

TAPIR CONSTRUCTIONS LIMITED
(CIN: U70200DL2014PLC267441)

Registered Office: Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001, **Email:** secretarial@ibrealestate.com, **Tel:** 0124-5025020
Website: <https://equinoxindia.com/tcl/>

NOTICE

NOTICE is hereby given that the **TENTH ANNUAL GENERAL MEETING** of the Members of **TAPIR CONSTRUCTIONS LIMITED** will be held on Thursday, the 26th of September 2024 at 11:00 A.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 businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited financial statements of the Company as at March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.**
2. **To appoint a director in place of Mr. Amit Roshan Bhagat (DIN: 10163776), Non-executive Director, who retires by rotation and being eligible, has offered himself for re-appointment.**
3. **To appoint M/s. Raj Girikshit & Associates, Chartered Accountants (FRN: 022280N) as the Statutory Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Board of Directors, M/s. Raj Girikshit & Associates, Chartered Accountants (FRN: 022280N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years from the conclusion of this 10th Annual General Meeting (AGM) until the conclusion of the 15th AGM of the Company to be held in the year 2029, at such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, including but not limited to filing of necessary returns/ e-forms with the concerned Registrar of Companies and issuance of Letter of Appointment, to give effect to the foregoing resolution.”

SPECIAL BUSINESS:

Item No. 4:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

TO APPOINT MR. UDAY SHYAMNARAYAN DUBEY (DIN: 10166767), AS NON-EXECUTIVE DIRECTOR:

“RESOLVED THAT pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Uday Shyamnarayan Dubey (DIN: 10166767), who was appointed as an Additional Director w.e.f. November 30, 2023 to hold

office up to the date of this Annual General Meeting, be and is hereby appointed as Non-Executive Director, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to file necessary e-form(s) with the concerned Registrar of Companies and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

Item No. 5:

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

TO APPOINT MR. ABHISHEK RAJNINATH SURVE (DIN: 10619417), AS A WHOLE-TIME DIRECTOR, DESIGNATED AS EXECUTIVE DIRECTOR & KEY MANAGERIAL PERSONNEL OF THE COMPANY:

“**RESOLVED THAT** pursuant to Sections 149, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V to the Act and applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the appointment of Mr. Abhishek Rajninath Surve (DIN: 10619417), *[who was appointed as an Additional Director w.e.f. July 10, 2024, and holds office up to the date of this Annual General Meeting]*, as an Whole-time Director, designated as Executive Director & Key Managerial Personnel of the Company, for a period of 5 years w.e.f. July 10, 2024, at Nil remuneration, liable to retire by rotation.”

RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized to file necessary e-form(s) with the concerned Registrar of Companies and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution.”

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

Place: New Delhi
Date: September 4, 2024

Sd/-
Vartika Jain
Company Secretary
(Membership No. A42786)

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 through VC/ OAVM on their behalf and to vote. The said resolution/ power of attorney shall be sent to the Scrutinizer by e-mail through their registered e-mail address at secretarial@ibrealestate.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) Corporate Members intending to depute their authorized representatives pursuant to section 112 and 113 of the Companies Act 2013, to attend the Meeting through VC/ OAVM are requested to send to the Company a certified true copy of the Board Resolution at secretarial@ibrealestate.com with a authorizing a representative to attend and vote at the Meeting on their behalf.
- 9) In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- 10) The details of Directors seeking appointment/ re-appointment, in terms of the Act (including Secretarial Standard on General Meetings) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are annexed hereto and form part of this Notice
- 11) In compliance with the applicable MCA circulars and SEBI circulars, Notice convening 10th AGM of the Company along with Annual Report for the financial year 2023-24, is being sent only through electronic mode to all members whose e-mail addresses are registered with the Company or the Depository Participant(s). As physical copies of the Annual Report 2023-24 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 10th AGM Notice are available on the Company's website at <https://equinoxindia.com/tcl/> and on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com for those members whose email Ids are not registered with the Company/RTA.
- 12) Kfin Technologies Limited, having its Registered Office at Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serili, ngampally, Rangareddi, Hyderabad, Telangana, India, 500032 is the Registrar & Transfer Agent (RTA) of the Company.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the special businesses mentioned at Item nos. 4 & 5 of the accompanying Notice dated September 4, 2024.

Item Nos. 4 & 5:

Mr. Uday Shyamnarayan Dubey (DIN: 10166767), was appointed as Additional Director w.e.f. November 30, 2023 and Mr. Abhishek Rajninath Surve (DIN: 10619417) was appointed as Whole-time Director (Additional) Designated as Executive Director and Key Managerial Personnel of the Company, w.e.f. July 10 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013 (“the Act”), read with the Articles of Association of the Company, Mr. Uday and Mr. Abhishek hold office up to the date of the ensuing Annual General Meeting of the Company.

Brief profile of Mr. Uday Shyamnarayan Dubey is as under:

Mr. Uday Shyamnarayan Dubey aged about 36 years, has rich and varied experience of more than 13 years in hospitality and real estate industry, he has been associated in past with companies like panoramic group, Dosti realty and Lodha developers. Currently he is associated with Indiabulls real estate limited as an AVP-Sales and Marketing. He has done his post-graduation from Welingkar Institute of Management and recently completed sales and marketing management from IIM-Kozhikode.

Mr. Dubey is also a director on the Board Nerissa Properties Limited Serpentes Constructions Limited, Fama Properties Limited, Lucina Properties Limited Juventus Properties Limited Nilgiri Infraestate Limited, Nilgiri Land Holdings Limited, Lucina Builders and Developers Limited & Nilgiri Buildwell Limited.

Brief profile of Mr. Abhishek Rajninath Surve is as under:

Mr. Abhishek Rajninath, aged about 46 years, has rich and varied experience of 23 years in the field of Finance & Accounts. He is associated with Equinox India Developments Limited (*formerly Indiabulls Real Estate Limited*) since June 2007 & currently designated as Deputy Manager - Finance. He has done bachelor’s in commerce from, Mumbai University.

Mr. Surve is also a director on the Board of Devona Developers Limited, Varali Infrastructure Limited, Sentia Infrastructure Limited, Varali Developers Limited, Paidia Infrastructure Limited, RGE Constructions and Development Private Limited, Vigor Developments Private Limited, Equinox Developments Private Limited & Spero Properties and Services Private Limited.

None of the proposed appointee(s) hold any shares in the Company and neither related to any other Director/KMP of the Company nor debarred from holding the office of director(s) by virtue of any order passed by SEBI or any other such authority. The Company had received declarations from proposed appointee directors to the effect that they are not disqualified from being appointed as director in terms of 164 of the Act and have given their consent to act as Director.

Keeping in view of their vast leadership and guidance abilities, wide and rich professional knowledge and experience, in diverse fields viz. Regulatory Compliances and RERA, client relationship, administration and related projects execution, revenue management etc., the Board recommends:

- (a) the Ordinary Resolution as set out at Item No. 4, for approval of the shareholders, for appointment of Mr. Uday Shyamnarayan Dubey, as Non- Executive Director w.e.f. November

30, 2023, liable to retire by rotation.

- (b) the Special Resolution as set out at Item No. 5, for approval of the shareholders, for appointment of Mr. Abhishek Rajninath Surve (DIN: 10619417) as Whole-time Director (Additional) Designated as Executive Director and Key Managerial Personnel of the Company, w.e.f. July 10 2024, liable to retire by rotation, at NIL remuneration; and

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. 4 and 5 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.

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

Place: New Delhi
Date: September 4, 2024

Sd/-
Vartika Jain
Company Secretary
(Membership No. A42786)

Annexure 1

Details of Directors Seeking Appointment/Re-appointment

| Name of Director | Mr. Uday Shyamnarayan Dubey | Mr. Abhishek Rajninath Surve |
|---|--|---|
| Director Identification Number (DIN) | 10619417 | 10619417 |
| Date of Birth & Age | 27-08-1986 / (35 Years) | 21-07-1978 / (46 Years) |
| Date of First/ Original Appointment | 30-11-2023 | 10-07-2024 |
| Qualification(s) | Post-graduation from Welingkar Institute of Management and recently completed sales and marketing management from IIM-Kozhikode. | Bachelor's in commerce from, Mumbai University |
| Number of Shares held in the Company | 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. 4 | As stated in the explanatory statement to Item No. 5 |
| 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 |
| Directorship held in other Companies/ LLPs | <ol style="list-style-type: none"> 1. Nerissa Properties Limited 2. Serpentes Constructions Limited 3. Fama Properties Limited 4. Lucina Properties Limited 5. Juventus Properties Limited 6. Nilgiri Infraestate Limited 7. Nilgiri Land Holdings Limited 8. Lucina Builders and Developers Limited 9. Nilgiri Buildwell Limited | <ol style="list-style-type: none"> 1. Devona Developers Limited 2. Varali Infrastructure Limited 3. Sentia Infrastructure Limited 4. Varali Developers Limited 5. Paidia Infrastructure Limited 6. RGE Constructions and Development Private Limited 7. Vigor Developments Private Limited 8. Equinox Developments Private Limited 10. Spero Properties and Services Private Limited |
| Committee Positions in other Companies | None | None |
| Number of Board meetings attended during FY 2023-24 | 2 (attended all the meetings after his appointment) | N.A., since he was appointed in FY 2024-25. |
| Terms and Conditions of Appointment/ Reappointment | Appointed as Non-Executive Director, w.e.f. November 30, 2023 | Appointed as an Executive Director, w.e.f. July 10, 2024. |
| Details of proposed remuneration from the Company | Nil | Nil |
| Last Remuneration drawn from the Company | Nil | Nil |
| Relationships between Directors inter-se and other Key Managerial Personnel of the Company | Not related | Not related |

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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 09th Annual General Meeting of the Company, to be held on **Thursday, September 26, 2024 at 11:00 A.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 as at March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon. |
| 2. | To appoint a director in place 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. | To appoint M/s. Raj Girikshit & Associates, Chartered Accountants (FRN: 022280N) as the Statutory Auditors of the Company. |
| 4. | To Appoint Mr. Uday Shyamnarayan Dubey (DIN: 10166767), as Non-Executive Director. |
| 5. | To appoint Mr. Abhishek Rajninath Surve (DIN: 10619417), as a Whole-time Director, designated as Executive Director & Key Managerial Personnel of the Company. |

Signed this, 2024

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)

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Website: <https://equinoxindia.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**)

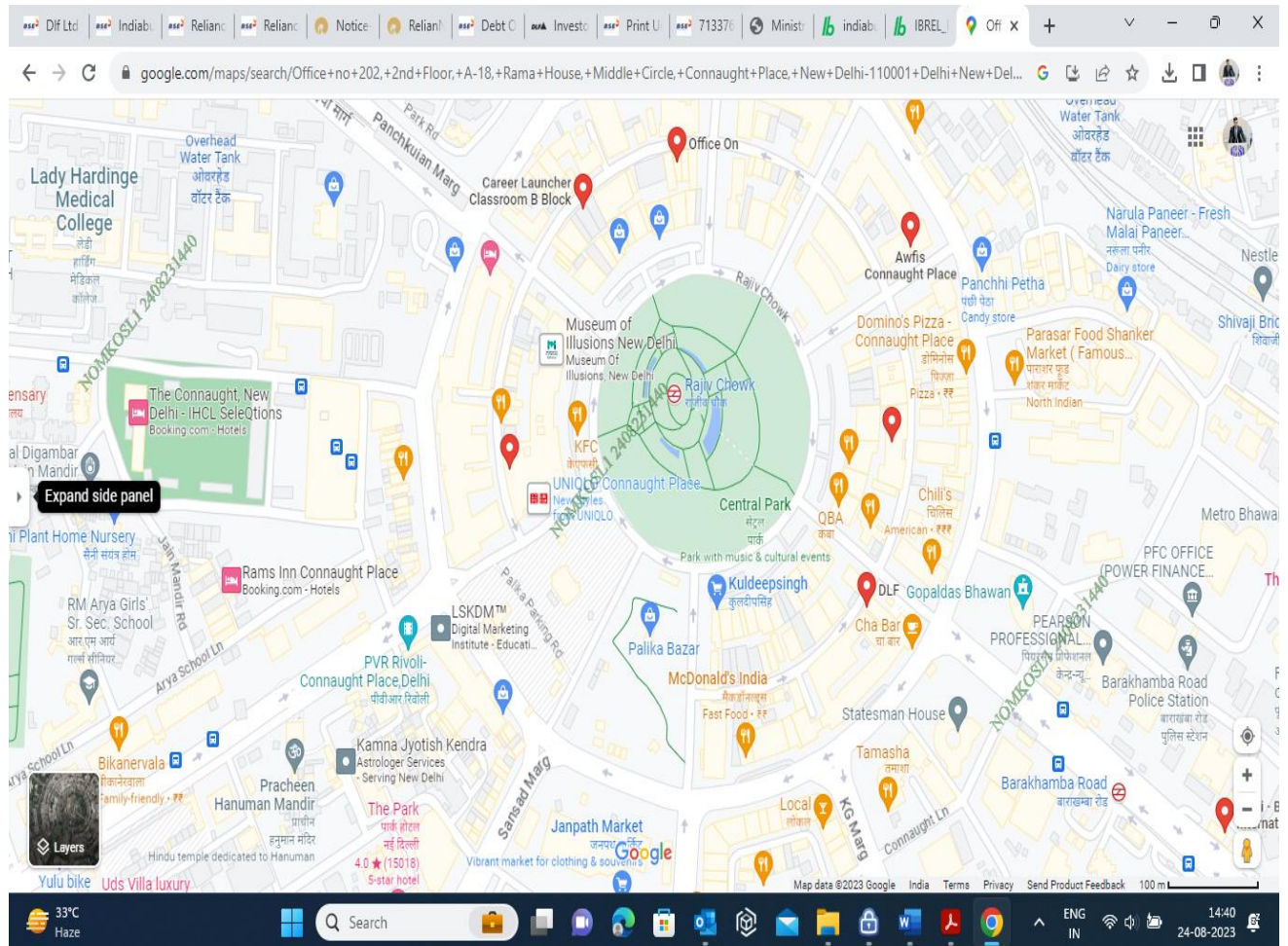
I hereby record my presence at the 10th Annual General Meeting of the Company held on **Thursday, September 26, 2024 at 11:00 A.M. (IST)** at the registered office of the Company at Office No 202, 2nd Floor, A-18, Rama House, Middle Circle, Connaught Place, New Delhi - 110001.

Member's Signatures

Proxy's Signatures

*Applicable for Members holding shares in Physical form.

Road Map of the Venue of 10th Annual General Meeting



<https://www.google.com/maps/search/office+no+202+2nd+floor+a18+rama+house+middle+circle+connaught+place+new+delhi+110001+delhi+new+delhi+dl+110001/@28.6330637,77.2172097,17z/data=!3m1!4b1?entry=ttu>