

**NOTICE OF EXTRA ORDINARY GENERAL MEETING TO MEMBERS**

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TUAMAN ENGINEERING LIMITED WILL BE HELD AT CORPORATE OFFICE OF THE COMPANY AT BIG CONFERENCE HALL, BOMBAY MUTUAL BUILDING, 9, BRABOURNE ROAD, 1<sup>ST</sup> FLOOR, KOLKATA - 700001, ON MONDAY, THE 21<sup>ST</sup> DAY OF OCTOBER, 2024 AT 11:30 AM TO TRANSACT THE FOLLOWING BUSINESS: -**

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**APPROVAL OF CHANGE IN TERMS OF ANY LOAN FROM ROCKY MARKETING PVT LTD TO OPTIONALLY CONVERT INTO UNSECURED 0.001% COMPULSORY CONVERTIBLE DEBENTURES**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of other laws, rules, regulations and guidelines, and provisions of the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to change the terms of any future loan to be taken by the Company aggregating upto INR 15,00,00,000 (Indian Rupees Fifteen Crores only) in one or more tranches from Rocky Marketing Pvt Ltd to optionally convert any part thereof or entire loan into Unsecured 0.001% Compulsory Convertible Debentures of Face Value of INR 10/- (Indian Rupees Ten Only) each (hereinafter referred to as the 'CCDs') on such other terms and conditions as discussed hereinafter:

Sr. No.	Terms	Details
1	Tenure	The CCDs shall have a tenure of 10 years from the date of allotment unless converted earlier.
2	Coupon rate	Each CCD shall carry 0.001% interest rate annually unless modified by Board.
3	Security	The CCDs shall not carry any security or collateral and hence it shall be unsecured in nature.
4	Terms of CCDs	Each CCD of Face Value of INR 10/- each may be converted into such number of Equity Shares of Face Value of INR 10/- each at fair value based at the time of conversion along with any conversion premium as may be mutually agreed by the parties (in case fair value of each Equity Share at the time of conversion is less than Face Value of each Equity Share, Face Value shall be deemed to fair value of each Equity



**Tuaman Engineering Limited**

**Regd. Office:** Fortuna Tower, 8th Floor, 23A, Netaji Subhas Road, Suit. - 16, Kolkata - 700 001

Ph. : 033-2262 8881, 033-2210 4262, Fax : 033-2210-4262

**Corporate Office :** 9, Brabourne Road, 1st Floor, Kolkata - 700001

E-mail : tuamanho@tuaman.co.in Website : www.tuaman.co.in

CIN : U45205WB2005PLC105270

		Share for conversion purpose). The option for conversion can be exercised by the CCDs holder anytime within 10 years from the date of allotment of CCDs.
5	Issue Price	The CCDs will be issued at par value.
6	Right of Equity Shares allotted upon conversion	The Equity Shares as allotted upon conversion of CCDs, shall rank pari-passu in all respects with the existing Equity Shares of the Issuer.
7	Power to amend terms	The Board of the Company shall have the power to change the terms of the CCDs during the tenure of CCDs.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to sign e-Form MGT-14 with the Registrar of Companies, West Bengal and to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution."

By order of Board of Directors  
For Tuaman Engineering Limited

For Tuaman Engineering Limited



Company Secretary

Saba Naz

Company Secretary

Membership No.: A40830

Place: Kolkata

Date: 27.09.2024

**Tuaman Engineering Limited**

Regd. Office: Fortuna Tower, 8th Floor, 23A, Netaji Subhas Road, Suit. - 16, Kolkata - 700 001

Ph. : 033-2262 8881, 033-2210 4262, Fax : 033-2210-4262

Corporate Office : 9, Brabourne Road, 1st Floor, Kolkata - 700001

E-mail : tuamanho@tuaman.co.in Website : www.tuaman.co.in

CIN : U45205WB2005PLC105270

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under item no. 1 of the notice are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE EGM.** Proxies submitted on behalf of limited companies must be supported by appropriate resolutions or authority, as applicable.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxies submitted on behalf of limited companies, must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization. Proxy does not have the right to speak at the Meeting and can vote on a poll. A Proxy Form is annexed to this Report.

3. Corporate members intending to send their authorized representatives under Section 113 of the Companies Act, 2013, to attend the Meeting are requested to send a duly certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting. Members are requested to bring their attendance slip to the Meeting.
4. Relevant documents referred to in the accompanying Notice and the Statements will remain open for inspection by shareholders at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days until the date of the Extra-Ordinary General Meeting.
5. Members are requested to notify to their respective Depository Participants, any change in their registered address with pin code/mandate/bank details.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Extra-ordinary General Meeting.
7. The Register of Contracts or Arrangements in which the directors, if any, are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Extra-ordinary General Meeting.
8. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.



**Tuaman Engineering Limited**

**Regd. Office:** Fortuna Tower, 8th Floor, 23A, Netaji Subhas Road, Suit. - 16, Kolkata - 700 001

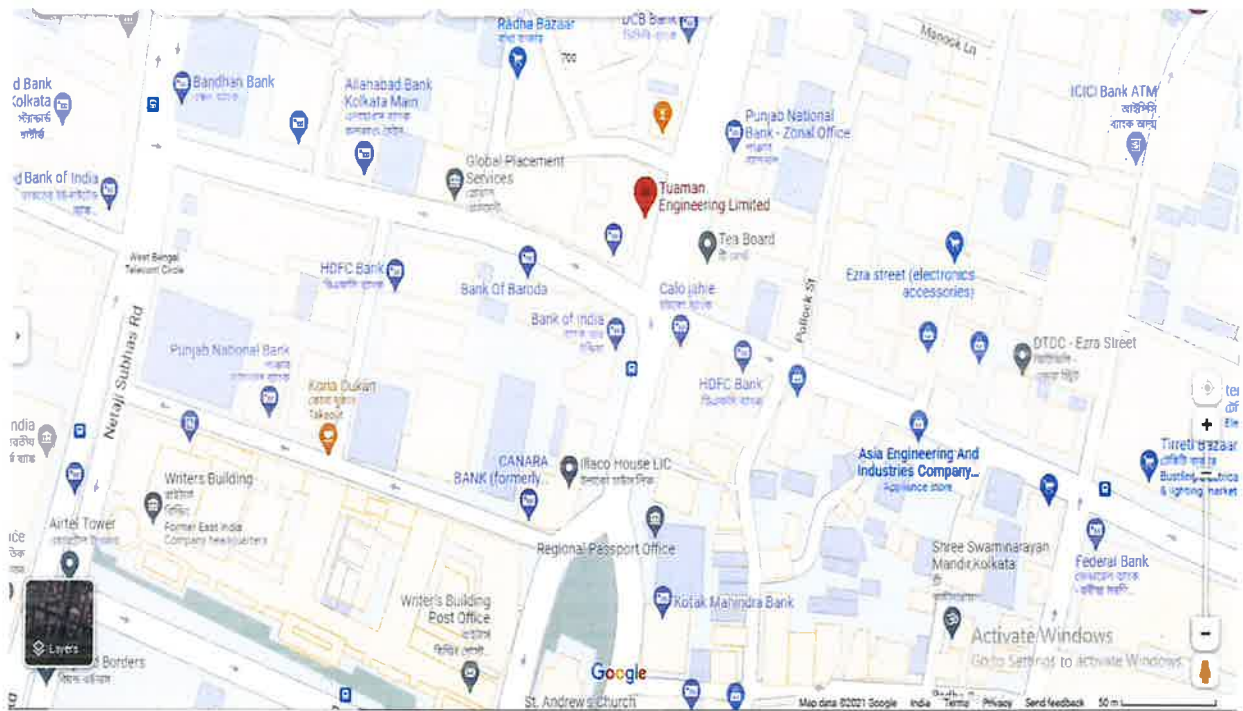
Ph. : 033-2262 8881, 033-2210 4262, Fax : 033-2210-4262

**Corporate Office :** 9, Brabourne Road, 1st Floor, Kolkata - 700001

E-mail : tuamanho@tuaman.co.in Website : www.tuaman.co.in

CIN : U45205WB2005PLC105270

**ROUTEMAP TO THE 15<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING VENUE  
9, Brabourne Road, 1<sup>st</sup> Floor, Kolkata – 700001, West Bengal**



**EXPLANATORY STATEMENT**

[Pursuant to Section 102 of the Companies Act, 2013]

---

**Item No. 1**

In view of the Company's long-term strategic and financial planning, it is proposed to change the terms of any future loan to be taken from Rocky Marketing Pvt Ltd to optionally convert such loan into Unsecured 0.001% Compulsory Convertible Debentures of Face Value of INR 10/- (Indian Rupees Ten Only) each (hereinafter referred to as the 'CCDs') as may be decided mutually. This proposed modification in terms of the loan was approved by the Board of Directors vide resolution dated 27<sup>th</sup> September, 2024.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution. The Board commends your approval by way of Special Resolution for accepting terms of such loan as required under section 62 of the Companies Act, 2013.

None of the Directors or the Key Managerial Personnel and their relatives, of the Company is, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their direct or indirect shareholding in the Company as per the proposed resolutions set out at Item No. 1.

**By order of Board of Directors  
For Tuaman Engineering Limited**

For Tuaman Engineering Limited



Company Secretary

**Saba Naz**

**Company Secretary**

**Membership No.: A40830**

**Place: Kolkata**

**Date: 27.09.2024**

**Tuaman Engineering Limited**

**Regd. Office:** Fortuna Tower, 8th Floor, 23A, Netaji Subhas Road, Suit. - 16, Kolkata - 700 001

Ph. : 033-2262 8881, 033-2210 4262, Fax : 033-2210-4262

**Corporate Office :** 9, Brabourne Road, 1st Floor, Kolkata - 700001

E-mail : tuamano@tuaman.co.in Website : www.tuaman.co.in

CIN : U45205WB2005PLC105270