# TELGE PROJECTS LIMITED

**Registered Office:** Unit No. 502A, 5th Floor, Om Chambers, Plot No. T-29, 30, 31, T Block, Bhosari., Pune, Maharashtra, India, 411026

**Phone No.:** 7757950799 | **Email:** compliance@telgeprojects.com | **Website:** https://telgeprojects.com
**Corporate Identity Number:** L29256PN2018PLC174381

# Notice of the 9th Annual General Meeting

**NOTICE** is hereby given that 9th Annual General Meeting ("AGM") of Telge Projects Limited will be held on Tuesday, September 15, 2026 at 11.30 a.m. (IST) through Video Conferencing (VC) to transact the following businesses. The venue of the meeting shall be deemed to be at Unit No. 502A, 5th Floor, Om Chambers, Plot No. T-29, 30, 31, T Block, Bhosari, Pune, Maharashtra, India, 411026.

**Ordinary Business:**

To consider and if thought fit, to pass the following resolution as ordinary resolutions:

**1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Statutory Auditor thereon**

"**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Statutory Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

**2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Statutory Auditor thereon**

"**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 and the reports of Statutory Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

**3. To consider and approve the re-appointment of Mrs. Priti Vishal Telge (DIN: 10590892) who retires by rotation and being eligible, offers herself for re-appointment**

"**RESOLVED THAT** pursuant to the applicable provision(s) of the applicable law(s) (including any amendments thereto or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors Mrs. Priti Vishal Telge (DIN: 10590892), Non-Executive Director of the company, who retires by rotation and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**Special Business:**

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**4. To approve related party transactions of the Company with Telge Global Inc. (Previously known as Telge Projects Inc.) a material subsidiary of the company for the Financial Year 2026-27**

"**RESOLVED THAT** pursuant to the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read along with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby accord their approval to Board of Directors to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Telge Global Inc. (Previously known as Telge Projects Inc.) a material subsidiary of the company and pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for aggregate transaction limits as set forth to this Resolution, and as may be mutually agreed between Telge Global Inc. and the Company, for a period commencing from April 1, 2026 to March 31, 2027:

**Amount (₹ in Lakhs)**

| Sr. No. | Nature of Transaction | Maximum Amount for F.Y. 2026-27 | Nature of Relation |
|---|---|---|---|
| 1 | Availing / Rendering of Services | 10,000 | Material Subsidiary Company |
| 2 | Investment | 1,000 | Material Subsidiary Company |

- on such material terms and conditions as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s) /Arrangement(s)/Agreement(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Members of the Company hereby accord their approval and ratification for the Related Party Transaction(s) entered into and/or undertaken with Telge Global Inc. during the period commencing from April 1, 2026 up to the date of passing of this resolution, which shall be deemed to have been undertaken pursuant to the approval accorded under this resolution, subject to the aggregate limits approved herein and in accordance with the applicable provisions of the Act, SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Executive Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**5. To approve related party transactions of the Company with Draftco Inc. a step down subsidiary of the company.**

"**RESOLVED THAT** pursuant to the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read along with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company do hereby accord their approval to Board of Directors to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Draftco Inc. a step-down subsidiary of the Company, pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for aggregate transaction limits as set forth to this Resolution, and as may be mutually agreed between Draftco Inc. and the Company, for a period commencing from April 1, 2026 to March 31, 2027:

**Amount (₹ in Lakhs)**

| Sr. No. | Nature of Transaction | Maximum Amount for F.Y. 2026-27 | Nature of Relation |
|---|---|---|---|
| 1 | Availing / Rendering of Services | 5,000 | Step-down Subsidiary Company |

- on such material terms and conditions as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out on arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Members of the Company hereby accord their approval and ratification to the Related Party Transaction(s) entered into and/or undertaken with Draftco Inc. during the period commencing from April 1, 2026 up to the date of passing of this resolution, which shall be deemed to have been undertaken pursuant to the approval accorded under this resolution, subject to the aggregate limits approved herein and in accordance with the applicable provisions of the Act, SEBI Listing Regulations and the Company's Policy on Related Party Transactions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Executive Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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By the order of Board of Directors

SD/-
Namrata Vijay Bang
Company Secretary & Compliance Officer
Membership No.: A78292

Date: 07/08/2026
Place: Pune

Registered Office: Unit No. 502A, 5th Floor, Om Chambers, Plot No. T-29, 30, 31, T Block, Bhosari, Pune, Maharashtra, India, 411026

## NOTES:

1. The explanatory statement pursuant to Section 102 of the Act forms part of the Notice. As required under the Secretarial Standard – 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the relevant information of the director seeking re-appointment is attached as **Annexure A.**

2. The Ministry of Corporate Affairs ('MCA') has, vide its Circular nos. 20/2020, 14/2020, 17/2020, 02/2021, 02/2022, 10/2022, 09/2023, 09/2024 and the latest being 3/2025 dated September 22, 2025 and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars issued in this regard, (hereinafter collectively referred to as 'the Circulars'), have permitted holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC'). Hence, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the registered office of the Company, i.e. Unit No. 502A, 5th Floor, Om Chambers, Plot No. T-29, 30, 31, T Block, Bhosari, Pune, Maharashtra, India, 411026

3. The Notice of 9th AGM ('Notice') was approved by the Board of Directors in its meeting held on Friday, August 7, 2026 and the Company Secretary was authorised to issue the Notice.

4. The term "Members/Investors/Shareholders" has been used to denote Shareholders of Telge Projects Limited in this Notice and Annual Report.

5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

6. In compliance with the provisions of Section 113 of the Act, Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copies of Power of Attorney / Board Resolution / Authority letter etc. to the Scrutiniser at e-mail id: info@kpnassociates.in with copy marked to ivote@bigshareonline.com to attend the AGM through VC and to vote through remote e-voting.

The votes cast by your entity will be counted by the Scrutiniser subject to the receipt of the aforesaid authorisation document as mentioned above.

7. The members can join the AGM through VC mode 15 minutes before the scheduled time or any time thereafter till the conclusion of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for members on a first-come-first-serve basis. This will not include large shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship and Auditors, among others, who are allowed to attend the AGM without restriction on account of a first-come first-serve basis and can connect with the Company at https://telgeprojects.com

8. The Board of Directors of the Company has appointed M/s KPN and Associates, Practicing Company Secretaries represented by Mr. Neeraj Rajkumar Parwani (Membership No. F12296 CP No. 18004) as the Scrutiniser to scrutinise the remote e-voting process and e-voting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and the Annual Report FY 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depositories. A letter providing a weblink for accessing the Notice of the AGM and Annual Report for the financial year 2025-26 will be sent to those shareholders who have not registered their email addresses.

10. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26, may send a request to the Company at investors@telgeprojects.com mentioning their DP ID and Client ID/folio no.
The members shall take into consideration that the Notice of the AGM and Annual Report for the financial year 2025-26 will also be available on the website of the Company at https://telgeprojects.com/, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Bigshare Services Private Limited at www.bigshareonline.com

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the Certificate from the Secretarial Auditor of the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic mode by the members during the AGM. All documents referred to in the Notice will also be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM on September 15, 2026 during business hours. Members seeking to inspect such documents may send a request on the email id investors@telgeprojects.com at least one working day before the date on which they intend to inspect the document.

12. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. Members holding shares in electronic form are requested to notify any change in their address or bank mandates to their Depository Participants immediately with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to inform the Company or Bigshare Services Private Limited in time of any such changes without delay.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company or the Depository Participants of any change in address or demise of any Member at the earliest possible. Members are also advised not to leave their demat account(s) dormant for long, review the Periodic statement of holdings as obtained from the concerned Depository Participant and verify their holdings from time to time.

**Mandatory updation of PAN, KYC, Nomination and Bank details by Members:**

14. In terms of the Circular No. SEBI / HO / MIRSD / MIRSD-PoD-1 / P / CIR / 2023 / 37 dated March 16, 2023 and SEBI / HO / MIRSD / POD-1 / P / CIR / 2023 / 181 dated November 17, 2023 read with Master Circular No. SEBI / HO / 38 / 13 / (4)2026-MIRSD POD / I / 4298 / 2026 dated February 6, 2026, the SEBI has mandated the submission of a Permanent Account Number (PAN), Nomination, Contact details,

Bank A/c details, and Specimen signature for their corresponding folio numbers by every participant in the securities market.

The Members holding shares in demat form are, therefore, requested to update these details with their Depository Participants.

The Non-Resident Indian Members are requested to inform their Depository Participant, immediately of:
a. Any change in their residential status on return to India for permanent settlement
b. Particulars of their bank account maintained in India including bank name, branch, account type, account number, and address of the bank with a pin code number, if not furnished earlier

15. The Company has designated an exclusive email id viz., investors@telgeprojects.com to enable Investors to register their grievances, if any. The Members may note that in case of any dispute against the Company and / or its Registrar and Share Transfer Agent, SEBI vide its Circular SEBI / HO / OIAE / OIAE_IAD-1 / P / CIR / 2023 / 14 dated August 11, 2023 (as revised on December 28, 2023), has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES 2.0 platform which can be utilised by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES 2.0 platform.
The ODR portal can be accessed at https://smartodr.in/login. For more details, the website links of the Stock Exchanges are given for your reference https://bsecrs.bseindia.com/ecomplaint/frmInvestorHome.aspx

16. **Instructions for Members for attending the AGM through VC are as under:**

a) In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. For this purpose, the Company has entered into an agreement with Bigshare Services Private Ltd. for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by Bigshare Services Private Ltd.

b) The members, whose names appear in the Register of Members/ Beneficial Owners as on September 11, 2026, are entitled to vote on the resolutions set forth in this notice. A person who is not a member as on the cut-off date should treat this notice of AGM for information purpose only.

c) The remote e-voting period commences from September 12, 2026, at 9.00 a.m. (IST) and ends on September 14, 2026 at 5.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as of the cut-off date on September 11, 2026, may cast their vote by remote e-voting.

d) The remote e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date.

e) In addition, the facility for voting through electronic voting system will also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting will be eligible to attend the AGM, however, they will not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through Bigshare e-voting system at https://ivote.bigshareonline.com

f) The members who would like to express their views / ask questions at the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at investors@telgeprojects.com till 6.00 p.m. (IST) on Monday, September 7, 2026. Those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for this slot at the AGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

i. The remote e-voting period begins on September 12, 2026, at 9.00 a.m. (IST) and ends on September 14, 2026 at 5.00 p.m. (IST). During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 11, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.<br><br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration<br><br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period. |
| Individual Shareholders holding securities in demat mode with NSDL | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>-<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br><br>4) For OTP based login you can Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000. |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET.**
  *(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

**Note:** The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote, select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

**Helpdesk for queries regarding e-voting:**

| Login type | Helpdesk details |
|---|---|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338 |

4. Procedure for joining the AGM/EGM through VC/ OAVM:

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "**VOTE NOW**" "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

| |
|---|
| In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338 |

**Statement setting out all material facts concerning each of the business(es) to be transacted at the 9thAnnual General Meeting as stated in the Notice Dated August 07, 2026: [Pursuant to section 102 of the Companies act, 2013]**

**Item Nos. 1 and 2: Ordinary Resolution**

As per the applicable statutory provisions, the Company submits its standalone and consolidated financial statements for the financial year for adoption by members at the AGM.
The Board of Directors, on the recommendation of the Audit Committee, has approved the standalone and consolidated financial statements for the financial year ended March 31, 2026.
The standalone and consolidated financial statements of the Company along with the reports of the Board and Statutory Auditors' thereon have been:

- sent to the members at their registered email address; and
- uploaded on the website of the Company, i.e. https://telgeprojects.com/ under the 'Investors section'.

The Board confirms compliance with applicable accounting standards in preparation of the financial statements, adoption of consistent and prudent accounting policies, maintenance of adequate records and internal financial controls, and preparation of accounts on a going concern basis, thereby presenting a true and fair view of the Company's financial position and performance.

The Statutory Auditor has issued unmodified reports on the financial statements and has confirmed that both standalone and consolidated financial statements represent the true and fair view of the state of affairs of the Company.

In case members have any query or question on the financial statements, they are requested to send their queries or questions to the Company Secretary at the email id investors@telgeprojects.com at least 7 days prior to the date of AGM to enable the management to objectively respond to these queries at the AGM.

The Board recommends the resolutions as set out in item nos. 1 and 2 for approval by the members as ordinary resolutions.

**Item No. 3: Ordinary Resolution**

As per the applicable statutory provisions, at least two-thirds of the total number of directors (excluding independent directors), are liable to retire by rotation, out of which one-third of the total number of such directors shall retire at every AGM.

In compliance with this requirement, Mrs. Priti Vishal Telge, Non-Executive Director of the Company, is liable to retire by rotation and being eligible, has offered herself for re-appointment. Mrs. Priti Vishal Telge was appointed as Non-Executive Director, of the Company on April 25, 2024 and is liable to retire by rotation.

Detailed profile of Mrs. Priti Vishal Telge is also available on the website of the Company at https://telgeprojects.com/ in the 'Investors section'. Details as required under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Standard – 2 and other applicable provisions have been provided in **Annexure I** to the explanatory statement.

Based on the performance evaluation of Mrs. Priti Vishal Telge, the Board recommends the resolution as set out in item no. 3 for approval by the members as an ordinary resolution.

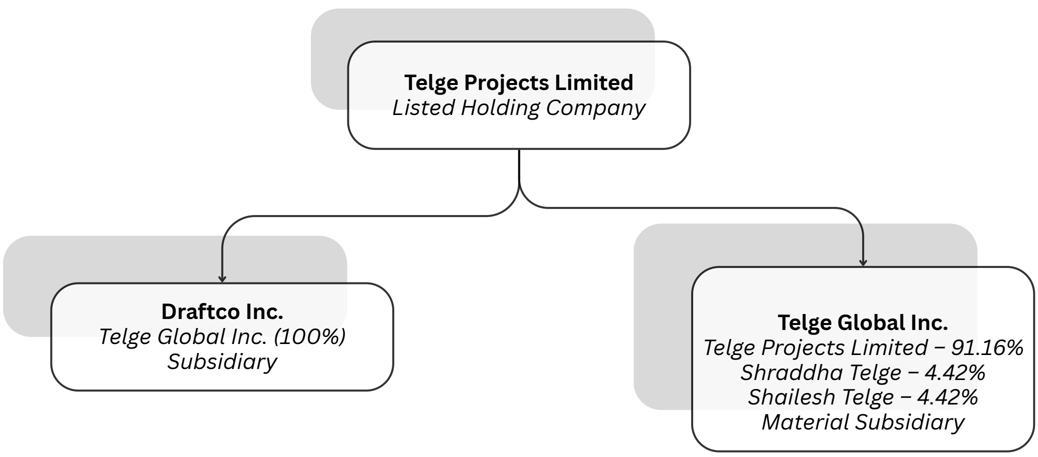
Except Ms. Shraddha Shailesh Telge, Vishal Uttam Telge and their relatives, none of the other directors and the key managerial personnel and/ or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

**Item No. 4 and 5: Ordinary Resolution**

**Background**

Telge Projects Limited and its subsidiaries provide comprehensive Building Information Modelling (BIM), architectural, engineering, and design support services to clients across global markets. The Group specializes in delivering end-to-end digital design and project coordination solutions, encompassing BIM modelling, architectural drafting, construction documentation, design coordination, visualization, and engineering support services.
The Company's material subsidiary and step-down subsidiaries are primarily responsible for business development, client relationship management, and securing projects from international clients. The execution and delivery of these projects are undertaken by the holding company in India, leveraging its skilled technical workforce and advanced digital capabilities to ensure high-quality, cost-effective, and timely project delivery.

**Related Party Transactions Structure**



**1. Telge Global Inc. (Previously known as Telge Projects Inc.)**

Telge Global Inc. is a material subsidiary of the Company, acquired on December 23, 2023, established to strengthen the Group's presence in the United States and support its broader international growth strategy. The subsidiary functions as the Group's customer-facing entity in the United States, undertaking business development, client acquisition, contract negotiation, and relationship management across the architecture, engineering, construction (AEC), and infrastructure sectors in the region.

Telge Global Inc. works in close coordination with the Company's design, engineering, and technical teams in India, leveraging the Group's established delivery infrastructure, domain expertise, and technology-enabled processes to service clients in the United States and other global markets. This coordinated model allows the Group to combine on-ground market access and client relationships in the United States with the Company's engineering capabilities and execution strength in India.

The collaborative arrangement between Telge Global Inc.'s market-facing operations and the Company's delivery capabilities has enabled the Group to build long-term client relationships, achieve operational efficiencies, and grow its footprint in international markets. As the Group continues to expand globally, this integrated structure combining the Company's technical and delivery strengths with Telge Global Inc.'s market presence remains central to the Group's strategy of providing innovative, technology-enabled design and engineering solutions and creating sustainable value for stakeholders.

The proposed transactions are routine intra-group arrangements between the Company and its subsidiaries, and inter-se amongst the subsidiaries themselves. As these transactions are undertaken in the ordinary course of business, are recurring in nature, and are priced/structured on an arm's length basis, the Company has not carried out a competitive bidding or formal vendor selection process.

In addition to the aforesaid inter-se transactions, the Company proposes to make an investment in Telge Global Inc. by way of transfer/infusion of funds out of the proceeds raised through the Company's Initial Public Offering (IPO), to the extent such proceeds were specifically earmarked in the IPO objects for deployment towards the subsidiary for hiring manpower and for funding acquisitions to be undertaken through it. The Company continues to actively evaluate and pursue acquisition opportunities in the United States and other target geographies as part of its stated inorganic growth strategy, and the proposed infusion of funds into Telge Global Inc. is intended to enable the subsidiary to pursue and execute such acquisition opportunities as and when they are identified and finalised. Accordingly, this investment represents a planned utilisation of IPO proceeds strictly in accordance with and towards fulfilment of the disclosed objects of the Issue and is being placed before the Members for approval in compliance with applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is clarified that the approval sought herein is solely in respect of the proposed related party transaction, being the transfer/infusion of funds to Telge Global Inc. and does not constitute or extend to approval of any specific acquisition. Any acquisition(s) to be undertaken by Telge Global Inc. using the said funds shall be subject to such separate approvals, disclosures, and compliances as may be required under applicable law, including further related party transaction approvals, if and to the extent applicable, at the relevant stage.

**2. Draftco Inc.**

Draftco Inc. was acquired on December 27, 2024, as a wholly-owned subsidiary of Telge Global Inc., and is accordingly a step-down subsidiary of the Company held through Telge Global Inc. (a material subsidiary of the Company). Draftco Inc. is engaged in business development, client acquisition, and related customer-facing activities in overseas markets, and undertakes a portion of service delivery and operational processing directly through its own team.

For engagements sourced and managed by Draftco Inc. in overseas markets, certain elements of service execution and delivery are outsourced to the Company in India, leveraging the Company's technical expertise, delivery infrastructure, and execution capabilities, while Draftco Inc. continues to independently process and deliver a part of the work locally. This arrangement enables the Group to combine Draftco Inc.'s market access and client relationships overseas with the Company's design and engineering delivery strength in India, ensuring efficient utilisation of resources across the Group and seamless execution of customer engagements.

Accordingly, the Company proposes to render business development-sourced execution, design, and related delivery support services to Draftco Inc., for which Draftco Inc. shall pay consideration to the Company. The consideration receivable for such services constitutes a related party transaction under the provisions of the Act. The proposed transactions are expected to facilitate the expansion of the Group's business in overseas markets, while ensuring that a significant part of the technical service delivery continues to be undertaken by the Company in India.

**Summary of proposed Material Related Party Transactions (‘RPTs’)**

The Company, in the ordinary course of its business, enters into transactions with its related parties from time to time to meet its business and operational requirements. Such transactions are undertaken in accordance with the provisions of the Companies Act, 2013 ("the Act"), the Rules made thereunder, and the Company's Policy on Related Party Transactions.

Considering the Company's expected business requirements for the Financial Year 2026–27, the Company proposes to enter into and/or continue certain related party transaction(s), contract(s), arrangement(s) and/or agreement(s) with the related parties as set out in the table, in the ordinary course of business and on an arm's length basis.

The details of the proposed transactions, including the name of the related parties, nature of transactions, and maximum aggregate value of the transactions proposed to be entered into during the Financial Year 2026–27, are set out below:

**A. Transaction between Telge Projects Limited and Telge Global Inc.**

**Amount (₹ in Lakhs)**

| Transaction Type | Maximum Amount for F.Y. 2026-27 |
|---|---|
| Availing or rendering of services | 10,000 |
| Investment | 1,000 |
| **Total** | **11,000** |

**B. Transaction between Telge Projects Limited and Draftco Inc.**

**Amount (₹ in Lakhs)**

| **Transaction Type** | **Maximum Amount for F.Y. 2026-27** |
|---|---|
| Availing or rendering of services | 5,000 |
| **Total** | **5,000** |

The Audit Committee and the Board of Directors of the Company, at their respective meetings held on May 18, 2026, reviewed the proposed transaction(s) and were of the opinion that the same are in the ordinary course of business and on an arm's length basis, on terms that are fair and reasonable and in the best interests of the Company.

The Company will place before the Audit Committee, on a quarterly basis, a statement of actual utilisation against each approved RPT limit, including outstanding and other operational transactions.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 and 5 of the Notice for approval of the Members.
None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company or in the said related party.

For Telge Projects Limited

SD/-
Namrata Vijay Bang
Company Secretary & Compliance Officer
Membership No.: A78292

Date: 07/08/2026
Place: Pune

# ANNEXURE A

**Profile of the Director Seeking Re-Appointment at This 9th Annual General Meeting**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

| | |
|---|---|
| Name of Director | Priti Vishal Telge |
| DIN | DIN: 10590892 |
| Age | 35 years |
| Designation | Director |
| Date of Birth (Age) | 4/12/1990 |
| Date of First Appointment on the Board | 25/04/2024 |
| Terms and Conditions of appointment/re-appointment | Re-appointment as a Non - Executive Director liable to retire by rotation. There is no change to the existing terms and conditions of this appointment. |
| Qualification | Bachelor of Management, Master of Management Studies. |
| Profile, Experience and Expertise in specific functional areas | Priti Telge has more than 7 (seven) years of experience in the human resource management. Also has expertise in talent management, organizational development, succession planning, employee engagement and human resources policies. For detailed profile please refer website of the company at https://telgeprojects.com/ |
| Name of the companies in which she holds directorship (other than Telge Projects Limited) | 1. Manar Polymers Private Limited |
| Name of committees in which she holds membership/ chairmanship | Nil |
| Name of listed entities from which the person has resigned in the past three years | Nil |
| Details of remuneration (including Setting fee, if any) last drawn | Nil |
| No. of meetings of the Board attended during the year | Please refer the Board Report |
| Details of remuneration sought to be Paid | Nil |
| Inter se relationship with other Directors, Manager, and other Key Managerial Personnel of the Company | Vishal Uttam Telge – Spouse<br>Shraddha Shailesh Telge – Relative |