

Date: 7<sup>th</sup> May, 2026

To,  
All the Members of the Board of Directors

**NOTICE** is hereby given that the First meeting of the Board of Directors of **Telge Projects Limited** for the Financial year 2026-27 will be held on 18<sup>th</sup> May, 2026 at 12.30 p.m. at the Registered Office of the company at Unit No. 502A, 5th Floor, Om Chambers, Plot No. T-29, 30, 31, T Block, Bhosari I.E., Pune, Pune City, Maharashtra, India, 411026 to consider the Business mentioned in the agenda.

Detailed Agenda for the meeting shall be forwarded shortly.

You are requested to make it convenient for the same.

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For Telge Projects Limited

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



**OFFICE ADDRESS**

OM Chambers IT Park, Office No. 502(A), T. 29/31, Telco Road, Bhosari, Pune 411026, Maharashtra, INDIA



**EMAIL**

info@telgeprojects.com



**PHONE**

+91 7887882012

WEBSITE: WWW.TELGEPROJECTS.COM

CIN: L29256PN2018PLC174381

PAN NO: AAGCT5848L

GST NO: 27AAGCT5848L1ZO

## Agenda for 1<sup>st</sup> Board Meeting of Board of Directors of Telge Projects Limited

Agenda for the 1<sup>st</sup> Meeting of the Board of Directors of Telge Projects Limited (“the company”) for the Financial Year 2026-27 to be held on 18<sup>th</sup> May, 2026 at 12.30 p.m. at the Registered office of the company at Unit No. 502A, 5<sup>th</sup> Floor, Om Chambers, Plot No. T-29, 30, 31, T Block, Bhosari, Pune City, Maharashtra, India, 411026.

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 Minutes of Audit Committee
5.	Noting of Minutes of Nomination and Remuneration Committee
6.	To take on record Declarations in Form DIR- 8 received from Director’s u/s 164 of the Companies Act, 2013.
7.	To take on record the Disclosure of Interest by the Directors u/s 184 of the Companies Act, 2013 in Form MBP-1.
8.	To take note of various intimations / certificates submitted with the Stock Exchange under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 for the quarter / year ended March 31, 2026.
9.	To consider and approve Related Party Transactions for the Financial Year 2026–27.
10.	To consider and approve the Audited Standalone Financial Results for the quarter and financial year ended March 31, 2026, along with the Statutory Auditor’s Report thereon.
11.	To consider and take note of the Financial Statements of Subsidiary Companies for F.Y. 2025-26



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12.	To consider and approve the Audited Consolidated Financial Results for the quarter and financial year ended March 31, 2026, along with the Statutory Auditor's Report thereon.
13.	To consider and note the domestication of Telge Projects Inc., a material subsidiary of the company and consequent change of name to Telge Global Inc.
14.	To take note of the acquisition of Edward Farr Architects Inc. by Telge Global Inc., (Previously known as Telge Projects Inc.) subsidiary of the company.
15.	To take note of the overseas investment made by the company in Telge Global Inc., (Previously known as Telge Projects Inc.) a material subsidiary of the company.
16.	To take note of the shareholder's approval obtained by way of Postal Ballot and In-principle approval granted by Stock Exchange for Telge Projects Limited – Employee Stock Option Plan – 2026 (TPL-ESOP 2026)
17.	To consider the Statement of Deviation or Variation along with report of the Monitoring Agency on the utilization of IPO proceeds and to provide comments, if any
18.	Declarations on compliance with Company's Code of Conduct and Annual disclosure of shareholding under Code of Conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015 for the year 2025-26
19.	To consider and approve performance-based incentives to Mrs. Shraddha Shailesh Telge of Rs. 6,00,000/- for FY 2026-27
20.	Noting of the Statement of investor complaints received and resolved by the Company for the quarter ended March 31, 2026
21.	To consider and note the fines/penalties imposed by the Exchange for the quarter ended March 31, 2026
22.	To Re-appoint M/s. KPN & Associates, Company Secretaries as the Secretarial Auditors of the Company for the Financial Year 2026-27
23.	To Re-appoint Mr. Vinayak Mane, CFO of the company as the Internal Auditor for the Financial Year 2026-27.


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24.	Noting of Certificate signed by Managing Director, Chief Executive Officer and Chief Financial Officer of the Company for the Fourth Quarter and Financial year ended as on March 31, 2026.
25.	To consider and approve modification of Internet Banking facilities in the existing account of the company
26.	To consider and approve constitution of Risk Management Committee
27.	To evaluate the performance of the Board, committees, Independent Directors and certain Board improvement suggestions, if any.
28.	To review the Adequacy and effectiveness of Internal Financial Controls
29.	To issue certificate & declarations / undertakings required for obtaining Annual Secretarial Audit Report in accordance Regulation 24A of SEBI (LODR), 2015 for the year ended March 31, 2026.
30.	To appoint KPN & Associates, Company Secretaries for Certifications
31.	To consider any other business with the permission of the Chair.
<b>Vote of Thanks</b>	

For Telge Projects Limited

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 Shraddha Shailesh Telge  
 Chairman and CEO  
 [DIN: 08052730]

## NOTES TO AGENDA

### 1<sup>st</sup> Meeting of the Board of Directors for FY 2026-27

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#### 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 February 09, 2026

The minutes of the previous Board Meeting held on February 09, 2026 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 February 09, 2026 be and are hereby approved and confirmed.”

#### 4. 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 Meeting held, be and are hereby approved and confirmed.”

#### 5. Noting of Minutes of Nomination and Remuneration Committee meeting

The Chairman shall read out Minutes of the Nomination and Remuneration Committee (Compensation 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 (Compensation Committee) Meeting held, be and are hereby approved and confirmed.”

**6. To take on record Declarations in Form DIR- 8 received from Director's u/s 164 of the Companies Act, 2013**

The Chairman to inform the Board that the Directors of any company, shall disqualify to act as the Directors, if they are not eligible to act as Director on occurrence of certain things mentioned in Section 164(1) and (2) of the Companies Act, 2013.

Further inform that pursuant to Chapter XI Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules 2014 every Director has to furnish a Declaration in the prescribed Form DIR- 8 that he is not disqualified to act as Director u/s 164(2) of the Companies Act, 2013. This Declaration in Form DIR- 8 has to be furnished at the time of his appointment or reappointment.

The Chairman shall place before the Meeting the Declaration in Form DIR- 8 received from the Directors of the Company, certifying that they are not disqualified to act as the Directors of our Company.

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

“**RESOLVED THAT** the Declarations in Form No DIR- 8 received from the Directors of the Company viz.

1. Mrs. Shraddha Shailesh Telge
2. Mrs. Priti Vishal Telge
3. Mr. Ravi Pandurang Pandit
4. Mr. Avinash Suresh Sachdev
5. Mr. Vishal Uttam Telge

Certifying that they do not disqualify to act as the Director of our Company by virtue of them non-complying with certain provisions of the Companies Act, 2013 as contemplated under the provisions of Section 164 (1) and (2) of the said Act, be and are hereby received, noted and taken on record for the Current Financial Year i.e. 2026-2027.”

## 7. To take on record Disclosure of Interest by the Directors

The Chairman shall place before the Board disclosure in Form MBP-1, received from the Directors of the Company u/s 184 of the Companies Act, 2013 read with Rule 9 (1) of Chapter XII, Companies (Meetings of the Board and its Powers) Rules, 2014 for the Financial Year 2026-2027 disclosing the nature of their interest in other companies/concerns.

The Board shall consider the same and pass the following resolution the Meeting: -

**“RESOLVED THAT** disclosures in Form MBP-1 – ‘Notice of Interest by Director’, under Section 184 of the Companies Act, 2013 read with Rule 9 (1) of Chapter XII, Companies (Meetings of the Board and its Powers) Rules 2014 received from the following Directors of the Company viz.: -

1. Mrs. Shraddha Shailesh Telge
2. Mrs. Priti Vishal Telge
3. Mr. Ravi Pandurang Pandit
4. Mr. Avinash Suresh Sachdev
5. Mr. Vishal Uttam Telge

under the provisions of Section 184 (1) of the Companies Act, 2013, for the Financial Year 2026-27 disclosing the nature of their concern or interest in other companies, body corporates, firms, or other associations of individuals including the shareholding therein, as tabled before the Meeting be and are hereby received and noted.

**RESOLVED FURTHER THAT** Mrs. Shraddha Shailesh Telge, Chairman of the Company, be and is hereby authorized to maintain the Register of Contracts or Arrangements in which Directors are interested as per Section 189 of the Companies Act, 2013, and incorporate therein the necessary entries.

**RESOLVED FURTHER THAT** Mrs. Shraddha Shailesh Telge, Director of the Company, 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.

## 8. To take note of various intimations / certificates submitted with the Stock Exchange under SEBI Regulations, for the quarter and year ended March 31, 2026.

The Board is informed that being a listed entity, the company shall comply with various provisions of the SEBI Regulations. The status of various intimations / certificates

submitted with the Stock Exchange for the quarter and year ended March 31, 2026 are as follows:

<b>Sr. No.</b>	<b>Particulars of various intimations / certificates made to Stock Exchange</b>	<b>Actual Compliance date</b>
1.	Declaration provided for closure of Trading Window as per circular issued by BSE	26/03/2026
2.	To take on record Certificate of Non-applicability of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the quarter ended March 31, 2026.	24/04/2026
3.	To take on record Investor Grievance Report under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the quarter and year ended March 31, 2026.	18/04/2026
4.	Shareholding pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the quarter ended March 31, 2026.	18/04/2026
5.	Certificate under Regulation 74 (5) of the SEBI (Depositories and Participants) Regulations, 2018 for the quarter ended March 31, 2026.	13/04/2026
6.	Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depository & Participant) Regulations, 2018 for the quarter ended March 31, 2026.	23/04/2026
7.	Announcement under Regulation 30 (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Monitoring Agency Report	12/05/2026
8.	Announcement under Regulation 30 (Listing Obligations and Disclosure Requirements) Regulations, 2015 -Analyst / Investor Meet - Intimation	13/05/2026

**9. To consider and approve Related Party Transactions for the Financial Year 2026–27.**

The Chairman shall inform the Board that pursuant to the provisions of Section 177 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Party Transactions are required to be reviewed and approved by the Board or Shareholders as may be required.

The Chairman shall further inform that the Company proposes to enter into certain Related Party Transactions during the financial year 2026–27 in the ordinary course of business and on an arm’s length basis. The details of the proposed transactions, along with the nature of relationship, terms and monetary limits, were placed before the Committee for its consideration.

The Board shall consider the same and pass the following Resolution in the Meeting: -

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law, (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and as approved by Audit Committee subject to approval of Shareholders of the Company, the consent of the Board be and is hereby accorded by way of omnibus approval for the Related Party Transactions proposed to be entered into by the Company during the Financial Year 2026–27, the details whereof are set out in **Annexure [A]** placed before the Board.

**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** the Board of Directors be and are hereby jointly or severally authorized to enter the particulars of the contracts / transactions with the related parties in the ‘Register of Contracts with related parties with contracts and bodies etc. in which Directors are interested maintained in Form No MBP-4.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company 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.”

**10. To consider and approve the Audited Standalone Financial Results for the quarter and financial year ended March 31, 2026, along with the Statutory Auditor’s Report thereon.**

The Chairman shall inform that pursuant to provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every SME listed entity which has voluntarily opted for quarterly compliance shall comply with Regulation 33 of the Listing Regulations and submit financial results for quarter ended and financial year ended March 31, 2026 to the Stock Exchange(s) in the prescribed format and within the stipulated timelines.

The Chairman shall further inform that the audited standalone financial results for the quarter, half year and financial year ended as on March 31, 2026 along with the Audit 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 Audited Standalone Financial Results of the Company for the Fourth Quarter and Financial Year ended as on March 31, 2026, together with the Audit 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** Audit Report for the financial year ended 31<sup>st</sup> March, 2026 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.

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**RESOLVED FURTHER THAT** Mrs. Shraddha Shailesh Telge, Managing Director and Chief Executive Officer and Mr. Vinayak Mane, Chief Financial Officer of the Company be and is hereby authorized to sign the aforesaid Audited 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.”

**11. To consider and take note of the Financial Statements of Subsidiary Companies for F.Y. 2025-26**

The Chairman shall place before the meeting the Financial Statements of Subsidiary Company for the year ended March 31, 2026

The Board shall consider the same and pass the following resolution:

“**RESOLVED THAT** the Financial Statements of the subsidiary company for the financial year ended March 31, 2026, as placed before the Board, be and are hereby noted and taken on record.

**RESOLVED FURTHER THAT** Mrs. Shraddha Shailesh Telge, Managing Director and Chief Executive Officer and Ms. Barkha Mohit Bharuka, Company Secretary of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

**12. To consider and approve the Audited Consolidated Financial Results for the quarter and financial year ended March 31, 2026, along with the Statutory Auditor's Report thereon.**

The Chairman shall inform that pursuant to provisions of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every SME listed entity which has voluntarily opted for quarterly compliance shall comply with Regulation 33 of the Listing Regulations and submit financial results for quarter and financial year ended March 31, 2026 to the Stock Exchange(s) in the prescribed format and within the stipulated timelines.

The Chairman shall further inform that the audited consolidated financial results for the quarter and financial year ended as on March 31, 2026 along with the Audit 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 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with rules made there under (including any statutory modification(s), enactments(s), re-enactment(s) thereof), and other applicable provisions, if any, the Audited Consolidated Financial Results of the Company for the quarter and financial year ended March 31, 2026, together with the Audit 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** Audit Report for the financial year ended March 31, 2026 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** Mrs. Shraddha Shailesh Telge, Managing Director and Chief Executive Officer and Mr. Vinayak Mane, Chief Financial Officer of the Company be and is hereby authorized to sign the aforesaid Audited 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.”

**13. To consider and note the domestication of Telge Projects Inc., a material subsidiary of the company and consequent change of name to Telge Global Inc.**

The Chairman shall inform the Board, of the domestication of Telge Projects Inc., a material subsidiary of the company along with the consequent change of its name to Telge Global Inc. together with such relevant particulars as may be necessary, for the Board's consideration and noting.

The Board shall consider the same and take the same on record.

**14. To take note of the acquisition of Edward Farr Architects Inc. by Telge Global Inc. (Previously known as Telge Projects Inc.), subsidiary of the company.**

The Chairman shall place before the Board, the details of the acquisition of Edward Farr Architects Inc. by Telge Global Inc. (Previously known as Telge Projects Inc.), subsidiary of the company, for its consideration and noting.

The Board shall take note of the same.

**15. To take note of the overseas investment made by the company in Telge Global Inc., (Previously known as Telge Projects Inc.) material subsidiary of the company.**

The Chairman shall inform the Board, details of the overseas investment undertaken by the Company in Telge Global Inc. (Previously known as Telge Projects Inc.), a subsidiary of the Company, together with relevant particulars, for its consideration and noting.

The Board shall consider the same and take it on record.

**16. To consider the Statement of Deviation or Variation along with report of the Monitoring Agency on the utilization of IPO proceeds and to provide comments, if any**

The Chairman shall place before Board the Statement of Deviation or Variation in the utilization of funds raised through Public Issue along with the report of Monitoring Agency for its consideration.

The Board shall take note that the deviation in the utilization of funds which has been duly approved by the shareholders by way of a Special Resolution passed through Postal Ballot on March 21, 2026. The Board shall further note that there has been no deviation or variation in the utilization of funds for the quarter ended March 31, 2026.



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The Board shall also review the report of Monitoring Agency and provide comments, if any.

**17. To take note of the shareholder's approval obtained by way of Postal Ballot and In-principle approval granted by Stock Exchange for Telge Projects Limited – Employee Stock Option Plan – 2026 (TPL-ESOP 2026)**

The Chairman shall inform the Board about the details of the shareholders' approval obtained by way of Postal Ballot on March 21, 2026 and the In-principle approval received from the Stock Exchange on April 22, 2026 for Telge Projects Limited – Employee Stock Option Plan – 2026 (TPL-ESOP 2026) for its consideration and noting.

The Board shall take note of the same and take it on record.

**18. Declarations on compliance with Company's Code of Conduct and Annual disclosure of shareholding under Code of Conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015 for the year 2025-26**

The following annual declaration from all the Directors shall be taken on record:

**Directors Declaration:**

**Under Company's Code of Conduct:**

The Chairman shall inform that all the directors have submitted their disclosures and will further state that none of the Director(s) of the Company has violated Company's Code of Conduct as per declaration received from the following Directors:

- 1) Mrs. Shraddha Shailesh Telge
- 2) Mrs. Priti Vishal Telge
- 3) Mr. Ravi Pandurang Pandit
- 4) Mr. Avinash Suresh Sachdev
- 5) Mr. Vishal Uttam Telge

Annual disclosure of shareholding under Code of Conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015 for the year 2025-26:

The Chairman shall inform that all the directors have submitted their annual disclosures of shareholding and will further state that none of the Director(s) of the Company has violated

Company's Code of Conduct under SEBI (Prohibition of Insider Trading) as per declaration received from the following Directors.

**“RESOLVED THAT** annual declaration as per provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 received from the following Directors of the Company be noted and taken on record

- 1) Mrs. Shraddha Shailesh Telge
- 2) Mrs. Priti Vishal Telge
- 3) Mr. Ravi Pandurang Pandit
- 4) Mr. Avinash Suresh Sachdev
- 5) Mr. Vishal Uttam Telge

**19. To consider and approve performance-based incentives to Mrs. Shraddha Shailesh Telge of Rs. 6,00,000/- for FY 2026-27**

The Chairman shall place before the Board, on recommendation of the Nomination and Remuneration Committee, the proposal for performance-based incentives to Mrs. Shraddha Shailesh Telge of Rs. 6,00,000/- for FY 2026-27, for consideration and approval of the Board.

The Board shall consider the terms of performance-based incentives payable to Mrs. Shraddha Shailesh Telge and, if thought fit, to approve the same with or without modification pass the following resolution:

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and appointment letter issued to Mrs. Shraddha Shailesh Telge on June 26, 2025 the approval of the board of directors be and is hereby accorded to provide performance-based incentive of Rs 6,00,000/- (Rupees Six Lakhs Only) to Mrs. Shraddha Shailesh Telge, Managing Director & Chief Executive Officer of the company having DIN: 08052730 with effect from April 1, 2026.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the Company 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.”

**20. Noting of the Statement of investor complaints received and resolved by the Company for the quarter ended March 31, 2026**

The Chairman shall inform the Board that in compliance with Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statement of Investor Complaints for the quarter ended March 31, 2026 be placed before the Board for its perusal.

The said statement provides details of investor complaints received during the quarter, complaints resolved, and complaints pending as on March 31, 2026, along with the status of redressal thereof.

The Board shall consider and take note of the Statement of Investor Complaints for the quarter ended March 31, 2026 as placed before it.

**21. To consider and note the fines/penalties imposed by the Exchange for the quarter ended 31st March, 2026**

The Chairman shall inform the Board the penalties imposed by BSE Limited during the previous quarter for non-compliance with applicable regulatory requirements. The details of the penalty, including the nature of non-compliance, amount imposed, and corrective actions taken by the Company, shall be placed before the Board for its noting.

Penalty	Details of Violation
Levy of fine pursuant to delayed compliance under Regulation 29(2)/29(3) of SEBI (LODR), 2015	Delay of one day in filing of Prior Intimation about the meeting of Board of Directors
Levy of fine pursuant to delayed compliance under Regulation 13(3) of SEBI (LODR), 2015	Delay in submission of statement on shareholders complaints within the prescribed period

The Board shall consider and take note of the same.

**22. To consider Appointment of M/s. KPN & Associates Company Secretaries as the Secretarial Auditors of the Company for the Financial Year 2026-27**

Based on the recommendation of the Audit Committee, the Chairman shall place before the Board, the proposal for appointment of KPN and Associates, a peer reviewed company secretary firm, as Secretarial Auditor of the Company for the Financial Year 2026-27.



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The Board shall consider the same and pass the following resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee, the approval of the Board of Directors of the Company be and is hereby accorded for appointment of M/s KPN and Associates, Company Secretaries, Peer review Certificate no. 4544/2023 as the Secretarial Auditor of the Company to hold office until the conclusion of next Annual General Meeting of the Company on a remuneration plus out of pocket expenses as may be decided by the Directors in consultation with the Audit Committee to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company 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.”

**23. To Re-appoint Mr. Vinayak Mane, CFO of the company as the Internal Auditor for the Financial Year 2026-27.**

Based on the recommendation of the Audit Committee the Chairman shall place before the Board, the proposal for appointment of Mr. Vinayak Mane, Chief Financial Officer of the company as the Internal Auditor of the Company for the Financial Year 2026-27.

The Board shall consider the same and pass the following resolution:

**“RESOLVED THAT** pursuant to provisions of Section 138 of Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules & Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, Mr. Vinayak Sahebrao Mane be and is hereby appointed as Internal Auditor of the company for the Financial Year 2026-27, on such remuneration and terms and conditions as may be mutually agreed between the Internal Auditor and Board of Directors.

**RESOLVED FURTHER THAT** the draft appointment letter for conducting Internal Audit, as formulated in consultation with the Audit Committee, be and is hereby approved.

**RESOLVED FURTHER THAT** Mrs. Shraddha Shailesh Telge (DIN: 08052730) Managing Director and CEO of the Company be and is hereby authorised to digitally sign and submit Form MGT 14 with the Registrar of Companies, Pune and to do all such acts, deeds and things required for giving effect to the above resolution.”

**24. Noting of Certificate signed by Managing Director - Chief Executive Officer and Chief Financial Officer of the Company for the Quarter and Financial year ended as on March 31, 2026.**

The Chairman shall place before the board, Certificate signed by the Managing Director - Chief Executive Officer and Chief Financial Officer of the Company in terms of Regulation 33(2) and Regulation 17 (8) read along with Schedule II of SEBI (LODR) Regulations, 2015 for the Quarter and Financial Year ended as on March 31, 2026.

The board shall consider and take note of the same.

**25. To consider and approve modification of Internet Banking facilities in the existing account of the company**

The Chairman shall inform the Board about the requirement of availing the general banking facilities offered by IDFC Bank for the accounts held with IDFC FIRST Bank

The Board shall consider the same and pass the following resolution:

“**RESOLVED THAT** the Company do operate the Account through Internet Banking (the ‘Electronic Banking Services’ or ‘EB Services’), which will also include Account Services (Business Internet Banking/ Trade Services/ Cash Management Services / Forex Services/Overdraft against Fixed Deposit Facility/E-Commerce transaction offered by IDFC FIRST Bank for operation of the Account from time to time, the Board hereby approves that the following officials are authorized to operate the Account through the EB Services under different limits in the manner set out as mentioned below in Table and the aforesaid authorized officials be and are hereby authorized to complete the formalities for applying, obtaining and availing the EB Services and the connected Login id and Password(s), as the case may be, as applicable, to each of the above mode of operations and operate the Account and avail the EB Services as the case may be, and that the company shall collect the applications and other documents from authorized officials,



submit the same to IDFC FIRST Bank and collect the Login id and Password(s), as the case may be, from IDFC FIRST Bank and deliver the same to the respective authorized officials.

**RESOLVED FURTHER THAT** the limit of Rs. 1 Crore to be entitled at the entity/account level for the details mentioned in ‘Table A’; limit for Cash Management Services (Table C) and Forex Services/ Trade Services (Table D)/ E-Commerce (Table E) will be basis per transaction as mentioned in the respective table.

**RESOLVED FURTHER THAT** through EB Services the Authorised Signatories as stated hereabove can additionally authorised to create/ add/ modify / delete, maker right / viewer rights to the directors, employee or officer as stated in ‘Table B’ here below or any other directors, employees or officers of company to initiate/view in the account via EB Services for any financial or non-financial transaction and deciding on adopting any other mode of operation of account that IDFC FIRST Bank may offer from time to time.

**Table A:**

Group	Name of the Authorised Person/s	Mode of Operation: Same as ac operation / As per BR	Group Entitlement per transaction (Rs.) Maximum - Rs. 5 Crore
Group A	Mrs. Shraddha Shailesh Telge	Singly	Up to 5 Crore

Mode of operation:	
Up to 5 Crore	Any 1 singly from group A

**Table B: \*Maker (Non-AUS):**

Name	Designation (optional)	Mobile Number	Email ID	Role

Shraddha Shailesh Telge	Managing Director and Chief Executive Officer	+91 80877 16637	shraddha@ telgeprojects.co m	<input type="checkbox"/> View Rights <input type="checkbox"/> View & Initiate Financial Transactions <input type="checkbox"/> View & Initiate Non- Fina Transaction <input type="checkbox"/> All of the above rights
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### Cash Management Services (BXP) - (Table C):

Group	Name of the Official	Role (Authorizer/ Self- Authorizer)	Mode of Operation (Singly/Jointly)	Per Transaction Limit (Rs.)
A	Mrs. Shraddha Shailesh Telge	Self-Authorizer	Singly	Up to 5 Crore
B	Mrs. Shraddha Shailesh Telge	Authorizer	Jointly	Up to 5 Crore
	Mr. Shailesh Uttam Telge	Authorizer		
C	Mrs. Shraddha Shailesh Telge	Maker	NA	NA

### Trade Services (Table D):

Group	Name of the Official	Role (Authorizer/ Self- Authorizer)	Mode of Operation (Singly/Jointly)	Per Transaction Limit (Rs.)
A	Mrs. Shraddha Shailesh Telge	Self- Authorizer	Singly	Up to 5 Crore
B	Mrs. Shraddha Shailesh Telge	Authorizer	Jointly	Up to 5 Crore
	Mr. Shailesh Uttam Telge	Authorizer		
C	Mrs. Shraddha Shailesh Telge	Maker	NA	NA

### E-COMMERCE Transaction (Table E):

We further resolve that the below signatories are singly\* authorised to execute the transaction through E-Commerce platform.

Name of the Official	Per Transaction Limit (Rs.)
Mrs. Shraddha Shailesh Telge	Up to 5 Crore

This resolution and the authority and powers given to each person in these resolutions shall continue with full force and effect to bind the Company vis-à-vis the IDFC Bank, until IDFC Bank receives a certified true copy of the Resolution of the Board of Directors of the Company revoking this resolution or any such authority and power or providing otherwise.

IDFC Bank be furnished a copy of this resolution duly certified as true by any Director for the time being or the Secretary of the *Company/Trust/Society/Association* and it be requested and authorized to act thereon.”

## 26. To consider and approve constitution of Risk Management Committee

The Chairman shall, pursuant to the recommendation of Independent Directors in its separate meeting, propose the constitution of Risk Management Committee to the Board.

The Board shall consider the same and pass the following resolution:

“**RESOLVED THAT** pursuant to Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the consent of Board of the Directors of the Company be and is hereby accorded to constitute Risk Management Committee of the Board in the following manner:

Name of the Directors	Nature of Directorship / Designation	Designation in Committee
Mr. Ravi Pandurang Pandit	Non -Executive Independent Director	Chairperson
Mrs. Shraddha Shailesh Telge	Managing Director and Chief Executive Officer	Member
Mr. Vinayak Sahebrao Mane	Chief Financial Officer	Member

The scope of Risk Management Committee shall include but shall not be restricted to the following:

1. To formulate a detailed risk management policy
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

### **Meeting of Risk Management Committee and Relevant Quorum**

The risk management committee shall meet at least twice in a financial year. The quorum for a meeting of the Risk Management Committee shall be either two members or one third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance.

The meetings of the risk management committee shall be conducted in such a manner that on a continuous basis not more than two hundred and ten days shall elapse between any two consecutive meetings.

**FURTHER RESOLVED THAT** any Directors of the company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including but not limited to, making the requisite filings with any statutory / regulatory body, in this regard.”

### **27. To evaluate the performance of Independent Directors and Board/Committees certain Board improvement suggestions, if any.**



Pursuant to the evaluation matrix determined by the Nomination and Remuneration committee, the Board shall consider and evaluate the performance of the Board, its committees and the Independent Directors for the FY 2025-26.

The Board shall appraise the performance of its committees and the Independent Directors of the company. Such evaluation shall, inter alia, consider factors including effectiveness in discharging roles and responsibilities, level of participation and contribution to Board and committee deliberations, quality of decision-making, adherence to corporate governance standards, and safeguarding of stakeholder interests. The Board shall also review the independence of judgment exercised by the Independent Directors and the overall functioning of the committees. The outcomes of the evaluation shall be used to identify areas for improvement and to drive continuous development in performance.

## **28. To review the Adequacy and effectiveness of Internal Financial Controls**

The Chairman placed before the Board to evaluate the adequacy and effectiveness of Internal Financial Control pursuant to the provisions of Section 134(5)(e) of the Companies Act, 2013

The Internal Financial Controls are designed to provide reasonable assurance regarding the reliability of financial reporting, safeguarding of assets, prevention and detection of frauds and errors, and the orderly and efficient conduct of business operations.

The Board shall consider the same and note the same

## **29. To issue certificate & declarations / undertakings required for obtaining Annual Secretarial Audit Report in accordance Regulation 24A of SEBI (LODR), 2015 for the year ended March 31<sup>st</sup>, 2026.**

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, to obtain Annual Secretarial Audit Report from the Secretarial Auditors the following certificate / declaration is required to be taken on record at the meeting and need to be provided to Secretarial Auditor.

(Enclosed: Annexure)

## **30. To appoint KPN & Associates, Company Secretaries for Certifications**

The Chairman shall inform the Board that pursuant to the applicable provisions of the Companies Act, 2013 and the regulations issued by the Securities and Exchange Board of India including SEBI (LODR) Regulations, the Company is required to obtain various compliance certifications and reports from a Peer Reviewed Practicing Company Secretary. The Chairman shall proposed appointment of M/s. KPN and Associates, Company Secretaries for providing professional certification, secretarial compliance certifications as may be required.

The Board shall consider the same and pass the following Resolution in the Meeting: -

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder and Regulation(s) applicable under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Board be and is hereby accorded for appointment of M/s. KPN and Associates, Company Secretaries, holding Peer Review Certificate No. 4544/2023, as Professional Consultant/Practicing Company Secretaries for providing professional certification, secretarial compliance certification, and such other certifications as may be required under the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations and other applicable laws.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company 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.”

### **31. To transact any other business with the permission of the Chair:**

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of Directors present at the meeting.

The Board may transact any other matter with the permission of the Chair

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**For Telge Projects Limited**

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

**Telge Projects Limited**

(formerly known as Telge Projects Private Limited)



**OFFICE ADDRESS**

OM Chambers IT Park, Office No. 502(A), T. 29/31, Telco Road, Bhosari, Pune 411026, Maharashtra, INDIA



**EMAIL**

info@telgeprojects.com



**PHONE**

+91 7887882012

WEBSITE: WWW.TELGEPROJECTS.COM

CIN: L29256PN2018PLC174381

PAN NO: AAGCT5848L

GST NO: 27AAGCT5848L1ZO

**ANNEXURE A**

Sr. No.	Name of Related Party	Relationship / Nature of Interest	Nature of Transaction	Proposed Maximum Limit (INR)	Tenure	Whether in Ordinary Course of Business	Whether at Arm's Length	% of Consolidated Turnover	Business Justification	Valuation / External Report
1	Telge Global Inc.  (Previously known as Telge Projects Inc.)	Subsidiary Company	Availing / Rendering of Services	50,00,00,000	FY 2026-27	Yes	Yes	~249.60%	To facilitate operational efficiencies, execution support, centralized resource utilization and business continuity within the group structure	Not Applicable
2	Draftco Inc.	Step-down Subsidiary	Sale of services / other related party transactions	15,00,00,000	FY 2026-27	Yes	Yes	~130.60%	To support inter-group business operations and service delivery requirements	Not Applicable
3	Midwest Detailing LLP	Step-down Subsidiary	Sale of services / other related party	5,00,00,000	FY 2026-27	Yes	Yes	~236.76%	To provide specialized group support services and operational	Not Applicable





			transaction s						coordinatio n	
4	Edward Farr Archite cts Inc.	Step-down Subsidiary	Sale of services / other related party transaction s	15,00,00, 000	FY 2026- 27	Yes	Yes	~1,01 1.07%	To strengthen execution capabilities and project coordinatio n within group entities	Not Applica ble

## Telge Projects Limited

(formerly known as Telge Projects Private Limited)



### OFFICE ADDRESS

OM Chambers IT Park, Office No. 502(A), T. 29/31, Telco  
Road, Bhosari, Pune 411026, Maharashtra, INDIA



**EMAIL**  
info@telgeprojects.com



**PHONE**  
+91 7887882012

WEBSITE: WWW.TELGEPROJECTS.COM

CIN: L29256PN2018PLC174381

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GST NO: 27AAGCT5848L1ZO

