TATA

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Tata Realty and Infrastructure Limited will be held on Wednesday, July 21, 2021 at 05:00 p.m. at shorter notice through Video Conferencing / Other Audio Visual Means to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:

a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon; and

b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.

2. To re-appoint Mr. Rajiv Sabharwal (DIN: 00057333) as a Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To consider appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947) as Non-Executive (Woman) Director:

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

"RESOLVED THAT, Mrs. Sandhya Kudtarkar, DIN: 00021947, who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 24, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and is eligible for appointment as Non-Executive (Woman) Director, and in respect of whom the Board has proposed her candidature and received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Non- Executive (Woman) Director of the Company, liable to retire by rotation."

4. To approve payment of remuneration to Mr. Sanjay Dutt, Managing Director and Chief Executive Officer of the Company:

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

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"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the members be and is hereby accorded for payment of remuneration to Mr. Sanjay Dutt (DIN: 05251670), Managing Director & Chief Executive Officer of the Company for a period of two years with effect from April 1, 2021 to March 31, 2023, in the event of loss or 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 and Mr. Dutt:

a. 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 (the term Board shall include the Nomination and Remuneration Committee of the Board, if any), based on merit and taking into account the Company's performance, within the said maximum amount;

b. Performance Bonus, if any, as approved by the Board, based on certain performance criteria; and

c. 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 of Directors or a Committee thereof 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 and to sign and execute deeds, applications, documents and writings that may be required, 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."

5. 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 September 29, 2020 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 Debt Securities) Regulations, 2008, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Issue of Capital

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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 for making offer(s) or invitations to subscribe to 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 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, 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."

6. Ratification of Cost Auditor's Remuneration:

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

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"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration up to Rs. 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No: 00294), who are appointed by Board as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year 2021-22."

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

TATA REALTY AND INFRASTRUCTURE LIMITED. Mumbai

Sudhakar Shetty
Company Secretary
(ICSI Membership No.: A13200)

CIN: U70102MH2007PLC168300
Place: Mumbai
Date: July 14, 2021
Registered Office: E Block, Voltas Premises,
T B Kadam Marg, Chinchpokli, Mumbai - 400033

NOTES:

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 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. 20/2020 dated May 5, 2020 and General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") 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 AGM of the Company is being held through VC / OAVM on Wednesday, July 21, 2021 at 05:00 p.m. (IST). The deemed venue for the 14th AGM 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 AGM 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 AGM 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 AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**

3. The attendance of the Members attending the AGM 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 AGM 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 AGM.

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. 3 to 6 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.3 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director, for seeking appointment/re-appointment.

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7. The Company shall provide the required link to attend the 14th AGM 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 AGM 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: sudhakarshetty@tatarealty.in or call during the business hours at 022 6661 4444.

8. The Members can join the AGM 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 AGM along with the Annual Report for the financial year 2020-21, 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 in case the shares are held in physical form, quoting your folio no.

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. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

14. 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").

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15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to sudhakarshetty@tatarealty.in the conclusion of the Meeting. The Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no./DP ID and Client ID), at least 3 days prior to the date of the AGM by email at sudhakarshetty@tatarealty.in.

16. 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 AGM. Members who wish to inspect the same can send an email to sudhakarshetty@tatarealty.in up to the conclusion of the Meeting.

17. 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 AGM, members are requested to convey their vote at the following designated Email ID – sudhakarshetty@tatarealty.in.

18. Since the AGM 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**

TATA REALTY AND INFRASTRUCTURE LIMITED Mumbai

Sudhakar Shetty
Company Secretary
(ICSI Membership No.: A13200)

CIN: U70102MH2007PLC168300
Place: Mumbai
Date: July 14, 2021
Registered Office: E Block, Voltas Premises,
T B Kadam Marg, Chinchpokli, Mumbai - 400033

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 Items of the accompanying Notice.

Item No. 2:

The brief profile of Mr. Rajiv Sabharwal (DIN: 00057333) in terms of Secretarial Standard- 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure A.

Item No. 3:

The Board of Directors of the Company on June 24, 2021 has appointed Mrs. Sandhya Kudtarkar (DIN: 00021947) as an Additional Director, subject to the approval of shareholders, w.e.f. June 24, 2021 to hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice from a member under section 160 of the Act, proposing appointment of Mrs. Sandhya Kudtarkar as Non-Executive (Woman) Director, liable to retire by rotation pursuant to the provisions of Article of Association of the Company.

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 provided in Annexure A.

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

Other than Mrs. Sandhya Kudtarkar, 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. 4:

The Board of Directors, at its Meeting held on February 23, 2018, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Sanjay Dutt (DIN: 05251670), as an Additional Director of the Company with effect from April 1, 2018. The Board, at the same Meeting, also appointed him as Managing Director and Chief Executive Officer ("MD & CEO") of the Company effective the same date, for a period of five years, subject to the approval of the Members. Accordingly, at the 11th AGM of the Company held on September 21, 2018, had approved the appointment of Mr. Dutt as Managing Director and Chief Executive Officer of the Company for a period of 5 years commencing from April 01, 2018 to March 31, 2023.

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However, pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Act read together with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, though, the appointment of Mr. Dutt was approved for 5 years but in view of loss or inadequacy of profits, the maximum permissible approval for payment of remuneration which was sought was for 3 years i.e. from April 01, 2018 to March 31, 2021.

Further, pursuant to provisions of Sections 197, 198, read with Schedule V and all other applicable provisions of the Act, 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.

During the financial year ended March 31, 2021, the Company recorded a Loss before Tax of Rs.9,068 Lakh and Loss after Tax of Rs. 9,636.34 Lakh. Owing to the above factors, the financial performance of the Company for the FY 2020-21 has resulted in inadequate profits under Section 198 of the Act, for payment of managerial remuneration.

In view of the above, based on the recommendation of the NRC, the Board of Directors at its Meeting held on March 19, 2021, approved the payment of remuneration as proposed in the Item No. 4 of the Notice and confirmed the same is in the interest of the Company.

Accordingly, approval of Members is sought for the payment of remuneration to Mr. Sanjay Dutt (DIN: 05251670), Managing Director and Chief Executive Officer ("MD & CEO") of the Company for two financial years with effect from April 1, 2021 to March 31, 2023 with requisite disclosures in this regard.

Due to overall economic slowdown in the country, in the current Covid Pandemic, the Real Estate and Infrastructure development sector, is currently experiencing slow growth. The demand for residential, retail and developed commercial assets has not picked-up the required momentum. 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 positive results of these initiatives are expected in the coming years.

Mr. Dutt, in addition to his role as Managing Director & CEO of the Company, also oversee the operations of Tata Housing Development Company Limited, an Associate Company and of such other company as the Board may direct.

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

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(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:

(Rs. in Lakh)

Particular	FY 2018-19	FY 2019-20	FY 2020-21
Turnover and other income	27,247.24	32,550.62	29,250.49
Net Profit/(loss) after tax as per P&L Account	(18,626.77)	(22,584.76)	(9,636.34)
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	(23,013.40)	(26,905.11)	(17,179.24)

(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 Bhupender 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 27 years of experience in Real Estate sector with various reputed International Real Estate Developers and property consultants. Mr. Dutt brings with him extensive experience in real estate strategic planning, development, re-development, leasing, new acquisitions and asset management business across geographies of India.

(2) Past remuneration: For period of past three financial years i.e. from April 01, 2018 to March 31, 2021 is Rs.21,74,34,154/-*. The yearly bifurcation is as follows:

Particulars	Amount (in Rs.)*
FY 2018-19	7,80,68,896
FY 2019-20	7,17,63,736
FY 2020-21	6,76,01,522

**60% of abovementioned remuneration was recovered from Tata Housing Development Company Limited, an Associate Company.*

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(3) Recognition or awards: NIL

(4) Job profile and his suitability:

a) Job profile: Mr. Dutt as Managing Director (MD) & Chief Executive Officer (CEO) of the Company, contributed 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 monitors the progress of the Company.

Further, as per the instructions of the Board of Directors, he is also overseeing the operations of Tata Housing Development Company Limited (THDC), an Associate Company. Further, 60% of his remuneration would 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/- p.m. to Rs. 20,00,000/- p.m. plus performance bonus, other benefits, perquisites and other allowances as applicable, as per the rules of the Company and 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 made by Mr. Dutt during his tenure.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the other directors, 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:
- General slowdown in Real Estate Sector in India owing to COVID-19 pandemic.
- Slow-down in real estate industry have negative impact on sales of residential flats
- Due to COVID 19 pandemic construction activity at project level is slow down which has effect in lower Management fees income

(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
- Measures taken for Cost reduction towards operating expenditures.

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(3) Expected increase in productivity and profits in measurable terms:
- The management is evaluating various options not restricted to bulk sale
- In the coming years, various steps will be taken to control cost and improve profitability, which are currently not quantifiable in measurable terms.

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

The brief profile of Mr. Sanjay Dutt in terms of Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure A.

Other than Mr. Sanjay Dutt, 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. 5:

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 Debt Securities) Regulations, 2008 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.

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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 September 29, 2020. The said approval will expire on September 28, 2021. 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.

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The Company has already availed Rs. 3,095 Crore out of such limit as June 30, 2021. The current borrowing structure of the Company is mentioned in the table below:

Borrowings as on June 30, 2021:

(Figures in Rs. Crore)

Overall Borrowing Limit: 6,000	
Particulars	Short Term and Long Term Borrowing
Limit	6,000
Utilized	3,095
Balance	2,905

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. 6:

The Board of Directors of the Company, at its meeting held on June 17, 2021, approved the remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No: 00294), as Cost Auditors for auditing the cost records of the Company for the financial year 2021-22 at a remuneration not exceeding Rs.1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) plus applicable taxes and out-of-pocket expenses subject to the approval of shareholders.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the ratification for the remuneration payable to the Cost Auditors for the Financial Year 2021 – 22 by way of an Ordinary Resolution is being sought from the members as set out at Item No.6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval of the Members.

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None of the Directors and the key managerial personnel(s) or their relatives is deemed to be concerned or interested in the aforesaid resolution.

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

TATA REALTY AND INFRASTRUCTURE LIMITED Mumbai

Sudhakar Shetty
Company Secretary
(ICSI Membership No.: A13200)

CIN: U70102MH2007PLC168300
Place: Mumbai
Date: July 14, 2021
Registered Office: E Block, Voltas Premises,
T B Kadam Marg, Chinchpokli, Mumbai - 400033

Annexure A:

Information pursuant to the Secretarial Standards in respect of Appointment/ Re-appointment/ fixation of remuneration of Directors:

Particulars	**Mr. Rajiv Sabharwal (DIN: 00057333)**	**Mrs. Sandhya Kudtarkar (DIN: 00021947)**	**Mr. Sanjay Dutt (DIN: 05251670)**
Designation	Non-Executive Director	Additional Director	Managing Director and Chief Executive Officer
Age	55 years	63 years	54 years
Qualification	B. Tech from IIT Delhi and PGDM from IIM Lucknow	She is a Qualified Chartered Accountant from ICAI & Qualified Company Secretary from ICSI.	Specified in Item No. 4 of the Notice
Experience	Mr. Rajiv Sabharwal is the Managing Director & CEO of Tata Capital Limited. Mr. Sabharwal has over 28 years of experience in the banking and financial services industry. He was a Partner in True North Managers LLP, which was mainly involved in building and managing businesses with a primary focus in the financial service sector. He has served as an Executive Director on the Board of ICICI Bank where he was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion business and digital banking technology. He has also served as the Chairman of ICICI Home Finance Company Limited and was on the Board of ICICI Prudential Life Insurance	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.	Specified in Item No. 4 of the Notice

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	Company Limited. Mr. Sabharwal was also on the Investment Advisory Committee (Real Estate) of ICICI Prudential AMC. Mr. Sabharwal has been acknowledged for his contribution to the growth of the Retail Banking and Real Estate and Housing Finance market in India. He also served on a number of committees of RBI and Indian Banks Association. Mr. Sabharwal also had successful stints with True North Managers LLP, Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.		
Terms and Conditions of Re-Appointment	To be re-appointed as Director, liable to retire by rotation	To be appointed as a Director, liable to retire by rotation	Specified in Item No. 4 of the Notice
Remuneration (Proposed)	Sitting Fees as approved by the Board from time to time.	Sitting Fees as approved by the Board from time to time.	Specified in Item No. 4 of the Notice
Remuneration (Drawn)	Rs.1,80,000/- as sitting fees for attending the Board meetings during FY 2020-21.	NA	Specified in Item No. 4 of the Notice
Date of First Appointment	March 24, 2018	June 24, 2021	April 01, 2018
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors	None	None	None
Number of Meetings of the Board Attended during the year	9 out of 11	NA	11 out of 11

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Other Directorships/ Chairman/Membership in committees of the Board	**Directorship:** 1- Tata Cleantech Capital Limited; 2- Tata Capital Limited; 3- Tata Asset Management Limited; 4- Tata Capital Financial Services Limited; 5- Tata Securities Limited; 6- Tata Capital Housing Finance Limited; 7- Tata Capital Pte. Limited; 8- Tata Capital Advisors Pte. Ltd **Chairmanship/Membership of Committees of the Board:** 1- Tata Capital Financial Services Limited: i- Member of Nomination and Remuneration Committee ii- Member of Risk Management Committee iii- Member of Finance and Asset Liability Supervisory Committee iv- Member of Investment Credit Committee v- Member of Working Committee vi- Member of Corporate Social Responsibility Committee vii- Member of Information Technology Strategy Committee 2- Tata Capital Housing Finance Limited: i- Member of Nomination and Remuneration Committee ii- Member of Working Committee iii- Member of Risk Management Committee iv- Member of Asset Liability Committee	**Directorship:** 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- TRIL IT4 Private Limited; 10- Tata Value Homes Limited; **Chairmanship/Membership of Committees of the Board:** 1- TS Investments Limited: i- Member of Corporate Social Responsibility Committee 2- Panatone Finvest Limited: i- Member of Audit Committee ii- Member of Nomination and remuneration Committee 3- Indian Rotorcraft Limited: i- Member of Audit Committee ii- Member of Nomination and remuneration Committee 4- Tata International Limited: i- Member of Audit Committee ii- Member of Corporate Social Responsibility Committee iii- Member of Risk Management	**Directorship:** 1- Tata Housing Development Company Limited; 2- TRIL Infopark Limited; 3- TRIL Constructions Limited; 4- Promont Hilltop Private Limited; 5- Tata Value Homes Limited; 6- Smart Value Homes (Peenya Project)Private Limited; 7- Apex Realty Private Limited, Maldives; 8- World-One Development Company Pte. Ltd.; 9- World-One (Sri Lanka) Projects Pte. Ltd. **Chairmanship/Membership of Committees of the Board:** 1- Tata Housing Development Company Limited: i- Member of Securities Allotment Committee 2- Tata Value Homes Limited: i- Member of Audit Committee ii- Member of Nomination and remuneration Committee 3- TRIL Infopark Limited: i- Member of Corporate Social Responsibility Committee ii- Member of Audit Sub Committee iii- Member of Securities Allotment Committee

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	v- Member of Corporate Social Responsibility Committee vi- Member of Information Technology Strategy Committee vii- Chairman of Lending Committee viii- Chairman of Stakeholders Relationship Committee 3- Tata Cleantech Capital Limited: i- Chairman of Nomination and Remuneration Committee ii- Member of Audit Committee iii- Member of Risk Management Committee iv- Member of Finance and Asset Liability Supervisory Committee v- Member of Investment Credit Committee vi- Member of Information Technology Strategy Committee vii- Member of Working Committee viii- Member of Corporate Social Responsibility Committee 4- Tata Capital Limited: i- Member of Risk Management Committee ii- Member of Finance and Asset Liability Supervisory Committee iii- Member of Stakeholders Relationship Committee iv- Member of Corporate Social Responsibility Committee v- Member of Information Technology Strategy Committee	Committee 5- Universal MEP Projects & Engineering Services Limited: i- Member of Audit Committee 6- TRIL IT4 Private Limited: i- Chairperson of Audit Committee ii- Member of Nomination and remuneration Committee 7- Tata Value Homes Limited: i- Chairperson of Audit Committee ii- Member of Nomination and remuneration Committee	

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	5- Tata Asset Management Limited: i- Member of Audit Committee ii- Member of Nomination and Remuneration Committee iii- Member of Board Executive Committee		