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

**NOTICE IS HEREBY GIVEN THAT THE 16<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TUAMAN ENGINEERING LIMITED WILL BE HELD AT A SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY AT 23A NETAJI SUBHAS ROAD, 8<sup>TH</sup> FLOOR, ROOM NO. 16, KOLKATA - 700001, ON MONDAY, THE 14<sup>TH</sup> DAY OF APRIL, 2025 AT 11 AM TO TRANSACT THE FOLLOWING BUSINESS: -**

**SPECIAL BUSINESS**

**ITEM NO.: 1**

**APPROVAL FOR GIVING LOANS, PROVIDING GUARANTEE OR SECURITY IN TERMS OF PROVISIONS OF SECTION 185 OF THE COMPANIES ACT, 2013:**

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 185 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification, amendment or re-enactment thereof for the time being in force) read with Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors (the "Board" which term shall include any committee which the Board may constitute to exercise its powers including the powers conferred under this Resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by M/s Tuaman Metal Solution Private Limited (referred to as "Borrower") in whom the Whole-time Director is interested, for an overall limit of not exceeding Rs. 3,00,00,000/- (Rupees Three Crores only) for the following activities:

- i) to advance loan to Borrowers; and/or
- ii) give guarantee in connection with any loan taken by Borrowers; and/or
- iii) provide security in connection with any loan taken by Borrowers.

**RESOLVED FURTHER THAT** the Board of Directors of the Company shall ensure that any loan advanced to Borrowers or any guarantee given or security provided in connection with any loan taken by Borrower, shall be utilized by the borrower for its principal business activities only.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above said limits upto which such loans/ guarantees/Security, that may be given or made, as may be determined by the Board and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.



**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** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable to give effect to the above said resolutions."

**Place: Kolkata**  
**Date: 11.04.2025**

For and on behalf of  
**Tuaman Engineering Limited**  
For **Tuaman Engineering Limited**

Company Secretary

**Saba Naz**

**Company Secretary**  
**(Membership 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. 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.



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## EXPLANATORY STATEMENT

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

### Item No.1

The Company is expected to render support for the business requirements of other companies in the group, from time to time. The Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to the Borrowers or give guarantee or provide security in connection with any loan taken by Borrowers for its principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals from time to time.

Pursuant to the provisions of section 185(2) (a) of the Companies Act, 2013 the particulars of the loans to be given, guarantee or security to be provided are detailed as below:

- i. Purpose of Loan to be given or Guarantee to be provided or any Security to be provided in connection with any loan taken by Borrower: The loan or Guarantee or Security in connection with any loan taken by Borrower to be utilized by the Borrower for its principal business activities only.
- ii. Amount of loan/Guarantee/Security to Borrowers for an overall limit of not exceeding Rs. 3,00,00,000/- (Rupees Three Crores only) for the following activities:

a) advance loan to Borrower; and/or

b) give guarantee in connection with any loan taken by Borrower; and/or

c) provide security in connection with any loan taken by Borrower.

The Board of Directors of your Company accordingly recommends the Resolution as set out in accompanying notice for the approval of members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution except Mr. Pinaki Duttagupta, whole-time Director of the Company who is interested by virtue of common directorship.

Place: Kolkata

Date: 11.04.2025

For and on behalf of  
Tuaman Engineering Limited  
For Tuaman Engineering Limited



Company Secretary

Saba Naz

Company Secretary  
(Membership No. A40830)

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**ROUTEMAP TO THE 16<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING VENUE**

**23A Netaji Subhas Road, 8<sup>th</sup> Floor, Room No. 16, Kolkata – 700001, West Bengal**



*Saba Nay*  
Tuan Engineering Ltd.  
KOLKATA