



Date: 06/02/2026

To,
All the Members of the Board of Directors

SHORTER NOTICE is hereby given that the meeting of the Board of Directors of Telge Projects Limited for the Financial year 2025-26 will be held on Monday, 9th February, 2026 at 10.00 p.m. through Video Conference (VC) Means to consider the Business mentioned in the agenda.

Kindly take note that arrangement is made for participation of Board members and other invitees electronically through VC or other facility.

We shall forward you necessary information to enable you to access the facility of VC for participation in the meeting on the day of meeting.

You are requested to confirm your attendance through VC via e-mail at compliance@telgeprojects.com or on cell phone number at +91 77579 50799.

Detailed Agenda for the meeting is enclosed herewith.

You are requested to make it convenient for the same.

For Telge Projects Limited

Shraddha Shailesh Telge
Managing Director and CEO
[DIN: 08052730]



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RAN NO: AAGCT5848L

GST NO: 27AAGCT5848L1Z0

Agenda for 11th Board Meeting of Board of Directors of Telge Projects Limited

Agenda for the Meeting of the Board of Directors of Telge Projects Limited (the company) for the Financial Year 2025-26 to be held on Monday, 9th February, 2026 at 10.00 p.m. through Video Conference or Audio-Visual Means.

Sr. No	Agenda Item
1.	To elect Chairman of the meeting, if required
2.	To consider the leave of absence if any.
3.	To consider and approve the Minutes of the last Board Meeting.
4.	Noting of Circular Resolution Passed by Board of Directors of the Company
5.	Noting of Minutes of Audit Committee
6.	Noting of Minutes of Nomination and Remuneration Committee
7.	Noting of Minutes of Stakeholders Resolution Committee
8.	To consider and approve the unaudited standalone financial results for the Third Quarter ended as on 31 st December, 2025, along with the limited review reports thereon.
9.	To consider and approve the unaudited consolidated financial results for the Third Quarter ended as on 31 st December, 2025, along with the limited review reports thereon.
10.	Noting of Certificate signed by the Chief Financial Officer of the Company for the Third Quarter ended as on 31 st December, 2025.
11.	To consider and, if thought fit, approve the Employee Stock Option Scheme (ESOP) of the Company, subject to applicable laws and approvals.
12.	To consider and approve the notice of Postal Ballot, including authorization for providing e-voting facility, to approve necessary filings
13.	To approve the cut-off date for the postal ballot notice
14.	To approve the publication of the Postal Ballot notice by way of newspaper advertisement.
15.	To approve and authorize the electronic dispatch of the Postal Ballot.

16.	To consider and approve the appointment of M/s KPN and Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process and for submitting the Scrutinizer's Report, in accordance with applicable laws.
17.	To consider and approve the appointment of Big Share Services Private Limited as the Registrar and Transfer Agent (RTA) of the Company.
18.	To consider and approve the appointment of the Merchant Banker of the Company.
19.	To consider any other business with the permission of the Chair.
Vote of Thanks	

For Telge Projects Limited

Shraddha Shailesh Telge
Chairman and CEO
[DIN: 08052730]

NOTES TO AGENDA

11th Meeting of the Board of Directors for FY 2025-2026

1. To Appoint Chairman of the Meeting

The Board of Directors may elect one amongst themselves to be the Chairman of the Meeting.

2. To consider the leave of absence if any.

Leave of absence will be granted to the directors of the Company who are unable to attend the Board meeting. Request for such leave received prior to the date of the meeting will be taken into consideration.

3. To consider and approve the Minutes of the last Board Meeting held on 8th November, 2025

The minutes of the previous Board Meeting held on 8th November, 2025 as circulated among all the Directors shall be placed at the Board meeting for their approval.

The Board shall consider the same and may pass the following resolution in the ensuing Board Meeting:

“RESOLVED THAT the Minutes of the last Board Meeting held on 8th November, 2025 be and are hereby approved and confirmed.”

4. Noting of Circular Resolution Passed by Board of Directors of the Company

Circular Resolution No	Date of Circulation	Approval Sought	Effective Date of Passing of Resolution (Date on which approval from majority of Directors received)	Voting Details
01/2025-26	29 th November, 2025	To consider and approve the Circular dated as on 29 th November, 2025 to approve	1 st December, 2025	100%

		voluntary disclosure of quarterly Unaudited Financial Results to the Stock Exchange.		
02/2025-26	4 th February, 2026	To consider and approve the Circular dated as on 29 th January, 2026 to appoint the Nomination and Remuneration Committee to act as the Compensation Committee		

Circular Resolution No: 01/2025-26

“RESOLVED THAT the Board of Directors hereby approves the voluntary preparation, publication, and submission of the Quarterly Unaudited Financial Results to the Stock Exchange i.e. Bombay Stock Exchange (BSE SME), in accordance with the applicable rules, regulations, and disclosure requirements of the said Stock Exchange.

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer, and Company Secretary be and are hereby authorized, jointly or severally, to finalize, approve, sign, and submit the Quarterly Unaudited Financial Results of the Company and to execute and file all necessary forms, declarations, certificates, and other documents as may be required by the Stock Exchange or any other regulatory authority.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this Resolution, including making such modifications or providing additional information as may be required by the Stock Exchange or any regulatory authority.

RESOLVED FURTHER THAT a certified true copy of this Resolution be issued to the Stock Exchange and any other authority or third party, as may be required.”

Circular Resolution No: 02/2025-26

“RESOLVED THAT pursuant to the provisions of Regulation 5 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Companies Act, 2013 and the rules made thereunder,(including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and other applicable laws and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board be and is hereby designated and authorized to act as the Compensation Committee of the Company, for administration and superintendence of the Employees Stock Option Scheme 2026.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee, acting as the Compensation Committee, shall discharge all functions, powers, roles, and responsibilities relating to compensation, remuneration, incentives, employee stock option schemes, performance-linked pay, and other benefits of the employees, as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, and applicable SEBI regulations, circulars, and guidelines.

RESOLVED FURTHER THAT the Committee shall ensure compliance with all applicable disclosure requirements and governance norms as stipulated under the SEBI (LODR) Regulations, 2015, and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, any amendments thereto.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies.”

5. Noting of Minutes of Audit Committee

The Chairman shall read out Minutes of the Audit Committee Meeting held.

The Board shall consider the same and may pass the following resolution in the ensuing Board Meeting:

“RESOLVED THAT the Minutes of the Audit Committee held, be and are hereby approved and confirmed.”

6. Noting of Minutes of Nomination and Remuneration Committee meeting

The Chairman shall read out Minutes of the Nomination and Remuneration Committee Meeting held.

The Board shall consider the same and may pass the following resolution in the ensuing Board Meeting:

“RESOLVED THAT the Minutes of the Nomination and Remuneration Committee held, be and are hereby approved and confirmed.”

7. Noting of Minutes of Stakeholder Relationship Committee

The Chairman shall read out Minutes of the Stakeholder Relationship Committee Meeting held.

The Board shall consider the same and may pass the following resolution in the ensuing Board Meeting:

“RESOLVED THAT the Minutes of the Stakeholder Relationship Committee held, be and are hereby approved and confirmed.”

8. To Approve Unaudited Standalone Financial Results for the Third Quarter ended as on 31st December, 2025 along with the Limited Review Report

The Chairman shall inform that pursuant to provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed SME company which has opted for quarterly compliance shall comply with Regulation 33 of the Listing Regulations and submit quarterly financial results to the Stock Exchange(s) in the prescribed format and within the stipulated timelines.

The Chairman shall further inform that the unaudited standalone financial results for the third quarter ended as on 31st December, 2025 along with the Limited Review Report issued by the Statutory Auditors of the Company, shall be tabled before the Board for consideration and approval.

In consideration of the above-mentioned provisions, the Board of Directors are requested to consider and, if thought fit, pass the following resolution with or without modification (s), if any

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013, Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and rules made there under (including any statutory modification(s), enactments(s), re-enactment(s) thereof), and other applicable provisions, if any, the Unaudited Standalone

Financial Results of the Company for the Third Quarter ended as on 31st December, 2025, together with the Limited Review Report thereon issued by the Statutory Auditors of the Company as placed before the meeting duly initialed by the Chairman for the purpose of identification and as recommended by the Audit Committee of Board of Directors of the Company, be and are hereby approved.

RESOLVED FURTHER THAT Limited Review Report for the quarter ended 31st December, 2025 as issued by the Statutory Auditors of the Company, M/s R. M. Rajapurkar & Co. (FRN.: 108335W), Chartered Accountants be and are hereby taken on record by the Board of Directors of the Company.

RESOLVED FURTHER THAT Ms. Shraddha Shailesh Telge, Managing Director and Chief Financial Officer of the Company be and is hereby authorized to sign the aforesaid Unaudited Standalone Financial Results on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT the any one of the Director and/or Company Secretary of the Company be and are hereby authorised to publish the said financial results on the Company's website, BSE Portal and to take all such acts, deeds, and steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To Approve Unaudited Consolidated Financial Results for the Third Quarter ended as on 31st December, 2025 along with the Limited Review Report

The Chairman shall inform that pursuant to provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed SME company which has opted for quarterly compliance **shall comply with Regulation 33 of the Listing Regulations and submit quarterly financial results** to the Stock Exchange(s) in the prescribed format and within the stipulated timelines.

The Chairman shall further inform that the unaudited consolidated financial results for the half year ended on 31st December, 2025 along with the Limited Review Report issued by the Statutory Auditors of the Company, shall be tabled before the Board for consideration and approval.

In consideration of the above-mentioned provisions, the Board of Directors are requested to consider and, if thought fit, pass the following resolution with or without modification (s), if any

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013, Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and rules made there under (including any statutory modification(s), enactments(s), re-enactment(s) thereof), and other applicable provisions, if any, the Unaudited Consolidated Financial Results of the Company for the Third Quarter ended as on 31st December, 2025, together with the Limited Review Report thereon issued by the Statutory Auditors of the Company as placed before the meeting duly initialed by the Chairman for the purpose of identification and as recommended by the Audit Committee of Board of Directors of the Company, be and are hereby approved.

RESOLVED FURTHER THAT Limited Review Report for the quarter ended 31st December, 2025 as issued by the Statutory Auditors of the Company, M/s R. M. Rajapurkar & Co. (FRN.: 108335W), Chartered Accountants be and are hereby taken on record by the Board of Directors of the Company.

RESOLVED FURTHER THAT Ms. Shraddha Shailesh Telge, Managing Director and Chief Financial Officer of the Company be and is hereby authorized to sign the aforesaid Unaudited Consolidated Financial Results on behalf of the Board of Directors of the Company.

RESOLVED FURTHER THAT the any one of the Director and/or Company Secretary of the Company be and are hereby authorised to publish the said financial results on the Company’s website, BSE Portal and to take all such acts, deeds, and steps as may be necessary, proper or expedient to give effect to this resolution.”

10. Noting of Certificate signed by the Chief Financial Officer of the Company for the Third Quarter ended as on 31st December, 2025

The Chairman shall place before the board, Certificate signed by the CFO of the Company in terms of Regulation 33 of SEBI (LODR) Regulations, 2015 for the quarter and Third Quarter ended as on 31st December, 2025. The board after considering the same shall take note of it.

11. To consider and, if thought fit, approve the Employee Stock Option Scheme (ESOP) of the Company, subject to applicable laws and approvals

“RESOLVED THAT pursuant to the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and the rules made thereunder,(including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and other applicable laws and subject to such other approval of

shareholders of the company the approval of Board of Directors be and is hereby accorded to consider and approve the Employee Stock Option Scheme (ESOP) of the Company, as placed before the Committee.

RESOLVED FURTHER THAT the Employee Stock Option Scheme, as presented to the Board, be and is hereby approved, subject to such modifications, changes, or amendments as may be required to ensure compliance with applicable laws or as may be suggested by any statutory or regulatory authority.

12. To consider and approve the notice of Postal Ballot, including authorization for providing e-voting facility, to approve necessary filings

The Chairman shall inform the Board that in accordance with the provisions of the Companies Act, 2013 SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members of the Company is required in respect of the Employee Stock Option Scheme (ESOP). Accordingly, it is proposed to issue a Notice of Postal Ballot to the members along with the facility of electronic voting (e-voting). The draft Notice of Postal Ballot, as placed before the Board, is tabled for consideration and approval. The Board members may deliberate on the same and pass the following resolution.

“RESOLVED THAT pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosures Requirement) Rules, 2015, (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and other applicable laws, the consent of the Board of Directors of the Company be and is hereby accorded to consider and approve the notice of Postal Ballot, including providing the facility of e-voting to the members, as placed before the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve all necessary filings, disclosures, and submissions with the Registrar of Companies, stock exchanges, and any other regulatory authorities in connection with the Postal Ballot and e-voting process.

13. To approve the cut-off date for the postal ballot notice

The Chairman shall inform that cut-off date for sending Postal Ballot Notice to the shareholders eligible for voting through Postal Ballot is required to be fixed. The Board members may consider and pass the following date as Cut-off date and pass the resolution for the same.

14. To approve the publication of the Postal Ballot notice by way of newspaper advertisement

The Chairman shall inform the Board that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to give public notice of the Postal Ballot and e-voting process through advertisement in newspapers.

The Chairman shall further inform that the Postal Ballot notice is required to be published in one English newspaper and one vernacular newspaper having wide circulation, in accordance with the applicable statutory requirements. Accordingly, the proposal for approval of publication of the Postal Ballot notice by way of newspaper advertisement shall be placed before the Board for its consideration and approval.

“RESOLVED THAT pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 and other applicable laws, the Board of Directors of the Company do hereby approve the publication of the Postal Ballot notice by way of advertisement in:

- a. one English newspaper with wide circulation; and
- b. one vernacular newspaper with wide circulation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to approve all necessary filings, disclosures, and submissions with the Registrar of Companies, stock exchanges, and any other regulatory authorities in connection with the Postal Ballot and e-voting process.”

15. To approve and authorize the electronic dispatch of the Postal Ballot

The Chairman shall inform the Board that in accordance with the provisions of the Companies Act, 2013 and the applicable rules made thereunder, the Postal Ballot Notice is required to be dispatched electronically to the members of the Company along with the facility of electronic voting (e-voting) for seeking their approval on the proposed resolutions. Accordingly, the proposal shall be placed before the Board for its consideration and approval

“RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactments thereof, and the Articles of Association of the Company, the Board hereby approves and authorizes the electronic dispatch of the Postal Ballot notice, along with the facility for e-voting, to the members of the Company for seeking their approval on the proposed resolutions and to the Depositories, namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to approve all necessary filings, disclosures, and submissions with the Registrar of Companies, stock exchanges, and any other regulatory authorities in connection with the Postal Ballot and e-voting process.”

16. To appoint of M/s KPN and Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot

The Chairman shall inform that pursuant to the provisions of the Companies Act, 2013, the Company is required to appoint a scrutinizer for conducting the Postal Ballot (including e-voting) process. Accordingly, it is proposed to appoint M/s KPN and Associates, Practicing Company Secretaries, as Scrutinizers for the purpose of conducting the Postal Ballot (including e-voting) in a fair and transparent manner.

“RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, including any statutory amendments or re-enactments thereof, the consent of the Board be and is hereby accorded to appoint **M/s KPN and Associates, Practicing Company Secretaries Peer review Certificate no. 4544/2023** as the Scrutinizer for conducting the Postal Ballot and e-voting process of the Company in a fair and transparent manner and to submit the Scrutinizer’s Report in accordance with applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to provide all necessary information, assistance, and documents to the Scrutinizer and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

17. To consider and approve the appointment of Bigshare Services Private Limited as the Registrar and Transfer Agent (RTA) of the Company

The Chairman shall inform that for the purpose of conducting the postal ballot and e-voting process in a fair and transparent manner, the Company is required to appoint a Scrutinizer

to scrutinize the voting process and submit a consolidated report thereon. Accordingly, it is proposed to appoint Bigshare Services Private Limited as the Scrutinizer for the postal ballot and e-voting process, and the same was placed before the Board for its consideration and approval.

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations, the Board of Directors of the Company hereby considered and approved the appointment of Bigshare as the Registrar and Transfer Agent (RTA) of the Company for the purpose of handling the share registry, transfer, dematerialization, and other related functions of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to provide all necessary information, assistance, and documents to the Scrutinizer and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

18. To consider and approve the appointment of the Merchant Banker of the Company.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and other applicable laws, rules and regulations (if any), Board of Directors are hereby authorized to appoint a SEBI-registered Merchant Banker on such terms and conditions, including fees, as may be mutually agreed between the Company and the Merchant Banker.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize and execute the engagement letter/agreement with the Merchant Banker and to do all such acts, deeds, matters and things as may be necessary, desirable or incidental to give effect to this resolution.

For Telge Projects Limited

Shraddha Shailesh Telge
Managing Director and CEO
[DIN: 08052730]

**NOTES:**

1. All the recordings of the proceedings of the Meeting, through Electronic Mode, shall be deemed to be made at the registered office of the Company.
2. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Secretarial Standards -1 (“Secretarial Standard on Board Meeting”), relevant MCA circulars and notifications.
3. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at compliance@telgeprojects.com
4. All Board Members are requested to update their E-mail IDs with the Company.
5. The Board Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.
6. The Board Members can join the Board Meeting 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The meeting will be held through **VIRTUAL MODE**.
8. Members who need assistance before or during the meeting, can contact at compliance@telgeprojects.com.

**OFFICE ADDRESS**

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