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NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TUAMAN ENGINEERING LIMITED WILL BE HELD AT BIG CONFERENCE HALL, BOMBAY MUTUAL BUILDING, 9, BRABOURNE ROAD, 1ST FLOOR, KOLKATA - 700001, WEST BENGAL, ON WEDNESDAY, THE 10TH DAY OF SEPTEMBER, 2025 AT 11:30 AM TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Ms. Aditi Ganguly (DIN: 07553943), who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. To ratify remuneration of Cost Auditor

To consider if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable during the year 2025-26 to M/s. Subhadra Dutta & Associates, (Firm Registration No. 000223), Cost Accountants appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year 2025-26, amounting to Rs. 25,000/- (Rupees Twenty-Five Thousand only) plus tax as applicable and reimbursement of out of pocket expenses, on actual basis as incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Board of Directors of the Company or Company Secretary be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

5. Re-appointment of Mr. Arun Kumar Maitra (DIN: 09602595) as an Independent Director of the Company

To consider 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 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and in accordance with Article 64 of Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee, Mr. Arun Kumar Maitra (DIN: 09602595) who was appointed as an Additional Director of the Company with effect from 27th September, 2023 pursuant to section 161 of the Act and whose term of office expires on 26th September, 2025 and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of two (2) consecutive years from 27th September, 2025 to 26th September, 2027 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines, not liable to retire by rotation."



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



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"RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient for giving effect to the above resolution."

For and on behalf of
Tuaman Engineering Limited

For Tuaman Engineering Limited

Saba Naz
Company Secretary

Place: Kolkata
Date: 07.08.2025

Saba Naz
Company Secretary
Mem. No.: A40830

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under item no. 4 of the notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") 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 AGM. 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 along with their copy of Annual Report 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 ensuing Annual General Meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 4th September, 2025 to 10th September, 2025 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the meeting.

6. Members are requested to notify to their respective Depository Participants, any change in their registered address with pin code/mandate/bank details.

7. 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 Annual General Meeting.

8. 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 Annual General Meeting



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**EXPLANATORY STATEMENT
[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]**

Item No. 4

The Board of Directors of the Company at its meeting held on 7th August, 2025, appointed M/s. Subhadra Dutta & Associates, Cost Accountants (Firm Registration No. 000223) as the Cost Auditor of the Company to audit the Cost Accounting Records as required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2025-26 at a remuneration of Rs. 25,000/- (Rupees Twenty-Five Thousand only) plus applicable taxes and out of pocket expenses to be reimbursed separately.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration as approved by the Board of Directors of the Company, is required to be ratified by the members. The Resolution mentioned herein above in the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the members.

Your Directors recommend the resolution to be passed in the interest of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set at Item no. 4.

Item No. 5

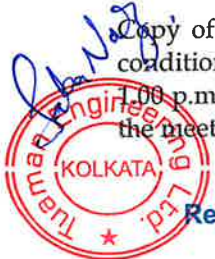
Mr. Arun Kumar Maitra (DIN: 09602595) was appointed as an Additional Director by the Board at its meeting held on 27th September, 2023 to act as an Independent Director of the Company and was regularized as an Independent Director at the 18th AGM of the Company held on 14th November, 2023 at for 2 years. Accordingly, his term of office expires on 26th September, 2025. The Board of directors, at their meeting held on 7th August, 2025 proposed the re-appointment of Mr. Arun Kumar Maitra as Independent Director for a period of two (2) consecutive years from 27th September, 2025 to 26th September, 2027 or till such earlier date as may be determined by any applicable statutes, rules, regulations or guidelines, not liable to retire by rotation.

As per the recommendation of the Nomination and Remuneration Committee and after evaluation of the skills, knowledge, experience, and performance of Mr. Maitra, the Board is of the opinion that his continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. the Board has, therefore, proposed to re-appoint him as an Independent Director for another 2 years.

The Company has received the consent from Mr. Arun Kumar Maitra to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. Your Board is also of the opinion that Mr. Maitra fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as Independent Director and that he is independent of the management of the Company.

The necessary disclosure of information and the details as required for appointment of Mr. Arun Kumar Maitra are provided in the "Annexure" to the Notice. He will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Arun Kumar Maitra setting out the detailed terms and conditions of appointment is available for inspection during business hours in between 11.00 a.m. to 1.00 p.m. on all working days (except Saturday) at the registered office of the Company till the date of the meeting.



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In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall be re-appointed for a second term on passing of a special resolution by the members of the Company. Accordingly, the Board recommends that this resolution be passed as a Special resolution.

Except Mr. Arun Kumar Maitra being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set in item No. 5 of the notice of the AGM.

For and on behalf of
Tuaman Engineering Limited

For Tuaman Engineering Limited

Company Secretary

Saba Naz

Company Secretary

Mem. No.: A40830

Place: Kolkata
Date: 07.08.2025

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ANNEXURE TO THE NOTICE

Disclosure pursuant to Clause 1.2.5 of Secretarial Standards on General Meeting (SS-2) with respect to Directors seeking appointment / re-appointment at the ensuing Annual General Meeting

Name of Director	Mr. Arun Kumar Maitra
DIN	09602595
Date of Birth/ Age	28/02/1949 (76 years)
Date of first appointment on the Board	27/09/2023
Qualifications	LLB, ACA, ACS
Experience	40 years
Nature of Expertise and Brief resume.	<p>Mr. Arun Kumar Maitra, aged about 76 years, M. Com, LLB, ACA, ACS, has an experience of more than 40 years in dealing with Company Law & Other Commercial Laws of various leading Organizations in the Public as well as Private Sector. His Firm, Arun Kumar Maitra & Co. has been empanelled by West Bengal Infrastructure Development Corporation Ltd. in their list of Practicing Company Secretaries. Being a practising Company Secretary, he has been dealing with secretarial audit, legal compliance audit, certification and filing of MCA e-forms and other corporate law matters. He is also a consultant in Company Law matters in Kohima Smart City Development Ltd. (A State Government Company).</p> <p>Prior to starting practice, Mr. Maitra was associated with companies like Old World Hospitality Pvt. Ltd. and Jaypee Fertilizers & Industries Ltd. as Company Secretary. He has also worked with Jaiprakash Associates Ltd. as its Vice President (Company Secretarial Dept.). He worked with National Fertilizers Limited (A Mini-Ratna Central P.S.U.) as its Company Secretary and General Manager (Law) from 1st July, 1994 to 28th Feb., 2009 and MAMC (A Govt. of India Enterprise) as its Company Secretary from 5th January, 1985 to 30th June, 1994. He also worked with West Bengal Handicrafts Development Corporation Ltd. (A West Bengal Government Undertaking); West Bengal Consultancy Ltd., Indian Chamber of Commerce and Allied Resins & Chemicals Ltd. He has been an Ex. Faculty in Law and Accountancy of the Institute of Company Secretaries of India as well as Institute of Cost & Works Accountants of India.</p>
Terms and conditions of appointment or reappointment	Proposed to be reappointed as Independent director for a further period of Two (2) years, not liable to retire by rotation.
Details of remuneration sought to be paid	Eligible to receive sitting fees
Remuneration last drawn	INR 90,000/- as sitting fee in FY 2024-25
Number of Board Meetings attended during the financial year 2024-25	6/6



Relationship with other Directors	None
No. shares held (Rs. 100/- each)	Nil
Directorship in other Companies	Godavari Commodities Limited Tuaman Infrastructure Limited
Chairman/ Member of the committee of Board of other Companies	<u>Audit Committee: -</u> Godavari Commodities Limited-Chairman Tuaman Infrastructure Limited-Chairman <u>Nomination and Remuneration Committee: -</u> Godavari Commodities Limited-Member Tuaman Infrastructure Limited-Chairman



**ROUTEMAP TO THE 20TH ANNUAL GENERAL MEETING VENUE
9, Brabourne Road, 1st Floor, Kolkata – 700001, West Bengal**

