



NOTICE

Notice is hereby given that the 24th Extra-Ordinary General Meeting of the Members of Tata Realty and Infrastructure Limited will be held on Wednesday, June 15, 2022 at 10:45 a.m. (IST) at shorter notice through Video Conferencing / Other Audio Visual Means to transact the following business:

Special Business:

1. To approve Issuance of Non-Convertible Debentures on Private Placement Basis:

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

"RESOLVED THAT in supersession of Resolution passed at the Annual General Meeting of the Members held on July 21, 2021 and pursuant to the provisions of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014, both as amended from time to time, and subject to all other applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Securities and Exchange Board of India ('SEBI'), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended if applicable and the enabling provisions of the listing agreements entered / to be entered into with the Stock Exchanges where the securities of the Company be listed (the 'Stock Exchanges'), and subject to the applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Reserve Bank of India ('RBI'), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority as may be required (the 'Appropriate Authority') and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members from time to time under Section 180(1)(c) of the Act, consent of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, invite for subscription, issue and allot from time to time, whether secured or unsecured, rated redeemable, cumulative/non-cumulative, listed/unlisted Non-Convertible Debentures/Bonds (hereinafter collectively referred as NCDs) up to an amount of Rs.6,000 Crore (Rupees Six Thousand Crore only) on private placement basis to

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 Website: www.tatarealty.in



eligible entities, bodies corporate, companies, banks, financial institutions and any other categories of investors (eligible investors) permitted to invest in the NCDs under applicable laws, in one or more series/tranches, during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board or any Committee authorized by the Board or any person(s) authorized by the Board, may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized, on behalf of the Company, to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, offer period, interest rate, premium/discount, listing (in India or overseas) and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in respect of the borrowings aforesaid and to execute all documents and writing as may be necessary, proper, desirable or expedient."

2. To consider appointment of Mr. Prabhakar Panda as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the "Companies Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. Prabhakar Panda (DIN: 02860918), who was appointed as an Additional and Independent Director by the Board of Directors with effect from October 08, 2021 and is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from October 08, 2021 till October 07, 2024.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution".



3. To consider appointment of Mrs. Sandhya Kudtarkar as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the "Companies Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mrs. Sandhya Kudtarkar (DIN: 00021947), who was appointed as an Independent Director by the Board of Directors with effect from March 22, 2022 and is eligible for the appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from March 22, 2022 till March 21, 2025.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution".

CIN: U70102MH2007PLC168300

Place: Mumbai

Date: June 14, 2022

Registered Office: E Block, Voltas

Premises, T B Kadam Marg,

Chinchpokli, Mumbai - 400033

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

Rashmi Jain

Company Secretary
(ICSI Membership No.: A18978)



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 Wednesday, June 15, 2022 at 10:45 a.m. (IST). The deemed venue for the 24th 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 through their authorised representative, to attend the EGM are required to send a scanned copy (PDF/JPG format) 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.
7. The Company shall provide the required link to attend the 24th 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 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 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.
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 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.
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act will be available electronically for inspection by the members during the EGM. Members who wish to inspect the same can send an email to sudhakarshetty@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.



17. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

CIN: U70102MH2007PLC168300

Place: Mumbai

Date: June 14, 2022

Registered Office: E Block, Voltas

Premises, T B Kadam Marg,

Chinchpokli, Mumbai - 400033

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

Rashmi Jain

Company Secretary
(ICSI Membership No.: A18978)



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement set out all material facts to the business mentioned under following Item of the accompanying Notice.

Item No. 1:

To meet the funding requirements of the Company, the Company has from time to time issued NCDs, in one or more series / tranches on private placement basis in accordance with the provisions of the Act.

In order to augment long term resources for financing, *inter alia*, refinancing of the existing debt, ongoing working capital requirement and for general corporate purposes, the Company may require further offering or inviting or subscription, from time to time, in one or more tranches and/or series, whether secured or unsecured, cumulative or non-cumulative, listed or unlisted, redeemable non-convertible debentures including but not limited to bonds and/or other debt securities, denominated in Indian rupees ('NCDs') on private placement basis. The pricing for any instrument which may be issued by the Company on the basis of the Resolution set out at the Notice will be done by the Board (which term includes a duly constituted Committee of the Board of Directors) in accordance with applicable laws including the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and other Regulations, as may be applicable.

The provisions of Sections 23, 42 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'PAS Rules'), provide that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. The third proviso to Rule 14(1) of the PAS Rules provides that in case of an offer or invitation to subscribe to NCDs on private placement basis, the Company can obtain prior approval by means of a Special Resolution once a year for all offers or invitations for such NCDs during the year. Further, fourth proviso to Rule 14(1) of PAS Rules provides that in case of offer or invitation of any securities to qualified institutional buyers, it shall be sufficient if the company passes a previous special resolution only in a year for all the allotments to such buyers during the year.

In terms of the provisions of Rule 14(1) of the PAS rules, disclosures pertaining to NCDs are as follows:

a) Particulars of the offer including the date of passing of the Board Resolution:

Board resolution passed on April 17, 2019, for the issuance of NCDs on a private placement basis up to limit of up to Rs. 6,000 Crore.



- b) Kinds of Securities offered and the price at which security is being offered:**
Non-Convertible Debentures at such price as may be determined by the Board from time to time.
- c) Basis of justification for the price (including premium, if any) at which the offer or invitation is being made:**
As may be determined by the Board from time to time.
- d) Name and address of valuer who performed valuation:**
Not Applicable
- e) Amount which the company intends to raise by way of such securities:**
Up to Rs. 6,000 Crore.
- f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:**
As may be determined by the Board, from time to time

The Shareholders had approved the issuance of NCDs amounting to Rs.6,000 Crore vide its resolution passed at the Annual General Meeting held on July 21, 2021. The said approval will expire on July 20, 2022. For better operational convenience, it is proposed to seek approval of members prior to expiry of present timeline. The Board at its meeting held on April 17, 2019, subject to the approval of members of the Company, had approved the issuance of NCDs on a private placement basis, amounting to Rs. 6,000 Crore. This was within the overall borrowing limit of Rs. 6,000 Crore, pursuant to the provisions of Section 180(1)(c) of the Act.

The Company has already availed Rs. 4,359 Crore out of such limit as May 31, 2022. The current borrowing structure of the Company is mentioned in the table below:

Borrowings as on May 31, 2022:

(Figures in Rs. Crore)

Overall Borrowing Limit: 6,000	
Particulars	Short Term and Long Term Borrowing
Limit	6,000
Utilized	4,359
Balance	1,641

The approval of the Members is being sought for issue of NCDs up to an amount of Rs.6,000 Crore by way of a Special Resolution in compliance with the applicable provisions of the Act read with the Rules made thereunder, from time to time, in the manner as set in this Notice.



The Directors recommend the Resolution of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors or Key Managerial personnel(s) of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

Item No. 2:

The Board of Director of the Company has, approved the appointment of Mr. Prabhakar Panda (DIN: 02860918), as an Additional Director in the category of Independent Director, subject to the approval of Members w.e.f. October 08, 2021, pursuant to provisions of Section 149 and 161 of the Companies Act, 2013 (the Act) read with Rules framed thereunder and as per Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Company has received consent and eligibility letter from Mr. Panda 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Panda, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Regulation 16 and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management. Notice under Section 160 of the Act has been received from the Member proposing his appointment as Director of the Company.

The brief profile of Mr. Panda in terms of Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto:

Age	63 years
Qualification	M.A in political science, passed with first class from Utkal University
Experience	24 years of service/experience in the field of project appraisal, financial management and business development, administration, and rapport with top government authorities, business tycoons and Bankers. He worked as an officer in several district headquarters of Odisha.
Terms and Conditions of Re-Appointment	As per the Companies Act, 2013
Remuneration (Proposed)	NIL
Remuneration (Drawn)	NIL



Date of First Appointment	October 08, 2021
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the Financial Year 2021-22	Four
Other Directorships	1) Uniservices Solutions Everywhere Private Limited 2) Edelweiss Real Assets Managers Limited
Chairman/Membership in other committees of the Board	NA

A copy of the Letter of Appointment for Independent Director and such other documents are available for inspection through electronic mode.

The Board recommends the Special resolution in relation to appointment of Mr. Panda as an Independent Director for period of 3 (three) consecutive years with effect from October 08, 2021 for the approval by the Members of the Company.

None of the directors and/or key managerial personnel their relatives except Mr. Prabhakar Panda, are concerned or interested, financially or otherwise, in the above Resolution.

ITEM NO. 3:

The Board of Director of the Company has, approved the appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947), as Director in the category of Independent Director, subject to the approval of Members w.e.f. March 22, 2022, pursuant to provisions of Section 149 of the Companies Act, 2013 (the Act) read with Rules framed thereunder and as per Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Company has received consent and eligibility letter from Mrs. Sandhya Kudtarkar 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.



In the opinion of the Board of Directors, Mrs. Sandhya Kudtarkar, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and Regulation 16 and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

The brief profile of Mrs. Sandhya Kudtarkar in terms of Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto:

Age	63 years
Qualification	She is a Qualified Chartered Accountant from ICAI & Qualified Company Secretary from ICSI.
Experience	She has worked with the Tata Group since March 1982. Having held various positions in the Secretarial function with Tata Steel, she was the Company Secretary of Tata Steel from June 1994 till October 2001 when she moved to the Group Legal Department. She retired from Tata Services Ltd from the position of Sr. Vice President - Legal Services in April 2018.
Terms and Conditions of Re-Appointment	As per the Companies Act, 2013
Remuneration (Proposed)	NIL
Remuneration (Drawn)	NIL
Date of First Appointment	March 22, 2022
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the Financial Year 2021-22	One
Other Directorships	<ol style="list-style-type: none"> 1) TS Investments Limited 2) Tata International Limited 3) Universal Mep Projects & Engineering Services Limited 4) Panatone Finvest Limited 5) Indian Rotorcraft Limited 6) Fiora Business Support Services Limited 7) Nahar Retail Trading Services Limited 8) Tata International West Asia DMCC 9) Tata Housing Development Company Limited
Chairman/Membership in other committees* of the Board	<ol style="list-style-type: none"> 1. Member of Corporate Social Responsibility Committee - TS Investments Limited; 2. Member of Audit Committee & Nomination and remuneration Committee - Panatone Finvest Limited



	<ol style="list-style-type: none">3. Member of Audit Committee & Nomination and remuneration Committee - Indian Rotorcraft Limited4. Member of Audit Committee, Risk Management Committee & Corporate Social Responsibility Committee - Tata International Limited5. Chairperson of Audit Committee & Stakeholder Relationship Committee and Member of Nomination and Remuneration Committee & Risk Management Committee - Tata Housing Development Company Limited
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A copy of the Letter of Appointment for Independent Director and such other documents are available for inspection through electronic mode.

The Board recommends the Special resolution in relation to appointment of Mrs. Sandhya Kudtarkar as an Independent Director for period of 3 (three) consecutive years with effect from March 22, 2022 for the approval by the Members of the Company.

None of the directors and/or key managerial personnel their relatives except Mrs. Sandhya Kudtarkar, are concerned or interested, financially or otherwise, in the above Resolution.

CIN: U70102MH2007PLC168300

Place: Mumbai

Date: June 14, 2022

Registered Office: E Block, Voltas
Premises, T B Kadam Marg, Chinchpokli,
Mumbai - 400033

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


Rashmi Jain

Company Secretary
(ICSI Membership No.: A18978)