

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

NOTICE is hereby given that the Extra Ordinary General Meeting (“EGM”) of Telge Projects Limited (“the Company”) will be held on Friday, October 23, 2026 at 11.00 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.

Special Business:

1. Increase in Authorised Share Capital of the company and consequent amendment to Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendment(s) or modification(s) thereto or substitution (s) or re-enactment(s) made thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company and other applicable provisions, the consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided in 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 15,00,00,000/- (Rupees Fifteen Crore Only) divided in 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten).

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any amendment thereto or re-enactment thereof), and other applicable laws, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause 5 of the Memorandum of Association of the Company by substituting it as follows:

5. The share capital of the company is ₹ 15,00,00,000/- (Rupees Fifteen Crore) divided in 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any of the Director and / or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

2. To issue of warrants convertible into equity shares to the members of the promoter group category on preferential basis

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Securities and Exchange

Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) where the securities of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities (including the Stock Exchanges), institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (“the Board”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, and allot from time to time, on preferential basis in one or more tranches up to 5,67,686 (Five Lakh Sixty-Seven Thousand Six Hundred Eighty Six) Convertible Warrants each convertible into or exchangeable for, 1 (One) fully paid up equity share of the Face Value of ₹ 10/- (Rupees Ten) each ("Warrants") on a preferential basis, for cash, at a price of ₹ 229/- (Rupees Two Hundred Twenty Nine Only) each payable in cash (‘Warrant Issue Price’) (The Warrant issue price is not less than the ‘Floor price’ which has been determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations) aggregating to an amount of ₹ 13,00,00,094/- (Rupees Thirteen Crore Ninety Four Only), against payment of 25% of the Warrant Issue Price, i.e., ₹ 57.25/- (Fifty Seven Rupees and Twenty Five Paise only) per Warrant, as an upfront payment (“Warrant Subscription Price”) with the balance 75% of the Warrant Issue Price, i.e., ₹ 171.75/- (One Hundred Seventy One Rupees and Seventy Five Paise Only) per Warrant (“Warrant Conversion Price”), payable at the time of conversion of the Warrants, to the following member of the promoter group (“Proposed Allottees”), which may be converted in one or more tranches, at the option of the Warrant Subscribers within a maximum period of 18 (eighteen) months from the date of allotment of the Warrants, on the terms and conditions set out herein in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Names of the Proposed Allottees Warrants	Address of the Proposed allottee	No. of Warrants proposed to be issued and allotted to the Proposed Allottees	Category (Promoter and non-promoter)
1.	Vishal Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	2,18,340 (Two Lakh Eighteen Thousand Three Hundred and Forty)	Promoter Group
2.	Shailesh Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	1,74,673 (One Lakh Seventy- Four Thousand Six Hundred Seventy-Three)	Promoter Group
3.	Shobha Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	1,74,673 (One Lakh Seventy- Four Thousand Six Hundred and Seventy-Three)	Promoter Group

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Wednesday, September 23, 2026, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each to the Warrant holders;
- ii. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable upfront along with the application and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to convert the same for the Equity Shares. The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares;
- iii. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- iv. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- v. the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- vi. the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- vii. the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
- viii. the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- ix. The Warrants and the Equity Shares issued pursuant to the exercise of the conversion of warrants shall be locked-in as prescribed under Chapter V of the SEBI ICDR Regulations as amended from time to time;
- x. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall

be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the SEBI ICDR Regulations;

- xi. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- xii. the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI ICDR Regulations and other regulations, rules and provisions of Law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option of conversion by the warrant holder(s).

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

- v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

For Telge Projects Limited

Date: 28/09/2026
Place: Pune

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

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act forms part of the Notice.
2. Pursuant to the circulars issued by 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'), the Companies are allowed to hold EGM through Video Conferencing ('VC')/ Other Audio-Visual Means ("OAVM") without physical presence of the Members Hence, the EGM of the Company is being held through VC. The deemed venue for the EGM 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 EGM ('Notice') was approved by the Board of Directors in its meeting held on Monday, September 28, 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.
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 EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 EGM 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. 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 EGM. 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 EGM on October 23, 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.

10. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. 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:

12. 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

13. 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, 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://bseclrs.bseindia.com/ecomplaint/frmInvestorHome.aspx>.

14. Instructions for Members for attending the EGM 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 EGM, 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 October 16, 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 EGM for information purpose only.
- c) The remote e-voting period commences from October 20, 2026, at 9.00 a.m. (IST) and ends on October 22, 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 of October 16, 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 EGM. Members attending the EGM who have not cast their vote by remote e-voting will be eligible to cast their vote through e-voting during the 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 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 EGM 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 Friday, October 16, 2026. Those Members who have registered themselves as speakers will be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for this slot at the EGM.

15. The instructions of shareholders for remote e-voting are as under:

- i. The voting period begins on October 20, 2026, at 9.00 a.m. (IST) and ends on October 22, 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 October 16, 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.

- iv. 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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.

	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 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 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.
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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
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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 EGM 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 Extra Ordinary General Meeting as stated in the Notice dated September 28, 2026:

[Pursuant to section 102 of the Companies act, 2013]

Item Nos. 1: Ordinary Resolution

Considering the overall business growth and future expansion and the operational needs of the Company, the Company has proposed to raise further funds through issuance of warrants convertible into Equity Shares, on preferential basis to promoter group in terms of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the company needs to increase its authorized capital as per applicable provisions of the Companies Act, 2013.

The present Authorized Share Capital stands at ₹ 10,00,00,000/- (Rupees Ten Crore Only) and it is proposed to increase the Authorised Capital from ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided in 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten) each to ₹ 15,00,00,000/- (Rupees Fifteen Crore Only) divided in 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of ₹ 10/- (Rupees Ten) each by creating additional 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each. The Board of Directors in their meeting held on September 28, 2026, pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 have approved the increase in Authorized Share Capital of the Company and consequent amendment in the Capital Clause of the Memorandum of Association of the company.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of ordinary resolution. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The consent of the members is, therefore, being sought for passing the resolution in Item No. 1 of the notice as an **Ordinary Resolution**.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

Item Nos. 2: Special Resolution

The Board of Directors of the Company (“**Board**”) at their meeting held on December 26, 2023, approved raising of funds aggregating to ₹ 13,00,00,094/- (Rupees Thirteen Crore Ninety Four Only) by way of issuance of up to 5,67,686 (Five Lakh Sixty-Seven Thousand Six Hundred Eighty Six) Convertible Warrants each convertible into or exchangeable for, 1 (One) fully paid up equity share of the Face Value of ₹ 10/- (Rupees Ten) each (“Warrants”) on a preferential basis, for cash, at a price of ₹ 229/- (Rupees Two Hundred Twenty Nine Only) each payable in cash (‘Warrant Issue Price’) (The Warrant issue price is not less than the ‘Floor price’ which has been determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations) aggregating to an amount of ₹ 13,00,00,094/- (Rupees Thirteen Crore Ninety Four Only), against payment of 25% of the Warrant Issue Price, i.e., ₹ 57.25/- (Fifty Seven Rupees and Twenty Five Paise only) per Warrant, as an upfront payment (“Warrant Subscription Price”) with the balance 75% of the Warrant Issue Price, i.e., ₹ 171.75/- (One Hundred Seventy One Rupees and Seventy Five Paise Only) per Warrant (“Warrant Conversion Price”), payable at the time of conversion of the Warrants, to the following member of the promoter group (“Proposed Allottees”), which may be converted in one or more tranches, at the option of the Warrant Subscribers within a maximum period of 18 (eighteen) months from the date of allotment of the Warrants, on the terms and conditions set out herein in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Names of the Proposed Allottees Warrants	Address of the Proposed allottee	No. of Warrants proposed to be issued and allotted to the Proposed Allottees	Category (Promoter and non-promoter)
1.	Vishal Uttam Telge	Gangadham Road No. 5, Plot no 26 Near	2,18,340	Promoter Group

		Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	(Two Lakh Eighteen Thousand Three Hundred and Forty)	
2.	Shailesh Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	1,74,673 (One Lakh Seventy- Four Thousand Six Hundred Seventy-Three)	Promoter Group
3.	Shobha Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	1,74,673 (One Lakh Seventy- Four Thousand Six Hundred Seventy-Three)	Promoter Group

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the aforesaid Preferential Issue.

The details in relation to the preferential issue as required under the SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are set forth below:

a) Amount which the Company intends to raise by way of such convertible warrants.

The company proposes to raise aggregate amount of ₹ 13,00,00,094/- (Rupees Thirteen Crore Ninety-Four Only).

b) Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

- i. Up to 75% (Seventy-Five Percent) of the Issue Proceeds shall be used for Investment in Subsidiaries – For undertaking investments in or providing loans to the subsidiaries of the Company for the purposes of for its business operations and expansion, either in the form of equity / quasi equity / unsecured loan (referred to below as “Investment in Renewable Projects”);

- ii. Up to 25% (twenty-five percent) of the Issue Proceeds will be utilised for general corporate purposes which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”) in compliance with the circular bearing reference no. 20221213-47 dated December 13, 2022, issued by BSE.

(collectively referred to below as the “**Objects**”)

c) Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (₹ In crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Investment in Subsidiaries	9.75	Within 24 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purposes	3.25	
	Total	13.00	

** Considering 100% conversion of Warrants into equity shares within the stipulated time.*

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the Objects in phases as per the Company’s business requirements and availability of Issue Proceeds within 24 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

d) Basis on which the price has been arrived at and justification for the price (including premium, if any)

In terms of the SEBI ICDR Regulations, the floor price at which the Warrants can be issued is ₹ 229/- (Rupees Two Hundred Twenty-Nine Only) per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- i. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. ₹ 151.44/- (One Hundred Fifty-One Rupees and Forty-Four Only) per equity share;
- ii. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. ₹ 228.08 (Two Hundred Twenty-Eight Rupees and Eight Paise Only) per equity share.
- iii. **Report of independent registered valuer:** Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of ₹ 229/- (Rupees Two Hundred Twenty Nine) of the Equity Shares and Convertible Equity Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated September 28, 2026 issued by CA Akash Dosi, Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/14789), in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://telgeprojects.com/> .

Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Further a certificate has been obtained from M/s KPN and Associates, Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

e) The price at/within which the allotment is proposed:

The issue price is ₹ 229/- (Rupees Two Hundred Twenty-Nine Only) per Warrant. Kindly refer to the above-mentioned point no. (d) for the basis of determination of the price.

f) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is September 23, 2026 being 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

g) The class or classes of persons to whom the allotment is proposed to be made

The preferential Issue of the warrants is proposed to be made to the below mentioned investors under the class/ category as mentioned below:

Sr. No.	Names of the Proposed Allottees Warrants	Address of the Proposed allottee	No. of Warrants proposed to be issued and allotted to the Proposed Allottees	Category (Promoter and non-promoter)
1.	Vishal Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad	2,18,340 (Two Lakh Eighteen Thousand Three Hundred and Forty)	Promoter Group

		Pune Maharashtra 411019		
2.	Shailesh Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	1,74,673 (One Lakh Seventy- Four Thousand Six Hundred Seventy-Three)	Promoter Group
3.	Shobha Uttam Telge	Gangadham Road No. 5, Plot no 26 Near Sai Vivekanand Ground, Sector No 18, Mahatma Phule Nagar, Chinchwad Pune Maharashtra 411019	1,74,673 (One Lakh Seventy- Four Thousand Six Hundred Seventy-Three)	Promoter Group

h) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the current financial year 2026-27.

i) Intent of the Promoters, Directors or Key Managerial Personnel/ Senior Management of the Company to subscribe to the Preferential Allotment

The Proposed Allottees are the members of the Promoter Group. The Company has received an investment commitment letter dated September 29, 2026 from the Proposed Allottees, informing the Company of their intention to invest an aggregate amount up to an amount of ₹ 13,00,00,094/- (Rupees Thirteen Crore Ninety-Four Only) in the Company. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

j) Time frame within which the Preferential Allotment shall be completed

Pursuant to the provisions of Regulation 170 of SEBI ICDR Regulations, in case of Warrants, the allotment of warrants shall be made by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any regulatory approval, then such issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

Further, upon exercise of the option by the allottee to convert the warrants within a period of 18 months, the equity shares, pursuant to exercise of warrants, shall be allotted within a period of 15 days from the date of such exercise by the allottee in compliance with provisions of Regulation 162(2) of SEBI ICDR Regulations.

k) The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in **Annexure A** forming part of this Notice.

l) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

m) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. Tenure

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

B. Conversion and other related matters

- i. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupee Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
- ii. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- iii. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
- iv. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- v. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.
- vi. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- vii. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

C. Lock-in:

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. Rights:

The Warrants shall not carry any voting rights until they are converted into equity shares

n) Undertakings

- i. Neither the Company nor any of its directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- ii. Neither the Company nor any of its directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii. The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.

- iv. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- v. The proposed allottees have confirmed that they have not sold/transfer any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- vi. As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii. The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- viii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of warrants and equity shares upon conversion of warrants.

o) Practicing Company Secretary's Certificate

The certificate from M/s. KPN and Associates, Practicing Company Secretary (Peer review Certificate no. 4544/2023) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://telgeprojects.com/>.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of warrants fully convertible to equity shares to the Investor is being sought by way of a special resolution as set out in the said Item no. 2 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Mrs. Shraddha Shailesh Telge, Mr. Vishal Uttam Telge, Mrs. Preeti Vishal Telge and their respective relatives, none of the other Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives, is in any manner, whether financially or otherwise, concerned or interested in the passing of the Special Resolution as set out in Item No. 2 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For Telge Projects Limited

Date: 28/09/2026
Place: Pune

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

ANNEXURE A

(Shareholding pattern of the Company before and after the Preferential Issue)

S. No.	Pre-Preferential Issue	Pre-Preferential Issue		Post-Preferential Issue of Subscription Securities*	
		No. of Equity Shares (INR 10 each)	% of holding	No. of Equity Shares (INR 10 each)	% of holding
A.	Promoter Group				
1.	Indian				
	a. Individuals/HUF	7129579	72.83	76,97,265	74.31
	b. Bodies Corporate	-	-	-	-
	c. Trusts	-	-	-	-
	Sub-total A(1)	7129579	72.83	76,97,265	74.31
2.	Foreign	-	-		
	Sub-total A(2)	-	-		
Total Shareholding of Promoter Group [Sub-total A = A(1)+A(2)]		7129579	72.83	76,97,265	74.31
B.	Non-Promoter Group (Public)				
1.	Institutions(Domestic)				
	a. Mutual Funds	-	-	-	-
	b. Alternative Investment Funds	707027	7.22	707027	6.83
	c. Insurance Companies	-	-	-	-
	Sub-total B(1)	707027	7.22	707027	6.83
2.	Institutions (Foreign)				
	a. Foreign Direct Investment	-	-	-	-
	b. Foreign Portfolio Investors Category I	-	-	-	-
	c. Foreign Portfolio Investors Category II	-	-	-	-
	Sub-total B(2)	-	-	-	-
3.	Central Government/State Government	-	-	-	-
	Sub-total B(3)	-	-	-	-
4.	Non-Institutions				
	a. Associate Companies / Subsidiaries	-	-	-	-
	b. Directors And their relatives (Non Promoter)	-	-	-	-
	c. Key Managerial Personnel	-	-	-	-
	d. Individual shareholders holding nominal share capital upto Rs. 2 lakhs	781221	7.98	781221	7.54
	e. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	873294	8.92	873294	8.43

	f. Non-resident Indians (NRIs)	117600	1.20	117600	1.14
	g. Foreign Nationals	-	-	-	-
	h. Foreign Companies	32627	0.33	32627	0.31
	i. Bodies Corporate	99600	1.02	99600	0.96
	j. Any other specify (Hindu Undivided Family)	49200	0.50	49200	0.48
	Sub-total B (4)	2038742	19.95	2038742	18.86
	Total Non-Promoter Group (Public) Shareholding [Sub-total B = B(1)+B(2)+B(3)+(B4)]	2660569	27.17	2660569	25.69
C.	Non-Promoter – Non Public/ Shares held by custodians for ADR and GDR	-	-	-	-
Grand Total A+B+C		9790148	100	10357834	100

** The post-preferential shareholding of the Proposed Allottees has been provided on a fully diluted basis and on the presumption that all Warrants (in aggregate) issued to the Proposed Allottees will be fully converted. If for any reason, the Proposed Allottees do not or are unable to subscribe to and/or not allotted such number of Equity Shares, the shareholding pattern in the above table would require consequential modifications, as necessary. The Post issue % of capital of allottees also does not take into account possible change in shareholding pursuant to any further issuance of securities by the Company.*