



## **NOTICE**

Notice is hereby given that the 25<sup>th</sup> Extra-Ordinary General Meeting of the Members of Tata Realty and Infrastructure Limited will be held on Friday, June 16, 2023 at 11.00 a.m. (IST) at shorter notice through Video Conferencing / Other Audio Visual Means to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. To approve re-appointment of Mr. Sanjay Dutt as Managing Director & Chief Executive Officer of the Company:**

To consider and, if thought fit, to pass the following resolution with or without modification as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members, be and is hereby accorded to the re-appointment of Mr. Sanjay Dutt (DIN: 05251670) as a Managing Director and Chief Executive Officer of the Company for the period of five years with effect from April 1, 2023 to March 31, 2028.

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members, be and is hereby accorded to the following remuneration payable to Mr. Sanjay Dutt as a Managing Director and Chief Executive Officer of the Company for the period of first three years i.e. April 1, 2023 to March 31, 2026, in the event of inadequacy of profits in any Financial Year with liberty to the Directors of the Company to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors of the Company (hereinafter referred to as

### **TATA REALTY AND INFRASTRUCTURE LIMITED**

CIN: U70102MH2007PLC168300

E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033 India.

Tel. 91 22 6661 4444 Fax: 91 22 6661 4452 email id – [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in)

Website: [www.tatarealty.in](http://www.tatarealty.in)



“the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and Mr. Sanjay Dutt:

1. Basic Salary in the range of Rs. 12,00,000/- per month to Rs. 20,00,000/- per month with annual increments, which would be effective from April 1 every year, as may be decided by the Board, based on merit and taking into account the Company's performance, within the said maximum amount;
2. Performance Bonus, if any, as approved by the Board, based on the certain performance criteria; and
3. Other benefits, perquisites and other allowances as per the rules of the Company from time to time (not exceeding 200% of Annual Basic Salary).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

## 2. **Appointment of Mr. Sudip Mullick as an Independent Director:**

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

**RESOLVED THAT** Mr. Sudip Mullick (DIN: 06942241), who was appointed as an Additional Director of the Company with effect from March 29, 2023, by the Board of Directors and as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), who holds the office till the next general meeting or three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 ("the Act") from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Listing Regulations as amended from time to time, the appointment of Mr. Sudip Mullick (DIN: 06942241), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from March 29, 2023 upto March 28, 2026, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**3. Appointment of Mr. Ankur Dalwani as Director, liable to retire by rotation:**

To consider and, if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and the Memorandum of Association and Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 (“Act”) and the relevant Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Ankur Dalwani (DIN: 10091697) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 29, 2023 and as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds the office till the next general meeting or three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a member under Section 160(1) Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board  
**For Tata Realty and Infrastructure Limited**

**Rashmi Jain**  
**Company Secretary**  
(ICSI Membership No.: A18978)

**Place:** Mumbai

**Date:** June 08, 2023

**Registered Office:**

E Block, Voltas Premises, T. B. Kadam Marg,  
Chinchpokli, Mumbai – 400033, Maharashtra

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**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Extra Ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No.39/2020 dated December 31, 2020, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 3/2022 dated May 05, 2022, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder" (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through VC / OAVM on Friday, June 16, 2023 at 11.00 a.m. (IST). The deemed venue for the 25th EGM will be the registered office of the Company E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai - 400033.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to attend the EGM through their authorised representative, are required to send a scanned copy (PDF/JPG format) of a certified copy of its Board or governing body Resolution / Authorization to the Company, authorising them to attend and vote through VC/OAVM on their behalf at the EGM.
5. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 1, 2 and 3 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No.1, 2 and 3 of the Notice is annexed hereto.

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7. The Company shall provide the required link to attend the 25th EGM of the Company at their registered email address / at the email address of the authorized representative, as the case may be, before the meeting, which would facilitate the Members/Authorized Representatives, as the case may be, to attend the EGM via VC or OAVM. In case, any Members/Authorized Representatives, as the case may be, need any assistance with using the technology, can contact the Company at following email id: [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) or call during the business hours at 022 6661 4444.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by clicking on the invitation link which has been provided separately while circulation of notice.
9. In compliance with the aforesaid MCA Circulars Notice of the EGM along with the supporting documents, if any, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at [www.kfintech.com](http://www.kfintech.com) in case the shares are held in physical form, quoting their folio no.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at [www.kfintech.com](http://www.kfintech.com).
12. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents (RTA) to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
14. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) the conclusion of the Meeting. The Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no./DP ID and Client ID), to the date of the EGM by email at [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in).

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15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act and relevant documents referred to in the Notice and Explanatory Statement will be available electronically for inspection by the members during the EGM. Members who wish to inspect the same can send an email to [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) up to the conclusion of the Meeting.
16. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote at the following designated Email ID – [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in).
17. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

By order of the Board  
**For Tata Realty and Infrastructure Limited**

**Rashmi Jain**  
**Company Secretary**  
(ICSI Membership No.: A18978)

**Place:** Mumbai

**Date:** June 08, 2023

**Registered Office:**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 ("the Act"):**

The following statement sets out all material facts relating to item mentioned in the accompanying Notice:

### **Item No. 1:**

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors, at its Meeting held on February 10, 2023, re-appointed Mr. Sanjay Dutt (DIN: 05251670), as Managing Director and Chief Executive Officer ("MD & CEO") of the Company, for a period of five years with effect from April 1, 2023, subject to the approval of the Members. Further, as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, Mr. Dutt will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier. As per the Articles of Association of the Company, being a Managing Director, Mr. Dutt is not liable to retire by rotation.

### **Brief profile of Mr. Dutt**

From becoming an entrepreneur at the age of 21 to his current appointment as MD & CEO of Tata Realty & Infrastructure Limited ("TRIL") and Tata Housing Development Company Limited ("THDC"), Mr. Sanjay Dutt has over 30 years of experience in the Real Estate Development and Consulting space.

At TRIL and THDC, he oversees 37 million sq. ft. of Residential and Commercial Development and management across 13 cities and 21 projects in India, Sri Lanka & Maldives, which comprises sectors in Commercial, Retail, Hospitality and Residential (Luxury/Premier, Affordable, Second Home & Mixed-Use Township). He is also involved in the management of the infrastructure projects, which includes 3 rope ways, 4 roadways & a Metro project in Pune.

Mr. Dutt had spent 23 years with top 3 Global Real Estate Consulting companies. He was MD of South Asia at Cushman & Wakefield (2001-2008 and 2012-2016), where he was responsible for setting up new businesses and mentoring leaders for successful turnaround strategies, growth and profitability. He implemented the successful merger and integration for DTZ & C&W. He headed as CEO Business with JLL (2008-2012) CBRE, India (1996-2001) included setting up of businesses in Mumbai and Pune.

Mr. Dutt holds a Post-Graduate degree in Marketing & HR from the International Management Institute.

In compliance with provision of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the reappointment of Mr. Dutt as specified above for a period of five years are now being placed before the Members for their approval.

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Further, pursuant to applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), in the event of loss or inadequacy of profits in any financial year, the Company is permitted to pay to the Managerial personnel, the remuneration only up to the ceiling limits as specified in Schedule V to the Act. Any remuneration paid/to be paid to the Managerial personnel in excess of the prescribed limits shall be subject to the Members' approval by way of a special resolution and such resolution shall be valid for a period not exceeding three years.

The performance of the Indian real estate market across various segments is worth noticing. There has been sustained absorption activity witnessed in the office segment during the financial year 2023, and despite current macroeconomic uncertainty, sound market fundamentals are likely to ensure swift recovery in the financial year 2024. The need for productive interactions with relevant co-workers could cause occupiers to revisit workplace design standards, and the intense focus on return to office planning and hybrid working is likely to lead to the growing significance of workplace strategies in corporate agenda. The Company has been making necessary efforts to improve its performance, pick up on construction linked Project Management Consultancy and has been aggressively pursuing and implementing its strategies and has taken steps for cost reduction. The Company is also actively pursuing new investment opportunities which will help in positive results in the coming years. Under the leadership of Mr. Dutt, the Company has achieved the desired results over the past five years. The Board is of the view that his continued association with the Company as Managing Director & CEO of the Company, would be in the best interest of the Company.

Mr. Dutt, in addition to his role as Managing Director & CEO of the Company, would also oversee the operations of THDC, a fellow subsidiary of the Company and also of such other company as the Board may direct.

During the financial year ended March 31, 2023, the Company recorded a Loss before Tax of Rs.(149.14) Crore and Loss after Tax of Rs.(146.17) Crore. The Economy is still recovering from its historic lows in 2020, the financial performance of the Company is down streamed for the FY 2022–23 resulting in inadequate profits under Section 198 of the Act, for payment of managerial remuneration.

The NRC and subsequently, the Board of Directors have, respectively accorded their approvals to the payment of remuneration as proposed in the Item No. 1 of the Notice and in the interest of the Company and have recommended for approval of the aforesaid resolutions.

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**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT:**

I. GENERAL INFORMATION:

- (1) Nature of Industry – **Development of Real Estate and Infrastructure**
- (2) Date or expected date of commencement of commercial operation – The Company was incorporated on March 2, 2007 and commencement of business certificate was granted on March 22, 2007. The Company had since commenced its business.
- (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:

<b>Particular</b>	<b>(Rs. in Crore)</b>	
	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Turnover and other income	208.49	410.31
Net Profit/(loss) after tax as per P&L Account	(146.17)	(5.24)
Excess of expenditure over income in so far as such excess has not been deducted.	-	-
Profit/(Loss) as computed under Section 198 of the Act	(149.67)	(163.55)

- (5) Foreign investments or collaborators, if any – Nil

**II. A) INFORMATION ABOUT MR. SANJAY DUTT, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER:**

- (1) Background details
  - (i) Name : Mr. Sanjay Dutt
  - (ii) Designation : Managing Director and Chief Executive Officer
  - (iii) Father's name : Mr. Bhupinder Dutt
  - (iv) Nationality : Indian
  - (v) Date of birth : June 16, 1966
  - (vi) Qualification : Mr. Dutt holds a Post-Graduate Degree in Marketing and HR from the International Management Institute.
  - (vii) Experience : More than 30 years

Mr. Dutt has experience in Real Estate sector with various reputed International Real Estate Developers and property consultants. He brings with him extensive experience in real estate strategic planning, development, re-development, leasing, new acquisitions and asset management business across geographies of India.

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- (2) Past remuneration: Remuneration drawn in the Company for financial year 2022-23 was ~Rs.9.00 Crore. Out of the said remuneration up to 60% of remuneration was reimbursed by THDC.
- (3) Recognition or awards: Mr. Dutt is privileged to be part of below stated associations:
- Chairman – South Asia Board, RICS
  - Chairman – APREA Advocacy Committee, Asia
  - Executive Committee Member – ULI
  - Member – GRI Governing Council
  - President Elect – NAREDCO Maharashtra
  - Member – Assocham – Ease of Doing Business
  - Member of World Regional Board - RICS

As the current Chair of the South Asia RICS Board, he provides market insights and directions to the team and has been actively involved in promoting professional and engagement activities.

He served as Chairman of FICCI Real Estate Committee for last 4 years. In his previous role, he was the CEO India Operations & Private Funds with The CapitaLand, a multinational Alternative Asset Management Company focusing on real estate, infrastructure and private equity.

- (4) Job profile and his suitability:

- a) Job profile: Mr. Dutt as Managing Director (MD) & Chief Executive Officer (CEO) of the Company, would contribute significantly in the progress of the Company. As a MD & CEO, he is in-charge of the management of the Company's affairs. He gives directions to ensure that business plans of the Company are met. He would monitor the progress of the Company.

Further, as per the instructions of the Board of Directors, he is also overseeing the operations of THDC, an associate Company. A part of his remuneration will be recovered from THDC.

- b) His suitability: Considering the qualifications and experience, Mr. Dutt is suitable for this profile.

- (5) Remuneration proposed: Basic Salary in the range of Rs. 12,00,000/- per month to Rs. 20,00,000/- per month with annual increments, which would be effective from April 1 every year plus other benefits, perquisites and other allowance as applicable, as per the rules of the Company and as specified in the resolution.

- (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 w.r.t. the country of his origin): The remuneration of Mr. Dutt was commensurate with the remuneration packages paid to similar senior level appointees in other companies. The proposed benefits are being paid considering the significant contribution which would be made by Mr. Dutt during his tenure.

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- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. Dutt does not have any other pecuniary relationship with the Company and its managerial personnel.

### III. OTHER INFORMATION:

- (1) Reasons of loss or inadequate profits:
- Less than anticipated construction activities directly impacting the revenue / income; and general slowdown in Real Estate Sector in India.
- (2) Steps taken or proposed to be taken for improvement:
- Continuous efforts are being made to explore newer opportunities to increase the income level; and
  - Control over operating expenditures.
- (3) Expected increase in productivity and profits in measurable terms:
- In view of what is stated above, it is not possible to quantify the probable increase in productivity/ profits; and
  - In the coming years, the above referred steps are expected to control cost and improve profitability, which are currently not quantifiable in measurable terms.

Further Mr. Sanjay Dutt, MD & CEO of the Company has also been appointed as the MD & CEO of the THDC, an associate Company. The Board of Directors and Nomination and Remuneration Committee of the Company has agreed that a part of his remuneration will be recovered from THDC.

In compliance with provision of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Act, read with Regulation 17(1C) of the Listing Regulations, Mr. Dutt will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier. In view of above, the terms of re appointment and remuneration specified above are now being placed before the Members for their approval. The Directors recommend the special resolution as set out in Item No. 1 of the accompanying notice.

Mr. Sanjay Dutt is interested and concerned in the resolution mentioned in item No.1 in the Notice. Other than Mr. Sanjay Dutt and/or his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or personally interested in the said Resolution.

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## **ITEM NO. 2:**

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the appointment of Mr. Sudip Mullick (DIN: 06942241), as Additional and Independent Director, subject to the approval of Members w.e.f. March 29, 2023, pursuant to provisions of Section 149 of the Act, read with Rules framed thereunder and as per Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, 2015, Mr. Mullick will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier.

Accordingly, the Company has received consent and eligibility letter from Mr. Mullick as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder read along with Regulation 16 and 25(8) of Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Mr. Mullick, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16 and 25(8) of Listing Regulations and are independent of the management. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

### **Brief profile of Mr. Mullick:**

Mr. Mullick is a Partner in Khaitan & Co. in the Real Estate and Construction Practice Group in the Mumbai office. His expertise amongst others lies in real estate matters, construction contracts and disputes arising out of construction contracts and in matters relating to the hospitality industry. Mr. Mullick has often appeared before various courts and in arbitration proceedings for developers, contractors, corporate and institutional clients on disputes pertaining to real estate, construction contracts and other commercial contracts. Mr. Mullick is an independent director on the Board of Neosym Industry Limited and Tata Realty and Infrastructure Limited. Mr. Mullick in the past has been an independent Non-Executive Director on the Board of the Emaar MGF Land Limited (now Emaar India). By qualification, he had done the graduation in commerce stream and LL.B. from Calcutta University.

Given his experience, the Board (upon the recommendation of NRC), considers it desirable and in the interest of the Company to appoint Mr. Mullick on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director as proposed in the Resolution no.2 for approval by the Members as a Special Resolution.

Except Mr. Mullick and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.tatarealty.in/investor-info> and are available for inspection.

## **TATA REALTY AND INFRASTRUCTURE LIMITED**

CIN: U70102MH2007PLC168300

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### **ITEM NO. 3:**

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the appointment of Mr. Ankur Dalwani (DIN: 10091697), as Additional Director, subject to the approval of Members w.e.f. March 29, 2023, pursuant to the applicable provisions of the Act, read with Rules framed thereunder and as per Regulation 16 of Listing Regulations, as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, Mr. Dalwani will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier.

Accordingly, the Company has received consent letter from Mr. Dalwani as required under applicable provisions of the Act and the Rules framed thereunder read along with Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, appointment of Mr. Dalwani would be beneficial to the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

#### **Brief profile of Mr. Dalwani:**

Mr. Dalwani is Senior Vice President, Group CFO Office at Tata Sons Private Limited. Mr. Dalwani has more than 25 years of experience in Corporate Finance & Strategy, Investment Banking & M&A and Lending roles across sectors including the real estate sector. He has worked at leading investment banks - DSP Merrill Lynch, IDFC Securities & Jefferies India advising clients on several marquee transactions. Prior to joining the Tata Group, he was Business Head for Real Estate Lending at L&T Finance where he successfully grew the loan book in a difficult macro environment. By qualification, he is MBA (Finance) from S.P. Jain Institute of Management & Research, Mumbai and Bachelor in Engineering from National Institute of Technology, Rourkela.

Given his experience, the Board (on the recommendation of NRC) considers it desirable and in the interest of the Company to have Mr. Dalwani on the Board of the Company and accordingly the Board recommends his appointment as a director as proposed in the Resolution no. 3 for approval by the Members as an Ordinary Resolution.

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Except Mr. Dalwani or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

By order of the Board  
**For Tata Realty and Infrastructure Limited**

**Rashmi Jain**  
**Company Secretary**  
(ICSI Membership No.: A18978)

**Place:** Mumbai

**Date:** June 08, 2023

**Registered Office:**

E Block, Voltas Premises, T. B. Kadam Marg,  
Chinchpokli, Mumbai – 400033, Maharashtra

**CIN:** U70102MH2007PLC168300

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**Information pursuant to the Secretarial Standards/Schedule V in respect of Appointment/ Re-appointment of Directors**

<b>Particulars</b>	<b>Mr. Sanjay Dutt</b>	<b>Mr. Sudip Mullick</b>	<b>Mr. Ankur Dalwani</b>
Age	56 years	56 years	49 years
Qualification	Post-Graduate in Marketing & HR from the International Management Institute	Graduation in commerce stream and LL.B. from Calcutta University	MBA (Finance) from S.P. Jain Institute of Management & Research, Mumbai and Bachelor in Engineering from National Institute of Technology, Rourkela.
Experience	Mr. Dutt has over 30 years of experience in the Real Estate sector.	Mr. Mullick specializes in Real Estate and Construction Practice His expertise amongst others lies in real estate matters, construction contracts and disputes arising out of construction contracts and in matters relating to the hospitality industry.	Mr. Dalwani has more than 25 years of experience in Corporate Finance & Strategy, Investment Banking & M&A and Lending roles across sectors including the real estate sector.
Terms of appointment	As detailed in Explanatory Statement	As detailed in Explanatory Statement	As per Companies Act 2013
Remuneration sought to be paid	The details of remuneration proposed to be paid to Mr. Dutt have been	No remuneration is proposed to be paid except sitting fees for attending the	No remuneration is proposed to be paid except sitting fees for attending the

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	provided in the resolution read along with Explanatory Statement.	meetings of the Board and / or committees, if any, within the limits prescribed by the Companies Act, 2013	meetings of the Board and / or committees, if any, within the limits prescribed by the Companies Act, 2013
Remuneration last drawn	As detailed in Explanatory Statement	Not Applicable	Not Applicable
Date of first appointment	April 1, 2018	March 29, 2023	March 29, 2023
Shareholding in the Company	NIL	NIL	NIL
Relationship with KMP/Director	Mr. Dutt is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Mullick is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Dalwani is not a relative of any Director or key managerial personnel(s) of the Company.
No. of Board meeting attended during FY 22-23	6 out of 7	NA	NA
Other Directorship, membership/ chairmanship of committees of the other Boards	<p><b><u>Director</u></b></p> <p>(i) Tata Housing Development Company Limited (THDC)</p> <p>(ii) Tata Value Homes Limited</p> <p>(iii) TRIL Infopark Limited (TIL),</p> <p>(iv) Promont Hilltop Private Limited,</p> <p>(v) Smart Value Homes (Peenya</p>	<p><b><u>Director</u></b></p> <p>(i) Tata Housing Development Company Limited</p> <p>(ii) Neosym Industry Limited</p> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p>	<p><b><u>Director</u></b></p> <p>(i) Tata Housing Development Company Limited</p> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p>None</p>

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	<p>Project) Private Limited, (vi) Infopark Properties Limited (IPL)</p> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p><u>Chairman:</u> (i) Risk Management Committee of THDC (ii) Corporate Social Responsibility Committee of TIL</p> <p><u>Member:</u> (i) Audit Committee and Stakeholders Relationship Committee of THDC (ii) Stakeholders Relationship Committee of IPL</p>	<p><u>Member:</u> (i) Audit Committee, and Risk Management Committee of THDC (ii) Audit Committee, and Remuneration &amp; Compensation Committee of Neosym Industry Limited</p>	
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By order of the Board  
**For Tata Realty and Infrastructure Limited**

**Rashmi Jain**  
**Company Secretary**  
(ICSI Membership No.: A18978)

**Place:** Mumbai

**Date:** June 08, 2023

**Registered Office:**

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