



January 16, 2025

To
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Ref.: Scrip Code: 975013/ 975011/975636/975734

Sub:- Intimation under Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we hereby inform that 27th Extra-ordinary General Meeting ("EGM") of Tata Realty and Infrastructure Limited is scheduled to be held on Friday, January 17, 2025, via Video Conferencing or Other Audio Visual Means, at a shorter notice, inter alia, to transact matters as mentioned in the attached Notice of the EGM, which is also being sent through electronic mode to the Members.

We request you to take the above on your record.

Thanking you,

For **Tata Realty and Infrastructure Limited**

Rashmi Jain
Company Secretary and Compliance Officer
(ICSI Membership No.: A18978)

TATA REALTY AND INFRASTRUCTURE LTD.

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 Website www.tatarealty.in

CIN U70102MH2007PLC168300



NOTICE

Notice is hereby given that the 27th Extra-Ordinary General Meeting of the Members of Tata Realty and Infrastructure Limited will be held on Friday, January 17, 2025 at 12.00 noon (IST) at shorter notice through Video Conferencing / Other Audio Visual Means to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL FOR SALE/TRANSFER/ DISPOSAL / DIVESTMENT OF STAKE HELD IN TRIL BENGALURU REAL ESTATE FIVE LIMITED AND TRIL BENGALURU REAL ESTATE SIX LIMITED, WHOLLY OWNED SUBSIDIARIES OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to the extent applicable to the Company any other applicable rules, regulations, guidelines and other provisions of law, enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to all necessary approvals, consents, permissions and sanctions, from the concerned authorities / bodies including lenders and other persons holding encumbrance / charge, and subject to such terms and conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company, and based on the recommendation of the Audit Committee of the Board of Directors of the Company, pursuant to their resolutions dated January 9, 2025, consent of the Members of the Company be and is hereby accorded to the Board to sell, transfer, assign, deliver or otherwise dispose off (in any manner whatsoever), from time to time, in one or more tranches, 100% of the investment / stake held in TRIL Bengaluru Real Estate Five Limited and TRIL Bengaluru Real Estate Six Limited, wholly owned subsidiaries of the Company (“the Undertaking”), in the manner as the

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Board may deem fit in the interest of the Company, to Tata Consultancy Services Limited ("TCS"), a related party, for a consideration not less than Rs. 1,625 Crores (Rupees One Thousand Six Hundred and Twenty Five Crores Only), on an arm's length basis and in the ordinary course of business, in such manner and at such time and on such terms and conditions, as the Board may in its absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, Share Purchase Agreement / Share Transfer Agreement / Share Transfer Forms / Deeds of Assignment / Conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors / Chief Financial Officer of the Company with power to delegate to any Officers of the Company with authorities as required."

By order of the Board
For Tata Realty and Infrastructure Limited

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

Place: Mumbai

Date: January 16, 2025

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 annual general meeting (AGM) 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, General Circular No. 2/2022 dated May 05, 2022, and General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, in relation to "Clarification on holding of Annual General Meeting and EGM through video conferencing or other audio visual means and 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 ("the Act") and MCA Circulars, the Extra ordinary General Meeting of the Company is being held through VC / OAVM on Friday, January 17, 2025 at 12 noon. The deemed venue for the EGM will be the registered office of the Company i.e. 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 in Item No. 1 of the accompanying Notice, are 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 of the Notice is annexed hereto.
7. The Company shall provide the required link to attend the 27th 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

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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 physical form are requested to submit the filled in form to the Company at the registered office or to the Registrar in physical mode, after restoring normalcy or in electronic mode at www.kfintech.com, as per instructions mentioned in the form. 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, 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 up to the conclusion of the Meeting.

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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.

By order of the Board
For Tata Realty and Infrastructure Limited

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

Place: Mumbai

Date: January 16, 2025

Registered Office:

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

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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:

Members of the Tata Realty and Infrastructure Limited (the "Company") are requested to note that Section 180(1)(a) of the Companies Act, 2013 ("the Act") mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the company by way of a special resolution. Explanation (i) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Act is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Act states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In view of the above and upon recommendation of the Audit Committee, the Board of Directors of the Company, at its Meeting held on January 9, 2025, had resolved, subject to approval by the Members and other requisite approvals, to sell / transfer / dispose of / divest its 100% investment/ stake held in TRIL Bengaluru Real Estate Five Limited and TRIL Bengaluru Real Estate Six Limited, Wholly Owned Subsidiaries of the Company ("Undertaking") to Tata Consultancy Services Limited ("TCS"), a related party to the Company, by virtue of being a fellow subsidiary of Tata Sons Private Limited, for a consideration not less than Rs. 1,625 Crores (Rupees One Thousand Six Hundred and Twenty Five Crores Only) ("the Transaction"). The investment for the purpose of this Transaction, shall mean to include the investment by Company in the Undertakings in the form of equity shares and optionally convertible debentures or such other securities as defined under the Act. The sale proceeds will be used for business operations including for capital expenditure, working capital requirements and for repayment of debts resulting in better growth perspective of the Company.

The management of the Company confirms that said proposed sale of 100% investment /stake in TRIL Bengaluru Real Estate Five Limited and TRIL Bengaluru Real Estate Six Limited to TCS, is in ordinary course of business and at arm's length basis. The Company has obtained a valuation for the above Transaction confirming the fair value of the Transaction and arms' length pricing. The proposed Transaction will be undertaken by the Company in one or more tranches, as per the terms and conditions of the agreement entered into between the Company, TCS and Undertaking.

The Company falls under the category of High-Value Debt (HVD) Listed Entity under SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. Therefore, pursuant to Regulation 15(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") the provisions of Regulations 16-27 of the Listing Regulations, became applicable to the Company, with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2025 and on

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a mandatory basis thereafter. In terms of Regulation 23(4) of the Listing Regulations all material RPTs shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. The proviso to Regulation 23(1) of the Listing Regulations states that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. One Thousand Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

In this connection, it is submitted that the Company is a wholly owned subsidiary of Tata Sons Private Limited. Accordingly, Tata Sons Private Limited is a related party of the Company and being the sole shareholder of the Company, the requirement of only unrelated shareholders voting to approve material RPTs cannot be met. Hence, owing to the impossibility of complying with this voting requirement, the shareholders' approval is not being sought for material RPTs. In terms of Regulation 23(2) of the Listing Regulations, the Audit Committee of the Board of Directors of the Company has approved the said proposed sale of 100% investment /stake in TRIL Bengaluru Real Estate Five Limited and TRIL Bengaluru Real Estate Six Limited to TCS, a related party.

Basis the consideration and approval of the Audit Committee, the Board recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice for approval by shareholders of the Company in terms of Section 180(i)(a) of the Act.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are interested or concerned in the said Resolution except to the extent of their respective shareholding, if any, in the Company.

By order of the Board
For Tata Realty and Infrastructure Limited

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

Place: Mumbai

Date: January 16, 2025

Registered Office:

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