

# D. A. KAMAT & Co

Practicing Company Secretaries

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To,

**Mr. Sanjay Dutt (DIN: 05251670)**

**Chairman appointed for the Meeting of the Unsecured Creditors**

**Tata Realty and Infrastructure Limited [CIN: U70102MH2007PLC168300]**

E Block, Voltas Compound,

T B Kadam Marg, Chinchpokli,

Mumbai 400033

Dear Sir,

**Ref: Meeting of the Unsecured Creditors of Tata Realty and Infrastructure Limited ("the Company"), convened as per the directions of the National Company Law Tribunal ("NCLT"), Mumbai Bench vide its Order dated 12<sup>th</sup> March, 2020 and 2<sup>nd</sup> November, 2020 (collectively known as "Order")**

**Subject: Report of the Scrutinizer on the voting conducted by show of hands at the NCLT convened meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture holders) ("Collectively referred to as Unsecured Creditors") of the Company, held on Monday, 26<sup>th</sup> July, 2021 at 12 Noon (IST) through Video Conferencing or Other Audio-Visual Means ("VC or OAVM")**

- (1) I, D. A. Kamat, Partner of M/s. D. A. Kamat & Co., Company Secretaries have been appointed by National Company Law Tribunal ("NCLT"), Mumbai Bench, vide its Order dated 12<sup>th</sup> March, 2020 and 2<sup>nd</sup> November, 2020 (collectively known as "Order"), for Company Application No. C.A. (C.A.A.) No. 702/MB/2019 as Scrutinizer for the Meeting of the Unsecured Creditors of Tata Realty and Infrastructure Limited. The said appointment was for the purpose of scrutinizing the voting process conducted during the meeting, in a fair and transparent manner, of the Unsecured Creditors of Tata Realty and Infrastructure Limited convened by the above Order and held on Monday, 26<sup>th</sup> July, 2021 at 12 Noon ("Meeting") through Video Conferencing or Other Audio Visual Means ("VC or OAVM"), pursuant to the provisions of the Companies Act, 2013 ("Act") read with applicable rules made thereunder on the below mentioned resolution seeking approval of the Unsecured Creditors to the Scheme of Amalgamation of MIA Infrastructure Private Limited and Wellkept Facility Management Services Private Limited and Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited ("Transferor Companies") with Tata Realty and Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").
- (2) The Notice dated June 21, 2021 along with the Scheme, Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 ("Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended) and other annexures ("Notice") as confirmed by the Company was sent to the Unsecured Creditors in respect of the below mentioned resolution proposed at the Meeting by permitted modes of delivery as per order.
- (3) The prescribed particulars with regard to the meeting were duly advertised on 23<sup>rd</sup> June, 2021, in English Language in Free Press Journal and in Marathi Language in Navshakti.
- (4) Mr. Sanjay Dutt (DIN: 05251670), who was appointed as the Chairman of the meeting by the Hon'ble NCLT, Mumbai Bench in their Order, presided over the meeting.
- (5) Due to the current state of restriction on physical meetings due to COVID-19 pandemic, and pursuant to the Hon'ble NCLT, Mumbai Bench Order, the meeting was conducted through Video-Conferencing mode using the Microsoft Teams software.



- (6) Notices were issued to the Unsecured Creditors of the Company, whose names appeared in the Register of Members as on 28<sup>th</sup> February, 2021.
- (7) The Chairman put the following resolution, for voting by show of hands to the members present at the meeting:

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (“the Act”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Act, read with National Company Law Tribunal Rules, 2016, Circulars, Notifications, Clarifications, issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable and subject to the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal (“NCLT”), Mumbai Bench and New Delhi Bench and such other approvals, permissions and sanctions of regulatory or Governmental and other authorities or Tribunal, as may be necessary, and subject to such conditions and modification(s) as may be prescribed or imposed by the Mumbai Bench and New Delhi Bench of the NCLT, or by any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed amended Scheme of Amalgamation of MIA Infrastructure Private Limited and Wellkept Facility Management Services Private Limited and Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited with Tata Realty and Infrastructure Limited and their respective shareholders and creditors, placed before this meeting and initialed by the Chairperson of the meeting for the purpose of identification, be and is hereby approved with or without modification and for conditions, if any, which may be required and/or imposed and/or permitted by the Mumbai Bench and New Delhi Bench of the National Company Law Tribunal while sanctioning the Scheme and/or by any Governmental authority.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or constitute or delegate) to exercise its powers, including the powers conferred under above resolutions, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolutions or to carry out such modifications / directions as may be ordered by the Mumbai Bench and New Delhi Bench of the National Company Law Tribunal to implement the aforesaid resolution.”

- (8) The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules framed thereunder relating to voting conducted during the Meeting on the resolution contained in the Notice.
- (9) My responsibility as a Scrutinizer for the voting process (conducted by show of hands) is restricted to scrutinize the voting conducted through show of hands in a fair and transparent manner and to prepare a Scrutinizer’s Report of the votes cast in Favour or Against the resolution stated in the Notice, based on the voting conducted by show of hands electronically at the meeting. The Company has followed the procedure laid out in General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as “MCA Circulars”), for conduct of the voting at the meeting.



- (10) I now submit my report on the details of the voting undertaken by show of hands at the NCLT Convened Meeting as under in respect of the said Resolution:

(i) **Votes Cast in Favour of the Resolution:**

No. of Unsecured Creditors Attended and Voted at the Meeting	Total Value of the Votes Cast*	Total Value of the Votes Cast in Favour of the Resolution*	% of the Value of the Total Votes cast
7	Rs. 2095,05,21,158	Rs. 2095,05,21,158	100%

(ii) **Votes Cast Against the Resolution**

No. of Unsecured Creditors Attended and voted at the Meeting	Total Value of the Votes Cast*	Total Value of the Votes Cast Against the Resolution*	% of the Value of the Total Votes cast
7	Rs. 2095,05,21,158	-	-

\*The voting rights of Unsecured Creditors (including Unsecured Non-Convertible Debenture holders) is in proportion to their outstanding amount as per the books of accounts as on cut-off date.

- (iii) **Invalid Votes:** No Votes were declared Invalid by the Chairman at the meeting.

Based on the above results, the resolution is approved by the Unsecured Creditors attending and voting at the meeting.

- (11) All registers, relevant records and other incidental documents related to the Meeting were handed over to the Chairman of the meeting for safe keeping.

Thank You,

  
D A Kamat  
Scrutinizer for the Meeting  
D A Kamat & Co  
Company Secretaries  
Partner  
FCS 3843  
CP 4965  
Date: 26<sup>th</sup> July, 2021  
Place: Mumbai  
UDIN: F003843C000688252

Countersigned by:



Sanjay Dutt (DIN: 05251670),  
Chairman appointed for the Meeting of the Unsecured Creditors  
Place: Mumbai  
Date: 26<sup>th</sup> July, 2021