

TACC LIMITED
CIN: U31909MP2022PLC064004

Regd. Off: C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
Phone: 91-120-4390300; **E-mail:** tacc@lnjbhilwara.com

NOTICE
EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 1/2024-25 Extra Ordinary General Meeting ("EGM") of the members of the TACC Limited will be held on Thursday, 12th September, 2024 at 5:00 P.M at the Corporate Office of the Company at 5th floor, Bhilwara Towers - I, A - 12, Sector - 1, Noida - 201 301. The following businesses will be transacted at the EGM:

SPECIAL BUSINESS

1. APPROVAL FOR REVISION IN REMUNERATION OF SHRI ANKUR KHAITAN (DIN: 09201058), MANAGING DIRECTOR & CEO OF THE COMPANY

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

"RESOLVED THAT pursuant to the provision of Section 2(51), 196, 197, 203 read with Schedule V and the provisions of Articles of Association of the Company and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), as amended from time to time, on the recommendation of Board of the Company approval of the member be and is hereby accorded for, payment of remuneration as set out below to Shri Ankur Khaitan Managing Director & CEO (DIN: 09201058), with effect from 1st April, 2024 upto 31st March, 2027:

- A) **Total Cost to the Company (Salary, allowance & perquisites) is Rs. 1,00,00,000 (Rupees One Crores) Per Annum with annual increase of 15% p.a., which may be restructured within that limit in accordance with policy of the Company.**

In addition, he is entitled for benefits

B) Other benefits entitled on actuals are as below:

1. Company provided accommodation
 - (a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to ceiling, namely (for residence in Delhi/ outside Delhi), 60% of the basic salary, or
 - (b) In case the accommodation is owned by the Company, 10% of the basic salary shall be deducted by the Company, or
 - (c) In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling laid down in para (a) as above shall be paid.
2. Company provided car along with fuel, maintenance, repairs and insurance paid as per policy of the company.
3. Water, Gas, Electricity, Telephone at residence & Mobile paid as per policy of the company.
4. Driver Salary upto Rs. 20,000 Per Month

RESOLVED FURTHER THAT the above remuneration will be paid even if it exceed the limit prescribed under the Companies Act, 2013 and rules there to subject to provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT other terms and conditions of appointment be remain unchanged.

RESOLVED FURTHER THAT Shri Ravi Jhunjunwala, Director and Shri Riju Jhunjunwala, Director, be and are hereby severally authorized to do all acts, deeds and things and to sign & file necessary forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (“EGM”) is annexed hereto.
2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing a proxy must be deposited with the company at its registered office, not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy, on behalf of not more than fifty members, holding in aggregate not more than ten percent of the total share capital of the company, carrying voting rights. Members holding more than ten percent of the total share capital of the company, carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other member.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The information regarding the Directors who are proposed to be appointed, as required to be provided under Secretarial Standard on General Meetings issued, is annexed hereto. The Directors have furnished consent/ declaration for his appointment / re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
7. The notice is being sent to all members, whose names appear on the Register of Members/List of beneficial owners.
8. Since the Company is Wholly Owned Subsidiary of HEG Limited and all shares issued by the Company is in Dematerialised form, hence there is no need for closure of Register of Members under Section 91 of Companies Act, 2013 and rule thereto.
9. The relevant paper and document in this Notice and the Explanatory Statement are available at the registered office and corporate office of the Company and are open for inspection by all persons who are eligible and like to inspect the same.
10. The route map of the address of the 1/2024-25 Extra Ordinary General Meeting is also annexed hereto.

Place: Noida (U.P.)
Date: 8th August, 2024

By Board of
Directors
For TACC Limited

Registered Office:
C/O HEG Limited, Mandideep, Dist Raisen, Near Bhopal
Mandideep MP 462046
CIN: U31909MP2022PLC064004
E-mail: tacc@lnjbhilwara.com
Phone: 91-120-4390300

Sd/-
Vivek Chaudhary
(Company Secretary)
Membership No.: A13263

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. -1

Shri Ankur Khaitan was appointed as Managing Director & CEO of the Company by the members in the Annual General Meeting held on 7th July, 2023 for the period of 5 years with effect from date of incorporation 26th December, 2022 upto 25th December, 2027 and remuneration payable to Shri Ankur Khaitan was initially fixed for period of 3 years with effect from 5th January, 2023 upto 4th January 2026.

It was proposed by the board of the Company to revise the remuneration payable to Shri Ankur Khaitan, Managing Director and CEO subject to approval of members in this Extra Ordinary General Meeting with effect from 1st April 2024 to 31st March, 2027.

Members may further note that Shri Ankur Khaitan has brought lot of value and perspectives in all key management decisions he have been spending more and more time at the plant and has accumulated tremendous knowledge of operations, technical processes etc.

Members may further note that Board of Directors of the Company are fully satisfied with performance of Shri Ankur Khaitan, Managing Director and CEO and the remuneration of Shri Ankur Khaitan shall be commensurate with his qualifications and experience, and with the remuneration levels in the industry and the responsibilities placed on him as Managing Director and CEO of the Company.

Therefore, taking into account Shri Ankur Khaitan's qualifications and prior experience, an industry comparison with similarly situated managerial personnel and the responsibilities placed on him and in view of his contribution to the Company since his appointment, the Board of Directors of the Company considered it to be in the best interests of the Company to recommend the Remuneration as set out in the Resolution No.1 of this notice for the approval by the member of the Company as Special Resolution.

Members also note that in accordance with the Section II of Part II of the Schedule V, where in any financial year during the currency of tenure of managerial person, the Company has no profit or its profits are inadequate the remuneration will be paid for the period not exceeding three years within the limits specified in Para 1(A) of Section II of Part II of the Schedule V, subject to the approval of shareholders.

Members may note that pursuant to the provisions of Section 197 of the Companies Act, 2013 (the Act) and Schedule V thereto, if in any financial year, the Company has no profit or its profits are inadequate, the Company would pay managerial remuneration within the permissible limits prescribed under Section II of Part II of Schedule V based on effective capital of the Company. However the remuneration in excess of the limits prescribed under Section II of Part II of Schedule V will be paid if approved by shareholders by

passing special resolution and giving the requisite disclosure as prescribed under Section II of part II of schedule V.

Further the Company is not in default in payment of dues to any bank or public financial institution or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

Further for the financial year ended 31st March, 2024, the Company had net loss as computed in accordance with Section 198 of Companies Act, 2013, therefore for fixation of the remuneration of Shri Ankur Khaitan, Managing Director and CEO, the provisions of Schedule V of the Act, become applicable. The details required under Section II of Part II of Schedule V are attached as an Annexure I.

A Copy of Memorandum setting out the terms of Shri Ankur Khaitan, Managing Director and Chief Executive Officer of the Company under Section 190 of the Companies Act, 2013 is available at the registered office of the Company and available for the inspection by the Member of the Company free of cost.

Details of Shri Ankur Khaitan are provided in the "Annexure - II" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board commends the resolution for your approval as a Special Resolution.

Shri Ankur Khaitan is concerned or interested in the resolution of the accompanying notice relating to his appointment and his relatives are concerned or interested to the extent their shareholding, if any, in the Company.

None of the other Directors or Key Managerial Personnel of the Company (or their relatives) are interested or concerned, financially or otherwise, in the proposed resolution.

Place: Noida (U.P.)
Date: 8th August, 2024

By Board of Directors
For **TACC Limited**

Registered Office:
C/O HEG Limited, Mandideep, Dist Raisen,
Near Bhopal Mandideep MP 462046
CIN: U31909MP2022PLC064004
E-mail: tacc@lnjbhilwara.com
Phone: 91-120-4390300

Sd/-
Vivek Chaudhary
(Company Secretary)
Membership No.: A13263

ANNEXURE - I

(A) Disclosure(s) in terms of Section 197 read with Schedule V to the Companies Act, 2013, applicable Rules thereunder.

I. General information:

(1)	Nature of Industry	The Company is in the business of manufacturing of Graphite anodes for lithium ion cells.																																									
(2)	Date or expected date of commencement of Commercial Production	The Company is incorporated on 26 th December, 2022.																																									
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																									
(4)	Financial performance based on given indicators: (in Crores)	<table border="1"> <thead> <tr> <th data-bbox="762 976 1058 1010">Financial Results</th> <th data-bbox="1074 976 1233 1037">(Rs. in lakhs)</th> <th data-bbox="1249 976 1445 1010">(Rs. in Lakhs)</th> </tr> <tr> <th data-bbox="762 1041 890 1070">Particulars</th> <th data-bbox="1074 1041 1169 1070">2023-24</th> <th data-bbox="1249 1041 1377 1070">2022-2023</th> </tr> </thead> <tbody> <tr> <td data-bbox="762 1075 866 1104">Net sales</td> <td data-bbox="1074 1075 1090 1104">0</td> <td data-bbox="1249 1075 1265 1104">0</td> </tr> <tr> <td data-bbox="762 1108 1042 1137">Other operating income</td> <td data-bbox="1074 1108 1090 1137">0</td> <td data-bbox="1249 1108 1265 1137">0</td> </tr> <tr> <td data-bbox="762 1142 1058 1261">Profit/Loss before finance cost, depreciation and amortisation</td> <td data-bbox="1074 1142 1161 1171">-152.62</td> <td data-bbox="1249 1142 1337 1171">-125.23</td> </tr> <tr> <td data-bbox="762 1265 906 1294">Finance cost</td> <td data-bbox="1074 1265 1090 1294">0</td> <td data-bbox="1249 1265 1265 1294">0</td> </tr> <tr> <td data-bbox="762 1299 1058 1395">Profit/Loss before depreciation and amortisation</td> <td data-bbox="1074 1299 1161 1328">-152.62</td> <td data-bbox="1249 1299 1337 1328">-125.23</td> </tr> <tr> <td data-bbox="762 1400 962 1460">Depreciation and amortization</td> <td data-bbox="1074 1400 1090 1429">0</td> <td data-bbox="1249 1400 1265 1429">0</td> </tr> <tr> <td data-bbox="762 1464 1018 1494">Profit/Loss before tax</td> <td data-bbox="1074 1464 1161 1494">-152.62</td> <td data-bbox="1249 1464 1337 1494">-125.23</td> </tr> <tr> <td data-bbox="762 1498 1026 1527">Provision for taxation:</td> <td></td> <td></td> </tr> <tr> <td data-bbox="762 1532 890 1561">Current tax</td> <td data-bbox="1074 1532 1090 1561">0</td> <td data-bbox="1249 1532 1265 1561">0</td> </tr> <tr> <td data-bbox="762 1565 906 1594">Deferred tax</td> <td data-bbox="1074 1565 1090 1594">0</td> <td data-bbox="1249 1565 1265 1594">0</td> </tr> <tr> <td data-bbox="762 1599 1026 1659">Net Profit/Loss for the period</td> <td data-bbox="1074 1599 1161 1628">-152.62</td> <td data-bbox="1249 1599 1337 1628">-125.23</td> </tr> </tbody> </table>			Financial Results	(Rs. in lakhs)	(Rs. in Lakhs)	Particulars	2023-24	2022-2023	Net sales	0	0	Other operating income	0	0	Profit/Loss before finance cost, depreciation and amortisation	-152.62	-125.23	Finance cost	0	0	Profit/Loss before depreciation and amortisation	-152.62	-125.23	Depreciation and amortization	0	0	Profit/Loss before tax	-152.62	-125.23	Provision for taxation:			Current tax	0	0	Deferred tax	0	0	Net Profit/Loss for the period	-152.62	-125.23
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(5)	Foreign investments or collaborators, if any:	At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.																																									
II Information about the appointee:																																											
Name of Director		Shri Ankur Khaitan																																									

1. Background details	Shri Ankur Khaitan has done his Graduation from Delhi University in B.Com (Hons). He has done his post-graduation in Business Analytics and Business Intelligence form University of Texas at Austin and pursue MBA from Annamalai University. He is also an IIM-A Alumni.
2. Past Remuneration	Rs. 75 Lakhs Per Annum
3. Recognition or awards	-Six sigma black belt from Henry Harvin -3TP from IIM Ahmedabad
4. Job profile and his suitability	He is Managing Director and CEO of the Company and has been entrusted with the responsibility to manage the affairs of the Company. He has been responsible for policy planning, vision and strategy and also involved in long term development activities of the Company
5. Remuneration proposed	As mentioned in Resolution No. 1
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration of Shri Ankur Khaitan commensurate with his qualifications and experience, and with the remuneration levels in the industry and the responsibilities placed on him as Managing Director and CEO of the Company.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Nil.

III Other Information:

1. Reasons for loss or inadequate profits:

The Company is incorporated on 26th December, 2022. The Company had no business operation during the financial year 2023-2024 which lead to loss incurred by the Company in the financial year ended 31st March, 2024.

2. Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms:

The Company is in the business of Manufacturing of Graphite anodes for lithium ion cells & the Company has been incorporated on 26th December, 2022.

The Company would leverage the position of its Parent i.e. HEG Limited as a graphite industry leader to research and develop next-generation graphite and its specialized derivative materials for clean energy storage and conversion technologies beginning with anode for Li-ion batteries. It would make a significant contribution to the sustainable and technological advancement of our nation and planet in the field of materials manufacturing for green energy technologies over the next decade.

The Company has decided to go ahead with the entire capacity in phase 1 catering to over 20-24 GWH of li-ion cell manufacturing capacity with an investment of about z 1800 crores. The acquired 100 acres of land near Indore, Madhya Pradesh, has received the required Environmental Clearances and the construction has started in full swing. The plant is scheduled to be commissioned by 2025. The Company has also established state of art industrial scale demo plant which is operational along with the testing facilities and is engaging with potential global customers for material qualification. Innovation Hub was formed foreseeing the evolution in advanced materials and is dedicated to the development of futuristic carbon and graphite materials like Graphene and Hard Carbon for diverse industrial applications, including Lithium-ion batteries, Sodium-ion batteries, and Fuel cells.

IV. Disclosures

The remuneration package proposed to be given to Shri Ankur Khaitan, MD & CEO) are as per the details given in the Resolution and explanatory statement. There is no severance fee or stock option for Shri Ankur Khaitan

Annexure - II

Details of Directors pursuant to the provisions of (i) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is as under:

Name of Director	Shri Ankur Khaitan
Category of Directorship	MD and CEO
DIN	09201058
Date of Birth	18.12.1983
Age	41
Date of first Appointment on the Board	26.12.2022
Qualification Experience	Graduation from Delhi University in B.Com (Hons). Shri Ankur Khaitan has done his post-graduation in Business Analytics and Business Intelligence form University of Texas at Austin and pursue MBA from Annamalai University and MA economics from Chhatrapati Shahuji Maharaj University and he is also 6 sigma black belt.
No. of other Directorships in Public Limited Companies	Replus Engitech Private Limited
Number of Board Meetings attended during the year	6/7
Chairman/Member of the Committees of the Board of Directors of the other Companies. #	
Audit Committee	N-A
Stake Holder Relationship Committee	N-A
Chairman/Member of the Committees of the Board of Directors of the Companies. #	
Audit Committee	Nil
Stake Holder Relationship Committee	Nil
Details of remuneration sought to be paid and the remuneration last drawn *	Refer Notes to Account
Relationship with Other Directors, Manager and Key Managerial Personnel	No relationship with other Director, Manager and Key Managerial Personnel.
No of Equity Shares held in the Company	One (as a Nominee of HEG Limited)

Terms and conditions of appointment or re-appointment

Managing Director & CEO – Not Liable to retire by rotation

Audit Committee and Stakeholders Relationship Committee have been considered.

*Detail of remuneration of Shri Ankur Khaitan Managing Director and CEO is mentioned in Resolution 1.
Directors other than Shri Ankur Khaitan is only entitled for Sitting Fees.

TACC LIMITED
CIN: U31909MP2022PLC064004

Regd. Off: C/O HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
Phone: 91-120-4390300 E-mail: tacc@lnjbhilwara.com

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]

Name of the member(s):
Registered address:
Email Id:
Folio No:

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

1. Name:.....Address:.....
.....EmailId:.....
.....Signature.....
....., or failing him / her

2. Name:.....Address:.....
.....E-mail Id:.....Signature.....
....., or failing him / her

3. Name:.....Address:.....
.....EmailId:.....
.....Signature.....
....., or failing him/ her,

as my proxy to attend and vote (on a poll) for me and on my behalf at the Extra Ordinary General Meeting of the Company, to be held on Thursday, 12th September, 2024 at 5:00 P.M at the Registered Office of the Company at, Bhilwara Towers-1, A-12, Sector -1, Noida 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	(*Optional)	
		For	Against
1	APPROVAL FOR REVISION IN REMUNERATION OF SHRI ANKUR KHAITAN (DIN: 09201058), MANAGING DIRECTOR & CEO OF THE COMPANY		

TACC LIMITED
CIN: U31909MP2022PLC064004

Regd. Off: C/o HEG Limited, Mandideep, Dist Raisen, Near Bhopal Mandideep MP 462046
Phone: 91-120-4390300 E-mail: tacc@lnjbhilwara.com
ATTENDANCE SLIP

Folio No/ DPID-Client ID..... No. of Shares held

.....

Full name of shareholder

.....

Full name of Proxy / Representative

.....

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Thursday, 12th September, 2024 at 5:00 P.M. at the Bhilwara Towers-1, A-12, Sector -1, Noida 201301.

Signature of the shareholder / proxy / representative*

.....

Note: Please fill in this attendance slip and hand over at the entrance of the Meeting hall.
** Strike out whichever is not applicable.*

.....

Signed this.....day of.....2024.

.....

.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

NOTE:

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. *For the Resolutions and Notes, please refer to the Notice of the Extra Ordinary General Meeting.*
3. **It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*

