EMBASSY

TAPIR CONSTRUCTIONS LIMITED
(CIN: U70200DL2014PLC267441)
Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, **Email**: edlsecretarial@embassyindia.com, **Tel:** 011-42175143
Website: https://embassyindia.com/tcl

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th (Twelfth) Annual General Meeting of the Members of Tapir Constructions Limited will be held on Monday, September 7, 2026 at 01:00 P.M. **("AGM")** at the Registered Office of the Company at Office No. 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and, if thought fit, to pass the following resolution, by way of an Ordinary Resolution (i.e. where the votes cast in favour of the resolution are more than the number of votes cast against the resolution):

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2: RE-APPOINTMENT OF MR. AMIT ROSHAN BHAGAT (DIN: 10163776) NON-EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-APPOINTMENT

To consider and, if thought fit, to pass the following resolution, by way of an Ordinary Resolution (i.e. where the votes cast in favour of the resolution are more than the number of votes cast against the resolution):

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(6) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), provisions of Articles of Association of the Company, Mr. Amit Roshan Bhagat (DIN: 10163776), Non-Executive Director, who retires by rotation at the 12th (twelfth) Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation, and shall continue in his existing role as 'Non-Executive Director' on the existing terms and conditions of appointment at Nil remuneration."

SPECIAL BUISNESS:

ITEM NO. 3: APPOINTMENT OF MS. RASHMI BURMAN (DIN: 09655408) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, by way of an Ordinary Resolution (i.e. where the votes cast in favour of the resolution are more than the number of votes cast against the resolution):

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and any other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and Articles of Association of the Company, Ms. Rashmi Burman (DIN: 09655408), who was appointed as an Additional Director, in the capacity of Non-Executive Director of the Company with effect from June 19, 2026, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Director(s) and Company Secretary of the Company be and are hereby severally authorised to make necessary filings, furnish returns, or submit any documents with the Registrar of Companies or any other regulatory or governmental authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary or desirable, resolving any questions, difficulties or doubts that may arise in this regard, without being required to seek further approval of the Members of the Company."

ITEM NO.4: APPOINTMENT OF MR. SHYAMM MARIWALA (DIN: 00350235) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution, by way of an Ordinary Resolution (i.e. where the votes cast in favour of the resolution are more than the number of votes cast against the resolution):

"RESOLVED THAT pursuant to Sections 149, 150 and 152, and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), together with other applicable laws, rules and regulations, and in accordance with the recommendations of the Board of Directors of the Company ("Board"), Mr. Shyamm Mariwala (DIN: 00350235) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from June 19, 2026, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years (i.e. w.e.f. June 19, 2026 to June 18, 2029).

RESOLVED FURTHER THAT the Director(s) and Company Secretary of the Company be and are hereby severally authorised to make necessary filings, furnish returns, or submit any documents with the Registrar of Companies or any other regulatory or governmental authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary or desirable, resolving any questions, difficulties or doubts that may arise in this regard, without being required to seek further approval of the Members of the Company."

ITEM NO. 5: RATIFICATION OF REMUNERATION OF COST AUDITOR FOR FY 2026-27

To consider and, if thought fit, to pass the following resolution, by way of an Ordinary Resolution (i.e. where the votes cast in favour of the resolution are more than the number of votes cast against the resolution):

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendments or modification(s) or re-enactment(s) thereof for the time being in force) (the "Act"), and in accordance with the approval of the Board of Directors of the Company ("Board"), the remuneration of INR 60,000 (Indian Rupees Sixty Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, payable to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), appointed as Cost Auditors of the Company for the financial year 2026-27, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Director(s) and Company Secretary of the Company be and are hereby severally authorised to make necessary filings, furnish returns, or submit any documents with the Registrar of Companies or any other regulatory or governmental authorities as may be required, and to do all such acts, deeds, matters and things as may be necessary or desirable, resolving any questions, difficulties or doubts that may arise in this regard, without being required to seek further approval of the Members of the Company."

By Order of the Board of Directors
For **Tapir Constructions Limited**

Sd/-
Akriti Gupta
Company Secretary
(Membership No. A71678)

Place: New Delhi
Date: August 10, 2026

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, in respect of the business as set out in the AGM 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 on a poll to vote instead of himself and that a proxy need not be a member. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.

3) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.

4) Corporate members are requested to send a scanned copy (PDF/ JPG Format) of their Board Resolution/ power of attorney authorizing their representatives to attend/ participate in the AGM on their behalf and to vote. The said resolution/ power of attorney shall be sent to the Company by e-mail through their registered e-mail address at edlsecretarial@embassyindia.com.

5) All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 A.M. to 4:00 P.M. on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.

6) Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.

7) Road map of the location for the venue of Annual General Meeting is attached herewith as per secretarial Standard 2.

8) In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

9) KFin Technologies Limited, having its Registered Office at Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad, Telangana, India, 500032 are the Registrar & Transfer Agent (RTA) of the Company.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and Secretarial Standard on General Meetings ("SS-2") sets out all material facts relating to the ordinary/ special businesses mentioned at Item nos. 2 to 5 of the accompanying Notice dated August 10, 2026.

Item No. 2:

Pursuant to Section 152 of the Companies Act, 2013, read with the applicable rules made thereunder and Articles of Association of the Company, Mr. Amit Roshan Bhagat (DIN: 10163776), Non-Executive Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") of the Company, being longest in the Company since his last appointment.

Mr. Bhagat, being eligible, has offered himself for re-appointment as a Director of the Company at the ensuing AGM. The Board recommends his re-appointment as a Director liable to retire by rotation.

Brief Profile of Mr. Amit Roshan Bhagat:

Mr. Amit Roshan Bhagat, aged about 45 years, has rich and varied experience of 15 Years in the field of Accounts and finance. He has been associated with the Embassy group since 2009 and is handling accounts and related matters. He has done his graduation from Magadh University.

Pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), as amended from time to time, the required details to be disclosed with respect to the above matter are appended in **Annexure I** to Notice of this AGM.

Except the proposed appointee in resolution set out at item No. 2 of the Notice, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 2 for approval of the Members.

Item Nos. 3 & 4:

Ms. Rashmi Burman (DIN: 09655408) was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company and Mr. Shyamm Mariwala (DIN: 00350235) was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from June 19, 2026.

Pursuant to Section 161(1) of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company, Ms. Burman and Mr. Mariwala hold office up to the date of the ensuing Annual General Meeting ("AGM") of the Company.

Brief profile of Ms. Rashmi Burman is as under:

Ms. Rashmi Burman, aged about 30 years, holds a Master's degree from Lovely Professional University. She possesses over six years of professional experience in the field of Human Resources, with expertise in talent acquisition, employee engagement, performance management, HR operations, policy implementation, and workforce management.

During her professional career, she has been associated with reputed organizations and has contributed significantly to various HR functions. She commenced her career with Om Career, where she gained valuable experience in recruitment and human resource management. Since 2022, she has been associated with Embassy Developments Limited, where she is currently working in the Human Resources Department.

She is recognized for her dedication, professionalism, and ability to adapt to evolving organizational needs, making her a valuable contributor to the HR function.

Brief profile of Mr. Shyamm Mariwala is as under:

Mr. Shyamm Mariwala, aged about 58 years, has completed, his schooling from New Era High School in Mumbai, he went to St. Xavier's college and completed, bachelor's degree in Mechanical Engineering from University of Denver, executive courses at London Business School over a year. He has also served as a steward on National Sports bodies for western zone and served many years on various committees. Mr. Shyamm also served as a trustee at one of the oldest animal hospitals in Mumbai at BSPCA.

He was a promotor of, Marson Biocare, green field business of soil substrates. He stirred the company in the world to become the first to receive quality certification outside Europe. Opening doors for many other companies to follow the same model. Slowly leading in developing new technologies to become largest exporter from India. Also was the first to brand a commodity in agriculture. After successfully selling the business, he ventured full time into equity research and investment of proprietary fund. The investment venture proved successful with combination use of fundamentals and technical. He served on board of public listed companies for a few years.

He is now mentoring a successful coffee business from managing farm to cafes and retail business. The business is growing very successfully and will be taken to next level growth with introducing cafes not experienced before to the Indian markets.

The Company has received from Ms. Burman and Mr. Mariwala their respective consents to act as Directors and declarations confirming that they are not disqualified from being appointed as Directors under Section 164 of the Act. Neither of them holds any shares in the Company, is related to any Director or Key Managerial Personnel of the Company, or is debarred from holding the office of director pursuant to any order issued by the Securities and Exchange Board of India or any other authority.

The Company has also received a declaration from Mr. Mariwala confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In the opinion of the Board, Mr. Mariwala fulfils the conditions specified under the Act and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management.

Further, the Company is a material subsidiary of Embassy Developments Limited ("EDL"), a listed entity, in terms of the SEBI LODR Regulations. Pursuant to Regulation 24(1) of the SEBI LODR Regulations, at least one Independent Director on the Board of EDL is required to be appointed as a director on the Board of its unlisted material subsidiary. Accordingly, the appointment of Mr. Shyamm Mariwala, who is also an Independent Director of EDL, on the Board of the Company is necessary to ensure compliance with the aforesaid requirement.

Considering their respective qualifications, experience, expertise and professional capabilities, the Board is of the opinion that their association would be beneficial to the Company. Accordingly, the Board recommends:

(a) the Ordinary Resolution set out at Item No. 3 of this Notice for the appointment of Ms. Rashmi Burman (DIN: 09655408) as a Non-Executive Non-Independent Director of the

Company with effect from June 19, 2026, liable to retire by rotation; and

(b) the Ordinary Resolution set out at Item No. 4 of this Notice for the appointment of Mr. Shyamm Mariwala (DIN: 00350235) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from June 19, 2026 and ending on June 18, 2029.

Pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), as amended from time to time, the required details to be disclosed with respect to the above matter are appended in **Annexure I** to Notice of this AGM.

Except the proposed appointees, in resolution set out at Item Nos. 3 and 4 of this Notice, proposing their respective appointments, none of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolutions.

ITEM NO. 5: RATIFICATION OF REMUNERATION OF THE COST AUDITORS FOR FY 2026-27

Pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to audit its cost records.

Accordingly, the Board, at its meeting held on August 10, 2026, has approved the appointment of M/s Gurvinder Chopra & Co., Cost Accountants (Firm Registration No. 100260), as the Cost Auditors of the Company for the financial year 2026-27, at a remuneration of INR 60,000 (Indian Rupees Sixty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, subject to the ratification of such remuneration by the Members at the ensuing AGM. M/s Gurvinder Chopra & Co. has confirmed that they are not disqualified from being appointed as Cost Auditors of the Company and that the said appointment is within the limits prescribed under the Act.

Accordingly, the Board recommends the resolution, as set out at Item No. 5 of this AGM Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the AGM Notice .

By Order of the Board of Directors
FOR **TAPIR CONSTRUCTIONS LIMITED**

Sd/-
Akriti Gupta
Company Secretary
(Membership No. A71678)

Place: New Delhi
Date: August 10, 2026

Annexure 1

Details of Directors Seeking Appointment/Re-appointment

Name of Director	**Mr. Amit Roshan Bhagat**	**Ms. Rashmi Burman**	**Mr. Shyamm Mariwala**
Director Identification Number (DIN)	10163776	09655408	00350235
Date of Birth & Age	January 19, 1981 / (45 Years)	August 12, 1995 / (30 Years)	11-11-1967 / (58 Years)
Date of First/ Original Appointment	May 26, 2023	June 19, 2026	June 19, 2026
Qualification(s)	Bachelor degree from Magadh University	Master degree from Lovely Professional University	Bachelor degree in Mechanical Engineering from University of Denver
Number of Shares held in the Company	Nil	Nil	NIL
Brief Profile/ Resume/ Experience/ Nature of expertise in specific functional areas and capabilities required for the role and the manner in which the proposed person meets the requirements	As stated in the explanatory statement to Item No. 2	As stated in the explanatory statement to Item No. 3	As stated in the explanatory statement to Item No. 4
Other listed entities in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	None	None	Embassy Developments Limited
Directorship held in other Companies/ LLPs	1. Makala Infrastructure Limited 2. Lorena Real Estate Limited 3. Parmida Properties Limited 4. Lorena Infrastructure Limited 5. Lorena Constructions Limited 6. Fama Estate Limited 7. Citra Properties Limited	1. Nilgiri Lands Limited 2. Apesh Constructions Limited 3. Fornax Constructions Limited 4. Fornax Real Estate Limited 5. Indiabulls Realty Limited 6. Nilgiri Buildwell Limited 7. Lucina Builders and Developers Limited 8. Selene Properties Limited	1. Embassy Developments Limited 2. Indiabulls Industrial Infrastructure Limited 3. Marson Capital Advisors Private Limited 4. Yaraman Coffee Private Limited

	8. Ceres Estate Limited 9. Vindhyachal Land Development Limited	9. Fama Estate Limited	
Committee Positions in other Companies	None	None	**1. Chairmanship** • Nomination and Remuneration Committee – Embassy Developments Limited • Audit Committee – Indiabulls Industrial Infrastructure Limited • Nomination and Remuneration Committee – Indiabulls Industrial Infrastructure Limited **2. Membership:** • Audit Committee – Embassy Developments Limited • Risk Management Committee – Embassy Developments Limited
Number of Board meetings attended during FY 2025-26	Attended all meetings held during the FY 2025-26	N.A., since she was appointed in FY 2026-27.	N.A., since he was appointed in FY 2026-27.
Terms and Conditions of Appointment/ Reappointment	Same at the time of his original appointment.	Appointed as Non-Executive Director, w.e.f. June 19, 2026	Appointed as a Non-Executive Independent Director, w.e.f. June 19, 2026 for the period of 3 (three) years.
Details of proposed remuneration from the Company	Nil	Nil	Nil, apart from sitting fee for attending the board meetings.
Last Remuneration drawn from the Company	Nil	Nil	Nil
Relationships between Directors inter-se and other Key Managerial Personnel of the Company	Not related	Not related	Not related
Sitting Fees	Not Applicable	Not Applicable	INR 1,00,000/-

TAPIR CONSTRUCTIONS LIMITED
(CIN: U70200DL2014PLC267441)
Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, **Email**: edlsecretarial@embassyindia.com, **Tel:** 011-42175143
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FORM NO. MGT 11
PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U70200DL2014PLC267441
Name of the Company: **Tapir Constructions Limited**
Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught place, New Delhi – 110001

Name of the Member (s): ____
Registered address: ____
E-mail Id: ____________________________________
Folio No. / DP ID No.____________________ Client ID No. ___________________

I / We, being the member(s) of _____________________ Equity Shares of the above named Company, hereby appoint:

1. Name: __________________________ E-mail ID:____________________
Address: ____

Signature [ ] or failing him / her

2. Name: ___________________________ E-mail ID:__________________
Address: ____

Signature [ ] or failing him / her

3. Name: ______________________________ E-mail ID:__________________
Address: ____

Signature [ ]

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 12th Annual General Meeting of the Company, to be held on **Monday, September 07, 2026 at 01:00 P.M. (IST)** at the registered office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught. Place, New Delhi - 110001, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No.	Brief Details of the Resolutions
ORDINARY BUSINESS	
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Amit Roshan Bhagat (DIN: 10163776) Non-Executive Director, who retires by rotation and being eligible, has offered himself for re-appointment.
SPECIAL BUSINESS	
3.	Appointment of Ms. Rashmi Burman (DIN: 09655408) as Non-Executive Director of the company.
4.	Appointment of Mr. Shyamm Mariwala (DIN: 00350235) as a Non-Executive Independent Director of the company.
5.	Ratification of remuneration of Cost Auditor for FY 2026-27.

Signed this --------, 2026

Affix Revenue Stamp of Re. 1/-

Signature of Shareholder: ______________________

Signature of Proxy Holder(s): ____________________

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. A person appointed as Proxy shall act on behalf of not more than 50 (fifty) Members and holding not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% 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 Proxy for any other person or Member.

TAPIR CONSTRUCTIONS LIMITED
(CIN: U70200DL2014PLC267441)

Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, **Email**: edlsecretarial@embassyindia.com, **Tel:** 011-42175143
Website: https://embassyindia.com/tcl

ATTENDANCE SLIP

Folio No.*:____________________ No. of Shares: _____________________
DP ID: _______________________ Client ID: _________________________

Members or their Proxies are requested to present this Slip in accordance with the Specimen Signatures registered with the Company, at the entrance of the Meeting Hall, for admission.

Name of the attending Member / Proxy ____
(**in BLOCK LETTERS**)

I hereby record my presence at the 12th Annual General Meeting of the Company held on **Monday, September 07, 2026 at 01:00 P.M. (IST)** at the registered office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001.

_______________________ ___________________
Member's Signatures Proxy's Signatures

*Applicable for Members holding shares in Physical form.

Road Map of the Venue of 12th Annual General Meeting