrs. Shraddha Shailesh
	Telge is attached to this notice.
Profile, Experience and Expertise in	Please refer Annexure B
specific functional areas	
Name of the companies in which she	None
holds directorship	None
1	
(other than Telge Projects Limited) Name of committees in which she	Mrs. Shraddha is member of Stakeholder's
holds membership/ chairmanship	Relationship Committee
Name of listed entities from which the	Nil
person has resigned in the past three	
years	
Details of remuneration (including	90,000/- per month

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(formerly known as Telge Projects Private Limited)

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Sitting fee, if any) last drawn	
No. of meetings of the Board attended	Two (2)
during the year	
	During this Financial Year 2025-26 Two Board
	Meeting was duly convened on 29 th April, 2025
	and 25 th June, 2025 which was attended by her.
Details of remuneration sought to be	Refer Annexure A
Paid	
Inter se relationship with other	Nil
Directors, Manager, and other Key	
Managerial Personnel of the Company	
Shareholding in the Company: No. of	(a) 9,99,994 equity shares
shares held as on 31 st March 2025:	
(a) Own	
(b) For other persons on a beneficial	
Basis	

Roles and Responsibilities of the Managing Director shall be as follows:

- carry out such duties as set forth in the Organizational Documents and as otherwise agreed to by the Boards (the "Duties")
- have particular regard to your role as a MD and CEO in light of the Companies Act, 2013 and to similar rules, regulations and laws in the United States
- Oversee the strategic direction, management, and operations of all entities within the Group.
- Report to the Board of Directors and provide periodic updates on business performance, compliance, and governance matters.
- Ensuring compliance with applicable regulatory and corporate governance requirements.
- Represent the Group in negotiations, contracts, and public engagements, ensuring the best interests of the stakeholders.

Item No. 2:

Considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on June 25th, 2025 approved revision of remuneration of Mrs. Shraddha Shailesh Telge, Director & CEO for the period of 3 (Three) Financial Years with effect from April 1, 2025. The revised annual remuneration will be as per **Annexure A**. Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mrs. Shraddha Shailesh Telge, Director & CEO as decided by the Board of Directors is proposed to be approved by the Members at this meeting. The remuneration is in

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line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mrs. Shraddha Shailesh Telge, Director & CEO. Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

None of the directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution. The Board and the NRC, as the case may be, may, at its discretion, fix the annual increment of Director & CEO every year, subject to the percentage limits applicable to the Senior Management based on performance.

The Board of Directors recommend passing of the Special Resolution at item no. 2 of the notice

Item No. 3

The Board of Directors at their meeting held on June 25th, 2025, recommended issue of bonus shares in proportion of 6 (Six) shares for every 1 (One) equity shares held by the members on a Record Date of June 25th, 2025 by capitalizing a part of the amount standing to the credit of the free reserves from the General Reserves of the Company.

Pursuant to all provisions of Articles of Association of the Company and in terms of Section 63 of the Companies Act, 2013 and rules made there under, the capitalization of reserve and bonus issue thereof require approval of the members.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with bonus issue.

Accordingly, the resolution seeks the approval of the members for capitalizing the amount standing to the credit of free reserves from the General Reserves of the Company and to issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding.

Item No. 4

The Company intends to list its equity shares (Equity Shares) on SME Platform of Stock Exchange or one or more recognized stock exchanges of India to enable shareholders to have a formal market place for dealing with the Company's equity shares. For this purpose, it is intended to undertake an initial public offering of the Equity Shares of the Company by way of Fresh Issuance of Equity Shares. The Company intends to undertake the Issue and list the Equity Shares at an opportune time in consultation with the book running lead manager and other advisors in relation to the Issue and subject to applicable regulatory approvals.



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In view of the above and in terms of Section 23, 28, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended, the approval of the members of the Company is required through a special resolution.

The Company proposes to Issue and allot equity shares of the Company of face value of \gtrless 10/-(the "Equity Shares") each up to an aggregate of \gtrless 35/- crores (Rupees Thirty Five Crores only), (the "Issue"), on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof, in consultation with book running lead manager appointed for the Issue, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public Issue by way of book building method under SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Issue shall in all respects rank pari-passu with the existing equity shares of the Company.

The proceeds from the Issue will be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (hereinafter referred to as the "Issue Documents") to be filed with the Securities and Exchange Board of India and Stock Exchange(s) in connection with the Issue as the case may be. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable laws or modification suggested by SEBI or Stock Exchange(s) as the case may be. The Price at which the Equity Shares will be allotted through the Issue, as well as the price band within which bidders in the Issue will be able to put in bids for Equity Shares issued in the Issue shall be determined and finalised by the Company in consultation with the BRLM to the Issue in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an Issue of Equity Shares to any of the promoters, or members of the promoter group of the Company in the Issue.

None of the directors and key managerial personnel of the company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except to the extent of their shareholding in the Company.

No change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

The Board recommends this resolution as mentioned in Item No. 4 of the Notice for your approval as a special resolution. Accordingly, approval of the members of the Company is sought to issue Equity Shares under above mentioned sections and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

Telge Projects Limited

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Item No. 5

The Board proposes to amend the above-mentioned provisions of the existing AOA as several regulations / articles of the existing AOA of the Company require alteration / deletion / addition pursuant to Public Issue of the company. Pursuant to section 14 of the Companies Act, 2013, the approval of the members of the Company is required, by way of a special, for adoption of amended AOA.

A copy of the amended AOA shall be available for inspection of members till the date of Extra Ordinary General Meeting during business hours on business days.

Hence the Special Resolution as mentioned in Item No. 5 of the Notice is recommended for your approval.

None of the Directors, Manager, Key Managerial Person of the Company, and their Relatives are in any way concerned or interested in passing the said Resolution.

Item No. 6

Pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to transactions specified therein except with the consent of the Board of Directors given by a resolution at a meeting. Similarly, irrespective of quantum of paid up share capital, no Company shall enter into any contract or arrangement with a related party for sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property amounting to ten per cent or more of the turnover of the Company except with the consent of the Board of Directors given by a resolution at a meeting and prior approval of shareholders. However, approval requirements as stipulated under Section 188 shall not apply to any transactions entered into by the Company which are entered in its ordinary course of business and are at arm's length.

Though exempted under Section 188(1) of the Companies Act, 2013 the company proposes to take the consent / approval of Members of the company for certain related party transactions as mentioned below and accordingly, the Board of Directors of the Company have presented the agenda for shareholder's approval.

The disclosures, in relation to the said related party transaction, as required to be given under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

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Sr. No.	Description	Details
i.	Name of related party	Telge Projects Inc.
ii.	Name of the Director or Key Managerial personnel who is related	Mrs. Shraddha Shailesh Telge, CEO and Chairman and Shailesh Uttam Telge, Director and CFO
iii.	Nature of relationship	Subsidiary Company
iv.	Price	Aggregate upto Rs. 20 Crore (Rupees Twenty Crore) for the Financial year 2025-26.
V.	Nature, Type, material terms, tenure and particulars of the contract or arrangement	The Contract will be for sale, purchase or supply of goods or materials, availing and rendering of any services, transfer of resources, services or obligations, leasing of property of any kind and appointment of agent for purchase or sale of goods, materials, services or property and will be valid as mutually agreed between the parties.
vi.	Any other relevant information	All the transactions entered into by the Company are in ordinary course of business and are at arm's length

Except as stated above no other Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No 6.

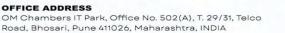
The Board of Directors recommend the resolution as mentioned at Item No. 6 as an Ordinary Resolution for approval by the Shareholders.

Item No 7

The Board of Directors intends to provide loan, investment, guarantee and security to other person(s) and/or Body Corporate(s) in view of company's strategic plans.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the approval of the members is required by way of Special Resolution, if the limit exceeds 60% of the aggregate











of the paid-up share capital, free reserves and securities premium and/or up to 100% of the aggregate of free reserves and securities premium of the Company, whichever is more.

Therefore, Special Resolution set out at the aforesaid accompanying notice is being recommended by the Board for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Resolutions, except to the extent of their shareholding.

By Order of the Board of Directors For Telge Projects Limited

Place: Pune Date: 25/06/2025

Shraddha Shailesh Telge Director and CEO [DIN: 08052730]

Telge Projects Limited

(formerly known as Telge Projects Private Limited)

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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 & E-mail Id: Folio No.:

I/We being the member(s) of ______ Shares of the above-named Company hereby appoint:

(1) Name:	
Address & E-mail Id	or failing him;
(2) Name:	
Address & E-mail Id	or failing him
(3) Name:	
Address & E-mail Id	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, 26th June, 2025, at 5.30 p.m. (IST) at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resoluti on No	Resolutions	Voting	
		For	Against
1.	To consider appointment of Shraddha Shailesh Telge as the Managing Director of the Company		
2.	To consider the revision in remuneration of Mrs. Shraddha Shailesh Telge, Director & CEO (Proposed to be appointed as Group MD)		
3.	To approve issue of Bonus Shares to the Shareholders of the Company		
4.	To approve Initial Public Issue		
5.	To alter and approve Articles of Association of the Company		
6.	To approve related party transactions under Section 188 of the Companies Act, 2013 for the Financial Year 2025-26		
7.	To authorize the Board to make loan(s) and give guarantee(s), provide security(ies) or make investments in excess of the prescribed limit as mentioned under Section 186 of Companies Act, 2013		

Signed this _____ day of _____ 2025

Signature of the Shareholder_____

Signature of first Proxy Holder

Signature of Second Holder

Signature of Third Holder

Note: 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.

Telge Projects Limited (formerly known as Telge Projects Private Limited)

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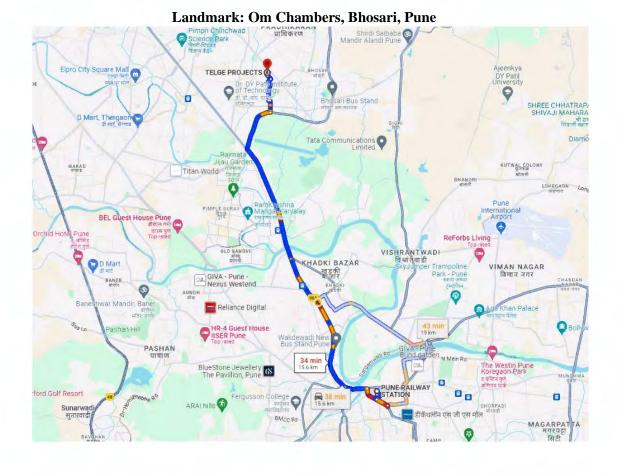
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WEBSITE: WWW.TELGEPROJECTS.COM CIN: U29256PN2018PLC174381 PAN NO: AAGCT5848L GST NO: 27AAGCT5848L1ZO

Affix Revenue Stamp





Route map to the Venue of the Meeting held at registered office of the Company (From Pune Railway Station)

Telge Projects Limited (formerly known as Telge Projects Private Limited)

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PHONE +917887882012





ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slips on request.

Master Folio No:	
------------------	--

NAME AND ADDRESS OF SHAREHOLDER: _____

NAME OF PROXYHOLDER: _____

NO. OF SHARES HELD: _____

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Thursday, 26th June, 2025, at 5.30 p.m. (IST) at the Registered Office of the Company.

Signature of the Shareholder or Proxy

Notes:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) Members are requested to bring their copies of Annual Report for reference at the Meeting hall.



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Annexure A

Fixed Annual remuneration of the Managing Director shall be structured and payable in the following manner:

Sr. No	Name of Company	Remuneration (CTC) per annum
1.	Telge Projects Limited	INR 6,60,000
2.	Telge Projects INC	USD 100,880
3.	Midwest Detailing LLC	Nil
4.	Draftco INC	Nil

Telge Projects Limited

(formerly known as Telge Projects Private Limited)

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Annexure B



SHRADDHA TELGE

CEO, Telge Projects

INTRODUCTION

I am Shraddha Shailesh Telge, a Civil Engineer with over 9 years of experience in the civil and construction industry. My passion lies in Building Information Modelling (BIM) for concrete and steel structures, where I've had the privilege of leading numerous projects from the design phase through to final production. I hold a Bachelor of Technology degree from the College of Engineering Pune (COEP) and a Diploma in Civil Engineering, where I topped the state in 2011.

Throughout my journey, I have been fortunate to gain recognition for my work, including being featured on the cover of CEO Insights magazine. Under my leadership, Telge Projects earned the "Start-up of the Year 2020" award and was acknowledged among the "Top 10 BIM Service Providers of 2020." These achievements have been deeply meaningful as they reflect the dedication and innovation I strive to bring to the structural engineering field.

Beyond my career, I am passionate about holistic development and well-being. During my time at COEP, I actively participated in boat club activities and led a team of over 100 students in a river sports event. I also hold a Yoga Pravesh certificate, which has helped me maintain balance in both my personal and professional life.



Scan for LinkedIn Profile

CONTACT ME



+91 80877 16637

shraddha@telgeprojects.com



Career Journey

EDUCATION

10th Board

Board of Secondary Education – Amravati, India June 2008

 Scored 82.46%, achieving a strong academic foundation in core subjects.

Diploma in Civil Engineering

Government Polytechnic Amravati – Amravati, India

June 2008 - June 2011

- Topper of the college, 3rd Maharashtra State Topper with 95.27% distinction.
- Elected Hostel Prefect Captain.

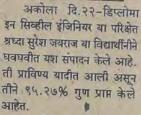
B.Tech in Civil Engineering

College of Engineering Pune (COEP) - Pune, India

June 2011 - May 2014

- Graduated with Distinction from one of India's top engineering institutions.
- Scholarship recipient from Belvalkar Housing Society.
- Punt Formation Captain, COEP Boat Club.
- Member of the Janeev Club.
- Participated in the Rubik's Cube World Record Challenge.
- Mindspark Organizer.

श्रध्दा जयराजचे सिव्हील इंजि:मध्ये घवघवीत यश



गव्हर्नमेंट पॉलीटेक्नीक, अमरावती या संस्थेत ती दाखल होती. मार्च २०११ मध्ये घेण्यात आलेल्या या डिप्लोमा परिक्षेतील तीचे हे यश आहे. तीने आपल्या यशाचे श्रेय आई-वडील तथा गुरुक्नांना दिले आहे.



अमरावती विद्यापीठातून श्रद्धा जयराज गुणवत्ता यादीत

अकोलाः तंत्रनिकेतनमधील हिप्लोमा इन सिव्हिल इंजिनिअरिंग' या अंतिम वर्षामधील अभ्यासक्रमामध्ये येथील श्रद्धा सुरेश जयराज ही विद्यार्थिनी गुणवत्ता यादीत आली असून, ती अमरावती शासकीय तंत्रनिकेतन महाविद्यालयातून प्रथम आली. तिने ९५.२७ टक्के गुण प्राप्त केले आहे. पॉलिटेक्रिकच्या में महिन्याल घेण्यात आलेल्या परीक्षेमध्ये तिने डिप्लोमा इन सिव्हिल इंजिनिअरींगमध्ये १५००गुणांपैकी १४२९गुणप्राप्त केले असून, त्याची टक्केवारी ९५.२७ टक्के झालीआहे. ती अमरावती येथील शासकींय पॉलिटेक्रिक महाविद्यालयामध्ये शिक्षण घेत होती. तिने यशाचे श्रेथ आई-वडील,प्राध्यापक ठूंद यांना दिले आहे.

Careelourney

WORK HISTORY

Founder, Managing Director, CEO Telge Projects Limited

- January 2018 Present
- Led strategic planning, resource allocation, and business development for BIM modeling and detailing projects.
- Ensured quality checks on precast construction drawings for clients in Europe, UK, US, Canada, Australia, India, and more.
- Optimized operational processes using analytics and client-specific metrics.
- Developed company procedures and aligned processes with regulatory standards.
- · Worked with leadership and board to guide business strategies.
- Strengthened client relationships through professional networks.
- · Managed supply chain functions, workflow coordination, and budget adherence.
- · Assisted in sales and marketing to achieve revenue goals.

Associate Engineer

Precision Precast Solutions Pvt. Ltd.

August 2014 - April 2017

- Led BIM modeling and detailing of precast concrete structures, coordinating between team and clients.
- Designed Deadman and Blockouts using Lecwall software for warehouse projects.
- Conducted quality checks on shop and erection drawings for precast concrete parking structures.
- Supervised and mentored entry-level engineers, ensuring accuracy and performance.
- Developed action plans for process improvements and project milestones.
- · Created cost estimates and project specifications for proposals.
- Reviewed and corrected technical drawings and provided guidance to CAD/TEKLA technicians.
- Built strong relationships with stakeholders to streamline project execution.





Achievements



10th certification, Achieved 82.46%



वध्या सुरम कयराज था विद्यावीनी प्रयाद्यीत था संयोधन केले आहे. ती प्राविण्य वादीत आली असून तीने १९.२७% गुण प्राप्त केले आहेत. १ मव्हर्वमेंट पॉलीटेवनीक, अमरावली मा संस्वेत ती धाख्त होती. मार्च २०११ मध्ये वेषयात अलित्मा वा डिप्लोमा परिक्षेतील तीचे वे यम आहे. तीने आपल्या युगाचे बेव आई- बडील तथा युगाचे बेव आई- बडील तथा युगाचे बेव आई- बडील तथा हार्दिक अभिनंदन ! इता सुरेग जवराव की विद्यविंग पालिटकानिकाण्ये एनमावृत्र विसरों, सियोलक्रेथवयूर दुसरी ख कंटोसरीवयून प्रबध आल्याबटल कार्वव्यपून निये हार्दिक अभिनंदन !



असरावती विद्यापीठातून अद्भा जयराज भुद्धा जयराज गुणवत्ता यादीत मार्ग्यात्वर प्रतिनेकतनसर्पाल खिर्मना इन सिलिल गुणवत्ता यादीत सांसर्वीय प्रतिनेकतनसर्पाल खिर्मना यादीत आली अस्पूर, ती अमराजती सालकीय तेवनिकेलन सहविधातवात्म प्रथम आणी, तिन जयराज ही वियाधिनी गुणवत्ता यादीत सांसर्वीय प्रतिनेकिक न्हतीवासाराम्म्य सिका प्रत होती. तिन यशाचे स्वय अर्छ-वडील, प्राप्यायक वृंव योग यिते ला

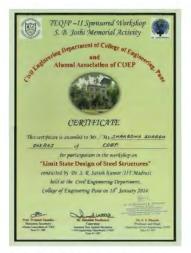
Newspaper Cutouts highlighting achievements as school and diploma topper



Institute & state topper in Diploma Civil With 95.27%



COEP, Tech Event



workshop on Limit state design steel structure



CSR activity

ements Achie



Rubik Cube, World Record



At TUD Event By Trimble



Promising Entrepreneurs Award 2020-21 Rotary Club



Featured on Business Magazine Cover





Startup of the Year Award by Marathwada Yuva Manch year 2020



Start Up India Certification



Udyog Samriddhi Magazine



Promising

Entrepreneurs Award

CERTIFICATE

PROVED ANALOS

at the hands of REDC DAA. This deforms

out the occusation of Histoici Membership Assprij sates a 20% for Status for

the Month 2024

ature Company of the Mon

इत्यनु

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31.







Nursing New Talent Newspaper Cutout





TEKLA Award 2023



Rotary Satellite Club Award



Personal Life

Outside of my professional commitments, I believe in leading a well-rounded lifestyle. I am passionate about:

Leadership Beyond Work: During my time at COEP, I was actively involved in the boat club, where I led large teams during river sports events, shaping my leadership skills from an early age.



I organized and led large teams during river sports events.

Commitment to Well-being: I hold a Yoga Pravesh certificate, which reflects my belief in balancing professional success with physical and mental well-being.



I'm certified in Yoga Pravesh, promoting physical and mental well-being.

Passion for Mentorship: Mentoring young professionals in our industry is something I cherish deeply. I strive to help them navigate the complexities of civil engineering, sharing my experiences and insights.



Webinar and Guest lectures on my startup journey.

Vision for the Future

Driving focused actions and measurable progress toward rapid success and sustainable growth.

Expanding International Presence:

We aim to become the top outsourcing partner in the USA, Canada, Europe, and Australia.

Local Acquisitions:

We will invest in acquiring local companies to strengthen our market position.

Tech Upgrades & Software Expansion:

We'll expand our software tools and increase licenses to handle more projects effectively.

Enhancing Domestic & International Talent:

We'll invest in hiring, training, and upgrading infrastructure to meet growing demand and support our expansion.

International Experience:

As part of our global expansion, I have traveled extensively for business, visiting countries such as **Dubal**, **Abu Dhabl**, **Qatar**, **Thailand**, **Indonesia**, **Singapore**, **Netherlands**, **Norway**, **Sweden**, **Belgium**, **France**, **the United States of America**, **and Mexico**. These experiences have allowed me to build strong international relationships and gain insights into diverse markets.









Detailing

Acquired US-based Midwest Detailing LLC, marking just the first step toward future acquisitions.

