

TCI Developers Limited

CIN: L70102TG2008PLC059173

Regd. Off. : Flat Nos. 306 & 307, I-8-273, 3rd Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad – 500003

Corp. Off. : TCI House, 69 Institutional Area, Sector-32, Gurgaon-122 001

Web: www.tcidevelopers.com, E-mail : secretarial@tcidevelopers.com, Tel: +91-124-2381603-07

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and such other rules and regulations as may be applicable, that the resolutions appended below are proposed to be passed as Special Resolution(s) by way of Postal Ballot/E-Voting.

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Board of Directors of the Company has appointed Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s. Sanjeev Bhatia & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the Ballot papers received from the Members and for conducting the Postal Ballot process (including E-Voting) in a fair and transparent manner.

You are requested to carefully read the instructions attached herewith, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid inland letter (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 P.M on 14th July, 2016.

In compliance with the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Company is also offering E-Voting facility as an alternate mode of voting, to its Member who can cast their vote electronically instead of physical submission of the Postal Ballot forms. For this purpose, the Company has signed an agreement with Karvy Computershare Pvt. Ltd. (Karvy) for facilitating E-Voting platform. Upon completion of the scrutiny of Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be announced by the Company Secretary on 16th July, 2016 at 4.00 P.M at the Corporate Office of the Company.

The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with requisite particulars on the Company's website viz. www.tcidevelopers.com.

The Members are requested to consider and, if thought fit, to pass the following resolutions. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results of Postal Ballot.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause II of the Memorandum of Association, be and is hereby amended and replaced to read as under:

Clause II: The Registered Office of the Company shall be situated in the state of Telangana (Formerly known as Andhra Pradesh).

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Vineet Agarwal, Mr. Chander Agarwal - Directors, Mr. Naresh Kumar Baranwal – Whole Time Director & Mr. Rupesh Kumar- Company Secretary & Compliance Officer of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 & rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause III of the Memorandum of Association of the Company, be and is hereby amended and shall read as under as stated at the relevant places below or by insertion of the new clauses as specified hereinafter and/or including deletion of some clauses as under:

i. By replacing the existing CLAUSE III) A) to read as under:

III) A) THE MAIN OBJECTS TO BE PERUSED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of constructing, developing, managing, leasing, consultancy of land, warehouses, logistic parks, godowns, roads, commercial and residential buildings/ complexes etc. and to take as well as to give on lease, rent, hire and to purchase, sale, construct, build, establish, erect, promote, undertake, acquire, own, operate, equip, manage, renovate, recondition, turn to account, maintain and to run land, warehouses, godowns, open platforms, refrigeration houses, cold storages, stores, truck terminals, logistics parks, commercial buildings, offices, residential buildings, resorts, hotels, roads, and other similar & allied establishments in India or abroad.
2. To acquire land by purchase, lease or otherwise and to develop/ re-develop the same in any manner whatsoever, particularly by leveling, subdividing into plots, providing all infrastructural facilities and to carry on the business of builders, developers, buyers, sellers, dealers, agents, brokers, owners, operators, construction, repairs, maintenance of land, all types of structures, warehouses, godowns, logistics parks, truck terminals, refrigeration houses, cold storages, commercial buildings, offices, residential buildings, resorts, hotels, farmhouses and other similar & allied establishments, moveable infrastructure, services in such buildings, establishments for industrial, commercial and residential uses, either independently or jointly in partnership, joint venture or on agency or sub contracts basis and through investment in one or more special purpose vehicles.
3. To erect, construct, build, purchase, sale, deal, broker, water proofing, sewage, demolish, fabricate, execute, carry out, improve, work, develop and enlarge, rebuild, repair, maintenance, administer, manage or control in India or abroad- on any land or immovable property of the Company or upon any other land or immovable property in any capacity and to carry out the business of consultants, engineers, testers, contractors, designers, interior – exterior decorators and undertake any residential, commercial or Industrial, construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual firm, body corporate, association or society, Central or State Government, Cantonment board or any local authority to work as colonizer, developer of land, warehouses and buildings for commercial purposes.

ii. By deleting the heading of Clause III) B) “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT ARE” and replacing it with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(B) ARE”

iii. By Replacing existing sub clause 9 of Clause III) B to read as under:

To borrow or raise money in such manner as the Company, shall think fit and in particular by issue of debentures (convertible or non-convertible) and to secure the repayment of any money borrowed, by mortgage, charge or own lien upon all or any of the Company's property (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company as the case may be subject to the directives of the Reserve Bank of India.

iv. By Replacing existing sub clause 18 of Clause III) B to read as under:

To provide for the amelioration and welfare of Directors, Ex-Directors, Employees or Ex-employees of the Company and their wives, families, dependent or connection of such persons by purchasing building or contribution to the building of houses, dwellings or quarters or by grants of money, pension, gratuity, allowances, payment towards insurance, bonus, profit sharing bonuses or benefits or any other payments or by creating supporting or from time to time subscribing or contributing or adding in the establishment and to provide support by way of association, institution, funds including provident funds and trust and by providing or contributing towards places of instruction and recreation, hospital and dispensaries medical or other attendance, Public health installations transport services, markets, shops and stores and other assistances as the Company shall think fit, subject to the provisions of the Companies Act, 2013.

v. By Replacing existing sub clause 19 of Clause III) B) to read as under:

To place as reserve or to distribute as dividend or bonus among the members or to otherwise apply as the Company may, from time to time, think fit, any money received by way of premium on shares on debentures issued at premium by the Company and any money received in respect of forfeited shares and also any money arising from sale by the Company of forfeited shares subject to the provisions of the Companies Act, 2013.

vi. By replacing existing sub clause 24 of Clause III) B) to read as under:

To acquire or amalgamate with any other Company whose objects include objects similar to those of this Company, whether by way of sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any other such Company as aforesaid, with or without winding up or by partnership or in any other manner.

vii. By Replacing existing sub clause 28 of Clause III) B) to read as under:

To create depreciation fund, reserve fund, insurance fund or any other special fund, whether for depreciation for repairing, improving, research, extending or maintaining any of the properties of the Company.

viii. By incorporating following sub clauses after sub clause 28 of III) B):

29. To establish and carry on, in India or abroad, the business of acquiring, undertaking, promoting, running, managing, owning, leasing, converting, handing, operating, renovating, constructing, maintaining, improving, furnishing, reconditioning, hiring, developing, hotels, restaurant, cafes, taverns, rest house keepers, refreshment rooms, lodges, apartments, cottages, licensed victuals, banquet halls, place of amusement and recreation, art galleries, sports arenas, and health clubs.
30. To carry on, in India or abroad, the business of acquiring, undertaking, promoting, consulting, running managing catering service and prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetarian foods, beverages, and other allied goods, materials, substances, consumables spices, and preparations related thereto.
31. To carry on the business of purchaser, processors, acquirers, seller, re-sellers, agent, merchants, developers and dealers in mines, mining rights, leases, licenses of or other interest in mines, mining rights, mineral rights, lands, water right, and either absolutely or conditionally and either jointly or singly.
32. To construct and take on hire Cold Storage Units and lease them on hire for storage to various farmer and traders. To store all types of agricultural, horticultural, floricultural and aqua cultural products and sell them in India or export them to foreign countries, and to act as agent broker, consultant for all type of Cold Storages.
33. To extract, explore, treat, refine all types of ores and minerals and to process ores and minerals by crushing, quarrying, smelting, calcimine, refining and export, import, deal, trade in all type of ores, minerals and their products.
34. To carry on the business of traders, exporters, importers, buyers, sellers and promoters of export and to buy, enter into barter arrangement and compensation business, distribute, process commodities and all of types products.

ix. By deleting the Clause III) C) "OTHER OBJECTS FOR WHICH THE COMPANY ESTABLISHED ARE";

x. By deleting the sub clause 1,2,3,4,5,6,7 of Clause III) C):

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Vineet Agarwal, Mr. Chander Agarwal - Directors, Mr. Naresh Kumar Baranwal – Whole Time Director & Mr. Rupesh Kumar- Company Secretary & Compliance Officer of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment thereto or re-enactment thereof), and subject to the necessary registrations, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board, which term shall include any of its duly authorized Committees or one or more Directors) is authorized to accept as it may deem fit, Clause IV of the Memorandum of Association, be and is hereby amended and replaced to read as under:

Clause IV: The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Vineet Agarwal, Mr. Chander Agarwal, Directors, Mr. Naresh Kumar Baranwal – Whole Time Director & Mr. Rupesh Kumar- Company Secretary & Compliance Officer of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company, hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution to give loan to any body corporate(s)/person(s), give any guarantee or provide security in connection with a loan to any body corporate(s) /person(s), invest/acquire the securities of any body corporate(s) by way of subscription/purchase or otherwise, not exceeding Rs.1,000,000,000 (Rupees One Hundred Crores Only), notwithstanding that the aggregate of the Loan(s)/Guarantee(s)/Securities so far given or to be given and/or Investment(s) so far made or to be made, may collectively exceed the limits as laid down under the Act.

RESOLVED FURTHER THAT Mr. Vineet Agarwal, Mr. Chander Agarwal - Directors, Mr. Naresh Kumar Baranwal-Whole Time Director & Mr. Rupesh Kumar- Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things on behalf of the Company as may be necessary to give effect to this resolution".

Place : Gurgaon

Date : 1st June, 2016

**BY Order of the Board
For TCI Developers Ltd.**

**Rupesh Kumar
Company Secretary & Compliance Officer**

NOTES:

1. The explanatory statement as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. The Company has appointed Mr. Sanjeev Bhatia (CP No. 3870), Proprietor, M/s. Sanjeev Bhatia & Associates, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 3rd June, 2016.
4. As per section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form by post.

5. A Postal Ballot Form and a postage prepaid self-addressed business reply inland letter are attached to this Notice. The self-addressed letters bears the address to which duly completed Postal Ballot Form is to be sent.
6. In compliance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Company has also extended E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Details of E-Voting facility are specified under instructions to the Postal Ballot Form.
7. The shareholders who do not receive the Postal Ballot Form may apply to the Company to receive the duplicate thereof.
8. The members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and record their assent (for) or dissent (against) to the items so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed inland letter. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Shareholder(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before the closing of working hours of 14th July, 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder(s). Unsigned Postal Ballot Form (s) will be rejected.
9. The Scrutinizer will submit his final report to the Chairman as soon as possible after the last date of receipt for Postal Ballot forms but not later than the close of working hours of 14th July, 2016.
10. The results of the voting by Postal Ballot will be declared at the Corporate Office of the Company at TCI House, 69, Institutional Area, Sector 32, Gurgaon-122001 on 16th July, 2016 at 4.00 P.M. The shareholders, who wish to be present at the time of declaration of the results, may do so at the said venue. The results will also be posted on the website of the Company www.tcidevelopers.com and by way of intimation to the Stock Exchanges on which the Company is listed. The results of the Postal Ballot shall be published in the newspapers. The date of declaration of Postal Ballot results will be taken as the date of passing the resolutions.
11. The Postal Ballot Notice is also being uploaded on the Company's website viz., www.tcidevelopers.com and of Registrar & Share Transfer Agent Karvy viz., www.evoting.karvy.com.
12. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and National Holidays.

Instruction for Voting by Physical Postal Ballot form:

1. A member/ beneficial owner desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Company in the attached self-addressed pre-paid business reply inland letter. Which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member/ beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. Please note that Postal Ballot shall not be signed by the proxy.
4. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
5. Incomplete, Unsigned or incorrectly filled Postal Ballot Form will be rejected.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, 3rd June, 2016.
7. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
8. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed inland letter as the letter will be sent to the Scrutinizer and any extraneous paper found in the letter would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
9. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original Postal Ballot form is received within prescribed time period.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
11. Members are requested to fill in the Postal Ballot form in indelible ink and not in any erasable writing mode.

Instruction for E-Voting

In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and Rules made there under and SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through E-Voting Services being provided by M/s Karvy Computershare Private Limited (Karvy).

Members can opt for only one mode of voting i.e. either by physical voting on Postal Ballot form or through E-Voting. If the member opts for E-Voting then they should not cast their vote through Postal Ballot form and vice versa. If in case a member casts vote both through Postal Ballot form and E-Voting, then the vote cast through E-Voting shall be considered valid.

The procedure and instructions for E-Voting are as follows:

- i) Open your web browser during the voting period and navigate www.evoting.karvy.com. Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

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| User – ID | For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form: Event no. followed by Folio Number registered with the Company. |
| Password | Your Unique password is printed on the Note/ via email forwarded through the electronic notice. |
| Captcha | Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons. |

- ii) Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- iii) Members can cast their vote online from Wednesday, 15th June, 2016 @ 10.00 AM to Thursday 14th July, 2016 @ 5.00 PM.
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat Holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-Voting through <https://evoting.karvy.com>. System will prompt you to change your password and update any contact details like mobile, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and had cast your vote earlier for any Company, then your existing login id and password are to be used.

- ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
- x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xii) Corporate/Institutional Members (Corporate /Fls/Flls/Trust/Mutual Funds/Banks etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to scrutinizer.tdl@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name EVENT NO."

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1.

The Govt. of India, vide its notification in the official gazette dated 1st March, 2014 has reorganized the state of Andhra Pradesh & accordingly split it in two parts i.e. Andhra Pradesh & Telangana. Owing to this, the State of the Registered Office of the Company stands altered from Andhra Pradesh to Telangana w.e.f. 2nd June, 2014, the appointed date fixed in this regard.

In view of the above, existing Clause II of the Memorandum of Association of the Company is being amended by replacing the words 'Andhra Pradesh' to 'Telangana (Formerly known as Andhra Pradesh)'.

The Board of Directors at its meeting held on 28th May, 2016, have decided to alter the Memorandum of Association as stated above to comply with the requirements under the Companies Act, 2013.

The proposed draft Memorandum of Association is being uploaded on the Company's website for perusal by the shareholders & shall also be available at the Registered Office of the Company for inspection by members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No. 2.

It may kindly be noted that the existing Memorandum of Association ("MOA") of the Company was framed pursuant to the provisions of the Companies Act, 1956.

The provisions of the Companies Act, 2013 which have come into force with effect from 1st April, 2014 require for stating of the Objects Clause of MOA in a different manner.

Further, the existing clauses MOA have been re-arranged and some clauses have been consolidated/ expanded in meaning to make them more coherent.

In view of the aforesaid requirements, the Objects Clause is being amended.

The Board of Directors at its meeting held on 28th May, 2016, have decided to alter the Memorandum of Association as stated above to comply with the requirements under the Companies Act, 2013.

The proposed draft Memorandum of Association is being uploaded on the Company's website for perusal by the shareholders & shall also be available at the Registered Office of the Company for inspection by members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No. 3.

In terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a Company is to state, in the case of a Company limited by shares, that liability of its members is limited to the amount unpaid, if any, on the shares held by them.

Accordingly, Clause IV of the Memorandum of Association is being amended so as to comply with the provisions of Section 4 and 13 and other applicable provisions, of the Companies Act, 2013 including Table A.

The Board of Directors at its meeting held on 28th May, 2016, have decided to alter the Memorandum of Association as stated above to comply with the requirements under the Companies Act, 2013.

The proposed draft Memorandum of Association is being uploaded on the Company's website for perusal by the shareholders & shall also be available at the Registered Office of the Company for inspection by members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No. 4.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make Investment(s) and/or give Loan(s)/Guarantee(s) or provide Security(ies) beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and security(ies) premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company. As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, to provide Loan(s)/Guarantee(s) and/or provide Security(ies) in connection with a loan to any body corporate(s) /person(s) and/or invest/acquire the securities of any body corporate(s) by way of subscription/purchase or otherwise, not exceeding Rs.1,000,000,000 (Rupees One Hundred Crores Only), notwithstanding that the aggregate of Loan(s)/Guarantee(s)/Security(ies) so far provided or to be provided and/or Investment (s) so far made may collectively exceed the limits as laid down under the Act.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in this resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Place : Gurgaon
Date : 1st June, 2016

BY Order of the Board
For TCI Developers Ltd.
Rupesh Kumar
Company Secretary & Compliance Officer