

INFOPARK PROPERTIES LIMITED

(CIN: U70109TN2021PLC147646)

Hardy Tower, Ground Floor, Ramanujan Intellion Park, Rajiv Gandhi Salai (OMR), Taramani,
Chennai- 600113, Tamil Nadu. Website – www.tatarealty.in

Tel. 91 22 6661 4444 Fax: 91 22 6661 4452 email id: trilsec@tatarealty.in

June 03, 2024

The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Ref.: Scrip Code: 974013/ 974042

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

Dear Sir/Madam,

Pursuant to the provisions of the Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Extraordinary General Meeting (Sr.No.02/ 2024-25) ("EGM") of the Members of Infopark Properties Limited scheduled to be held on, June 03, 2024, at 4:45 p.m. at shorter notice through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") *inter alia*, to consider and approve fund raising by way of issuance of listed non-convertible securities.

We request you to take the same on record.

For **Infopark Properties Limited**

Arushi Singhal
Company Secretary
(ICSI Membership No.: A54516)

Encl. as above

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NOTICE is hereby given that the Extra-Ordinary General Meeting (Sr.No.02/ 2024-25) of the members of Infopark Properties Limited ("**Company**") will be held on Monday, June 03, 2024, at 4:45 p.m. (IST) via Video Conferencing (VC) or Other Audio - Visual Means (OAVM), to transact the following business at shorter notice:

SPECIAL BUSINESS:

1. To consider and approve the Borrowing limits 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)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and the Articles of Association of the Company and all other provisions of applicable law, the consent of the Members of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include person(s) authorized and/ or any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this resolution) to borrow any sum or sum of monies from time to time from any one or more of the Company's bankers and/or from any one or more other persons, companies, firms, bodies corporate or financial institutions, banks, Non-Banking Finance Companies, whether by way of Cash Credit, advances or deposits, loans or bill discounting, issue of debentures or otherwise and whether unsecured or secured by way of mortgage, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock in trade, (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies to be borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that the total amount up to which the monies borrowed by the Board of Directors and outstanding at any time shall not exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being or Rs.7,700 Crore (Rupees Seven Thousand Seven Hundred Crore only), whichever is higher, exclusive of interest.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its

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absolute discretion deem fit, necessary proper desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

2. To consider and approve Creation of Charges on the assets 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 "Companies Act") (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and the Articles of Association of the Company and all other provisions of applicable law, the consent of the Members of the Company be and is hereby granted to the Board of Directors of the Company to create mortgage, charge and/or hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with granting the power to take over the management of the Company in certain events, to or in favour of financial institutions, non-banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies") or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding Rs.7,700 Crore (Rupees Seven Thousand Seven Hundred Crore only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the borrowings of the Company as the Board may deem necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution."

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3. To consider and 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 Extraordinary General Meeting of the Members held on June 03, 2022 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) ('Act') 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, 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/unrated, redeemable, cumulative/non-cumulative, listed/unlisted Non-Convertible Debentures/Bonds (hereinafter collectively referred as NCDs) up to an amount of Rs.7,700 Crore (Rupees Seven Thousand Seven Hundred 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

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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."

4. To consider and approve for issuance of Optionally Convertible Debentures (OCD's) on Preferential basis through Private Placement:

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

RESOLVED THAT pursuant to (i) the provisions of Sections 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) (the "Act"); and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time; (ii) Securities Subscription and Purchase Agreement dated April 08, 2022 entered amongst the Company, TRIL Infopark Limited, Tata Realty and Infrastructure Limited and CPP Investment Board Private Holdings (4) Inc. ("CPPIB") ("SSPA") and as amended from time to time; and (iii) the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Ministry of Corporate Affairs and/or any other regulatory authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**"), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches (within a period of 1 (One) year) upto 17,85,00,000 (Seventeen Crore Eighty Five Lakh) Series I, Unsecured, Unlisted, Transferable, Rupee-Denominated, Optionally Redeemable Convertible Debentures of face value of Rs. 10/- (Rupees Ten only) each, for cash, at par, aggregating upto Rs. 1,78,50,00,000 (Rupees One Hundred and Seventy Eight Crore and Fifty Lakh Only) ("**OCDs**"), in dematerialized form, on preferential basis through private placement to the below mentioned proposed allottee(s), on such terms and conditions with respect to the OCDs

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as agreed between the Company and the proposed allottee(s) and as set out in the private placement offer-cum-application letter to be issued on this behalf and to issue such number of equity shares as may be required to be issued upon conversion of the OCDs allotted:

Name of security holder	Category	Address
Tata Realty and Infrastructure Limited	Body Corporate (Promoter – Holding Company)	E Block, Voltas Compound, T B Kadam Marg, Chinchpokli, Mumbai 400033

RESOLVED FURTHER THAT the OCDs so allotted shall be governed by the terms and conditions set out herein below and in accordance with the provisions of the Act and other applicable laws and regulations:

Heads of Term	Terms
Issuer	Infopark Properties Limited
Shareholders Agreement	Amended and restated shareholders agreement dated June 24, 2022 executed amongst CPP Investment Board Private Holdings (4) Inc., Tata Realty and Infrastructure Limited, Infopark Properties Limited, and TRIL IT4 Private Limited and as amended from time to time.
Nature	Unsecured, Unlisted, Transferable, Rupee-Denominated, Optionally Redeemable Convertible Debentures (" OCDs Series I " or " OCDs ").
Subscriber	Tata Realty and Infrastructure Limited (" TRIL ")
Total No. of OCDs	17,85,00,000
Face Value	INR 10 each
CCDs Series I	Compulsory Convertible Debentures issued by the Issuer to CPP Investment Board Private Holdings (4) INC (" Investor ") simultaneous with the issuance of OCDs Series I to TRIL.
Tenure / Maturity Date	9 years 6 months from the date of issuance or such extended term with the prior approval of TRIL, the Investor and the Issuer and in compliance with applicable law.
Voting Rights	The OCDs are not eligible for any voting rights in the Issuer in any circumstances.
Security	Unsecured.
Seniority	The OCDs Series I shall rank subordinate to any fund based or non-fund based facilities availed by the Issuer from any bank or financial institution by whatsoever name /instrument called.

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Heads of Term	Terms
Purpose of the Issue	The proceeds of the Issue shall be used towards debt servicing, capital expenditure, general corporate purposes or any other purpose as may be mutually agreed between the Issuer, TRIL and the Investor.
Coupon	<p>(a) Subject to applicable laws, 0.01% per annum on the face value of the OCDs on a non-accrual basis for the first 5 years from the date of allotment of the OCDs.</p> <p>(b) After the expiry of 5 years from the date of allotment of OCDs, subject to applicable laws, 10% per annum on the face value of the OCDs or such other rate of interest which is determined by Board (with the prior written consent of the Investor and TRIL) which is in accordance with the transfer pricing benchmarking study undertaken by the Issuer. The interest rate for OCD Series I and the CCD Series shall at all times be identical.</p> <p>(c) The interest shall be computed on the face value of the OCDs.</p> <p>(d) There will no interest accrual for a period of 5 years from the date of allotment of OCDs. After expiry of 5 years from the date of allotment of OCDs, if there is any portion of the Distributable Cash Flows (as defined in the Shareholders Agreement) which is allocated by the Board (with the prior written consent of TRIL and the Investor) towards interest on the OCDs and the CCDs Series I, then interest shall be accrued, due and payable on the OCDs and the CCDs Series I pro-rata and in proportion of the respective CCDs Series I and OCDs.</p>
Interest Payment	<p>Subject to the prior written approval of the Investor, the interest shall be payable only from Distributable Cash Flows (as defined in the Shareholders Agreement) which is allocated by the Board towards payment of interest on the CCDs Series I and the OCDs and subject to necessary approvals (including Investor Reserved Matter Approval) under with the Shareholders Agreement and the articles of association of the Company. The Board shall have the discretion to prioritize interest accrual and payment for any other securities (excluding CCDs Series I) over the payment of interest for OCD Series I.</p> <p>If accrued, due and payable, interest shall be paid on July 31 of every financial year (each a "Interest Payment Date") after deduction of applicable tax deductions or such other date as may be determined by the Board with the prior written consent of TRIL and the Investor.</p> <p>Interest will be payable to the holders of the OCDs simultaneous to the payment of interest to the holders of the CCDs Series I.</p>

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Heads of Term	Terms
	<p>Any interest payment shall always be paid pro-rata and in proportion of the respective outstanding interest amounts for CCDs Series I and OCDs Series I.</p> <p>Any interest payment shall be subject to approval of external lenders of the Issuer, if so required.</p> <p>Interest accrued, due and unpaid, if any would be paid before conversion of the OCDs subject to simultaneous payment of accrued, due and unpaid interest on the CCDs Series I.</p> <p>Payment of interest would be subject to deduction / withholding of tax as per applicable laws.</p>
Rights and Status	<p>OCDs Series I shall at all times rank <i>pari passu</i>, without any preference or priority amongst themselves. OCDs Series I shall also rank <i>pari passu</i> with the CCDs Series I.</p> <p>The ordinary equity shares allotted on conversion of the OCDs Series I shall be subject to the same rights and restrictions as are applicable to the existing ordinary equity shares, other than the Special Equity Shares (as defined under the Shareholders Agreement), under the Shareholders Agreement and the articles of association of the Issuer and shall rank <i>pari passu</i> to the ordinary equity shares allotted to the Investor upon the conversion of CCDs Series I.</p> <p>The Company covenants that: (i) all equity shares issuable upon the conversion of any OCDs will upon issuance and delivery be duly and validly issued, fully paid and free from all Encumbrances with respect to the issuances thereof and that all pre-emptive rights of Shareholders with respect to the issuances thereof, if any, will have been duly waived; (ii) it will take all such actions necessary to provide for the issuance of the equity shares upon conversion of any OCDs in accordance with the terms and provisions of the restated articles of association.</p>
Conversion terms	All the OCDs shall be mandatorily convertible on Maturity Date, if not redeemed or extended prior to the Maturity Date.

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Heads of Term	Terms
	<p>With the prior written consent of the Investor and TRIL, at any time prior to the expiry of the Maturity Date, the holder of the OCDs shall have the option to convert all the OCDs as per the Conversion Ratio.</p> <p>The conversion of the OCDs and allotment of equity shares shall at all times be in compliance the Shareholders Agreement and the articles of association of the Company.</p> <p>The conversion of the OCDs shall at all times be simultaneous with the CCDs Series I, unless otherwise approved in writing by TRIL, the Investor and the Issuer.</p>
Conversion Ratio	<p>20 OCDs shall convert into 1 ordinary equity share.</p> <p>Fractional equity shares arising because of conversion of the OCDs shall be rounded off to the nearest integer.</p>
Conversion Mechanism	<p>Subject to prior written consent of the Investor, the holder of the OCDs may issue a written notice ("Conversion Notice") to the Issuer to convert all the OCDs into equity shares as per the Conversion Ratio at any time prior to expiry of the Maturity Period.</p> <p>Upon receipt of the Conversion Notice or upon expiry of the Maturity Period, the Issuer shall, subject to necessary approvals under the Shareholders Agreement and the articles of association, take all such steps as may be necessary to convert all the OCDs into equity shares at the Conversion Ratio and allot it to the holders of the OCDs within 30 (thirty) Business Days for the receipt of the Conversion Notice or expiry of the Maturity Period (as applicable). Notwithstanding the aforesaid, conversion of the OCDs shall at all times be simultaneous with the conversion of the CCDs Series I, unless otherwise approved in writing by TRIL, the Investor and the Issuer.</p>
Redemption	<p>Subject to prior written consent of the Investor, the Issuer shall, upon receipt of subject to necessary approvals under the Shareholders Agreement and the articles of association have option to redeem the OCDs in the manner as follows:</p>

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Heads of Term	Terms
	The Issuer shall redeem the OCDs at the fair value (as determined by independent valuation obtained by the Issuer), which shall be paid out by the Issuer simultaneously with the redemption and cancellation of the OCDs. Provided that Redemption shall be subject to consent of external lenders to the Issuer if so required.
Transfer	The OCDs shall be transferable in compliance with the provisions of the Shareholders Agreement and the articles of association of the Issuer and the transfer restrictions contained in the Shareholders Agreement and the articles of association will be applicable to the OCDs.
Variation of terms	Any variation to the rights or terms of OCDs shall be with prior written consent of TRIL and the Investor and shall at all times be subject to compliance with applicable laws.
Interpretation	Capitalised terms used in these terms but not defined herein will have the meaning ascribed to them in the Shareholders Agreement.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issuing the private placement offer-cum-application letter to the proposed allottee, execution and filing of forms and documents in relation to the proposed issuance with the jurisdictional Registrar of Companies, filing the necessary forms, execution of various deeds, documents, writings, and agreements, and also to amend, alter, modify, vary etc. terms and conditions of the OCDs from time to time in the best interest of the Company subject to mutual agreement between the Company and the proposed allottee(s) and to settle all questions, difficulties or doubts that may arise in regard to the said resolution and to perform all acts, deeds and things, execute documents and make all filings as necessary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

5. To consider and approve for issuance of Compulsorily Convertible Debentures on Preferential basis through Private Placement:

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 (i) the provisions of Sections 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) (the "Act"); and in terms of applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time; (ii) Securities Subscription and Purchase Agreement dated April 08, 2022 entered amongst the Company, TRIL Infopark Limited, Tata Realty and Infrastructure Limited and CPP Investment Board Private Holdings (4) Inc. ("CPPIB") ("SSPA") and as amended from time to time; and (ii) the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by the Ministry of Corporate Affairs and/or any other regulatory authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "**Board**"), the consent of the members of the Company be and is hereby accorded to the Board create, issue, offer and allot, in one or more tranches (within a period of 1 (One) year) upto 17,15,00,000 (Seventeen Crore Fifteen Lakh) Series I, Unsecured, Unlisted, Transferable, Rupee-Denominated, Compulsorily Convertible Debentures, of face value of Rs. 10/- (Rupees Ten only) each, for cash, at par, aggregating upto Rs. 1,71,50,00,000 (Rupees One Hundred and Seventy One Crore and Fifty Lakh Only) ("**CCDs**"), in one or more tranches, in dematerialized form, on preferential basis through private placement to the below mentioned proposed allottee(s), on such terms and conditions with respect to the CCDs as agreed between the Company and the proposed allottee(s) and as set out in the private placement offer-cum-application letter to be issued on this behalf and to issue such number of equity shares as may be required to be issued upon conversion of the CCDs allotted:

Name of security holder	Category	Address
CPP Investment Board Private Holdings (4) Inc	Non - Promoter	One Queen Street East, Suite 2500 Toronto, ON M5C 2W5 Canada

RESOLVED FURTHER THAT the CCDs so allotted shall be governed by the terms and conditions set out herein below and in accordance with the provisions of the Act and other applicable laws and regulations:

Heads of Term	Terms
Issuer	Infopark Properties Limited

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Heads of Term	Terms
Shareholders Agreement	Amended and restated shareholders agreement dated June 24, 2022 executed amongst CPP Investment Board Private Holdings (4) Inc., Tata Realty and Infrastructure Limited, Infopark Properties Limited, and TRIL IT4 Private Limited and as amended from time to time.
Nature	Unsecured, Unlisted, Transferable, Rupee-Denominated, Compulsorily and Mandatorily Convertible Debentures (" CCDs Series I " or " CCDs ").
Subscriber	CPP Investment Board Private Holdings (4) INC (" Investor ")
Total No. of CCDs	17,15,00,000
Face Value	INR 10 each
OCDs Series I	Optionally Convertible Debentures issued by the Issuer to Tata Realty and Infrastructure Limited (" TRIL ") simultaneous with the issuance of CCDs Series I to the Investor.
Tenure / Maturity Date	9 years 6 months from the date of issuance or such extended term with the prior approval of TRIL, the Investor and the Issuer and in compliance with applicable law.
Voting Rights	The CCDs are not eligible for any voting rights in the Issuer in any circumstances.
Security	Unsecured.
Seniority	The CCDs Series I shall rank subordinate to any fund based or non-fund based facilities availed by the Issuer from any bank or financial institution by whatsoever name /instrument called.
Purpose of the Issue	The proceeds of the Issue shall be used towards debt servicing, capital expenditure, general corporate purposes or any other purpose as may be mutually agreed between the Issuer, TRIL and the Investor.
Coupon	(e) Subject to applicable laws, 0.01% per annum on the face value of the CCDs on a non-accrual basis for the first 5 years from the date of allotment of the CCDs. (f) After the expiry of 5 years from the date of allotment of CCDs, subject to applicable laws, 10% per annum on the face value of the CCDs or such other rate of interest which is determined by Board (with the prior written consent of the Investor and TRIL) which is in accordance with the transfer pricing benchmarking study undertaken by the Issuer. The interest rate for CCD Series I and the OCD Series I shall at all times be identical. (g) The interest shall be computed on the face value of the CCDs. (h) There will no interest accrual for a period of 5 years from the date of allotment of CCDs. After expiry of 5 years from the date of allotment of

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Chennai- 600113, Tamil Nadu. Website – www.tatarealty.inTel. 91 22 6661 4444 Fax: 91 22 6661 4452 email id: trilsec@tatarealty.in

Heads of Term	Terms
	<p>CCDs, if there is any portion of the Distributable Cash Flows (as defined in the Shareholders Agreement) which is allocated by the Board (with the prior written consent of TRIL and the Investor) towards interest on the CCDs and the OCDs Series I, then interest shall be accrued, due and payable on the CCDs and the OCDs Series I pro-rata and in proportion of the respective OCDs Series I and CCDs.</p>
Interest Payment	<p>Subject to the prior written approval of TRIL, the interest shall be payable only from Distributable Cash Flows (as defined in the Shareholders Agreement) which is allocated by the Board towards payment of interest on the OCDs Series I and the CCDs and subject to necessary approvals (including Investor Reserved Matter Approval) under with the Shareholders Agreement and the articles of association of the Company. The Board shall have the discretion to prioritize interest accrual and payment for any other securities (excluding OCDs Series I) over the payment of interest for CCD Series I.</p> <p>If accrued, due and payable, interest shall be paid on July 31 of every financial year (each a "Interest Payment Date") after deduction of applicable tax deductions or such other date as may be determined by the Board with the prior written consent of TRIL and the Investor.</p> <p>Interest will be payable to the holders of the CCDs simultaneous to the payment of interest to the holders of the OCDs Series I.</p> <p>Any interest payment shall always be paid pro-rata and in proportion of the respective outstanding interest amounts for CCDs Series I and OCDs Series I.</p> <p>Any interest payment shall be subject to approval of external lenders of the Issuer, if so required.</p> <p>Interest accrued, due and unpaid, if any would be paid before conversion of the CCDs subject to simultaneous payment of accrued, due and unpaid interest on the OCDs Series I.</p> <p>Payment of interest would be subject to deduction / withholding of tax as per applicable laws.</p>

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Heads of Term	Terms
Rights and Status	<p>CCDs Series I shall at all times rank <i>pari passu</i>, without any preference or priority amongst themselves. CCDs Series I shall also rank <i>pari passu</i> with the OCDs Series I.</p> <p>The ordinary equity shares allotted on conversion of the CCDs Series I shall be subject to the same rights and restrictions as are applicable to the existing ordinary equity shares, other than the Special Equity Shares (as defined under the Shareholders Agreement), under the Shareholders Agreement and the articles of association of the Issuer and shall rank <i>pari passu</i> to the ordinary equity shares allotted to TRIL upon the conversion of OCDs Series I.</p> <p>The Company covenants that: (i) all equity shares issuable upon the conversion of any CCDs will upon issuance and delivery be duly and validly issued, fully paid and free from all Encumbrances with respect to the issuances thereof and that all pre-emptive rights of Shareholders with respect to the issuances thereof, if any, will have been duly waived; (ii) it will take all such actions necessary to provide for the issuance of the equity shares upon conversion of any CCDs in accordance with the terms and provisions of the restated articles of association.</p>
Conversion terms	<p>All the CCDs shall be fully and mandatorily convertible on the Maturity Date, unless the term is extended in writing with the prior written consent of TRIL, the Investor and the Issuer.</p> <p>With the prior written consent of the Investor and TRIL, at any time prior to the expiry of the Maturity Date, the holder of the CCDs shall have the option to convert all the CCDs as per the Conversion Ratio.</p> <p>The conversion of the CCDs and allotment of equity shares shall at all times be in compliance the Shareholders Agreement and the articles of association of the Company.</p> <p>The conversion of the CCDs shall at all times be simultaneous with the OCDs Series I, unless otherwise approved in writing by TRIL, the Investor and the Issuer.</p>
Conversion Ratio	20 CCDs shall convert into 1 ordinary equity share.

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Heads of Term	Terms
	Fractional equity shares arising because of conversion of the CCDs shall be rounded off to the nearest integer.
Conversion Mechanism	<p>Subject to prior written consent of the TRIL, the holder of the CCDs may issue a written notice ("Conversion Notice") to the Issuer to convert all the CCDs into equity shares as per the Conversion Ratio at any time prior to expiry of the Maturity Period.</p> <p>Upon receipt of the Conversion Notice or upon expiry of the Maturity Period, the Issuer shall, subject to necessary approvals under the Shareholders Agreement and the articles of association, take all such steps as may be necessary to convert all the CCDs into equity shares at the Conversion Ratio and allot it to the holders of the CCDs within 30 (thirty) Business Days for the receipt of the Conversion Notice or expiry of the Maturity Period (as applicable). Notwithstanding the aforesaid, conversion of the CCDs shall at all times be simultaneous with the conversion of the CCDs Series I, unless otherwise approved in writing by TRIL, the Investor and the Issuer.</p>
Transfer	The CCDs shall be transferable in compliance with the provisions of the Shareholders Agreement and the articles of association of the Issuer and the transfer restrictions contained in the Shareholders Agreement and the articles of association will be applicable to the CCDs.
Variation of terms	Any variation to the rights or terms of CCDs shall be with prior written consent of TRIL and the Investor and shall at all times be subject to compliance with applicable laws.
Interpretation	Capitalised terms used in these terms but not defined herein will have the meaning ascribed to them in the Shareholders Agreement.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issuing the private placement offer-cum-application letter to the proposed allottee, execution and filing of forms and documents in relation to the proposed issuance with the jurisdictional Registrar of Companies, filing the necessary forms, execution of various deeds, documents, writings, and agreements, and also to amend, alter, modify, vary etc. terms and conditions of the CCDs from time to time in the best interest of the Company subject to mutual agreement between the Company and the proposed allottee(s) and to settle all questions, difficulties or doubts that may arise in regard to the said resolution and to perform all acts, deeds and things, execute documents and make all filings as necessary to give effect to the aforesaid resolution.

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RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required."

By order of the Board

For **Infopark Properties Limited**


Arushi Singhal

Company Secretary
(ICSI Membership No.: A54516)

Date: June 03, 2024

Place: Mumbai

Registered Office:

Hardy Tower, Ground Floor, Ramanujan
Intellion Park, Rajiv Gandhi Salai (OMR),
Taramani, Chennai – 600113

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has *vide* its General Circular No. 14/ 2020 dated April 8, 2020 in relation to "Clarification on holding of General meeting through video conferencing (VC) or other audio visual means (OAVM)" read with the General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 3/2022 dated May 05, 2022, General Circular No.11/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023 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 Monday, June 03, 2024, at 4:45 p.m. (IST). The deemed venue for the Meeting will be "E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai- 400033" where majority of members reside.
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, ATTENDANCE SLIP AND ROUTE MAP OF EGM 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. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1 to 5 of the Notice is annexed hereto.

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6. The Company shall provide the required link to attend the 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.
7. 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 subject to conclusion of EGM, by clicking on the invitation link which has been provided separately while circulation of notice.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.

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13. 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 trilsec@tatarealty.in up to the conclusion of the Meeting.
14. 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
15. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

By order of the Board

For **Infopark Properties Limited**


Arushi Singhal

Company Secretary
(ICSI Membership No.: A54516)

Date: June 03, 2024

Place: Mumbai

Registered Office:

Hardy Tower, Ground Floor, Ramanujan
Intellion Park, Rajiv Gandhi Salai (OMR),
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following statement sets out all material facts relating to agenda mentioned in the accompanying notice:

Item No. 1 & 2:

The Members of the Company at their Extraordinary General Meeting (Sr. No. 01/ 2023-24) held on September 07, 2023 had pursuant to Section 180(1)(c) of the Companies Act, 2013 and the Rules made thereunder, had authorised the Company to borrow any sum or sum of monies from time to time from any one or more of the Company's bankers and/or from any one or more other persons, companies, firms, bodies corporate or financial institutions, banks, Non-Banking Finance Companies, such that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time shall not exceed the aggregate of the paid-up share capital and free reserves of the Company or Rs. 6000 Crore (Rupees Six Thousand Crore Only) whichever is higher, exclusive of interest.

Further, pursuant to Section 180(1)(a) of the Companies Act, 2013, the Members at the said Extraordinary General Meeting had also authorised to the Company to create mortgage, charge and/or hypothecation on the assets of the Company for said borrowings of upto Rs. 6000 Crore (Rupees Six Thousand Crore Only).

The Company had issued and allotted INR 1,900 Crores NCDs to Standard Chartered Bank (Mauritius) Limited (SCB) on June 27, 2022, for a period of 2 years which will be due for redemption on June 27, 2024.

The Company has created necessary cash reserve from the date of issuance of NCDs on monthly basis from its revenues to meet the redemption premium amount.

Further, the company proposes to re-finance the principal amount of INR 1900 crore by availing loans from or issue of securities to the Company's bankers and/or from any one or more other persons, companies, firms, bodies corporate or financial institutions, banks, Non-Banking Finance Companies.

The Company has as on March 31, 2024 has availed borrowings up to Rs. 5,300 Crores. (including INR 1,900 Crores NCDs).

Considering the refinancing of Rs.1900 crore bonds due in June 2024, requires raising the new debt in advance, it is proposed to increase the borrowing limits under section 180(1)(c) of the Companies Act, 2013, from Rs. 6,000 Crore to Rs. 7,700 Crore.

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Accordingly, approval of Members for the said borrowings and creation of mortgage or charge for the said borrowing is being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 respectively.

The Directors recommend the Resolution of the accompanying Notice in Item No. 1 and 2, for the approval of the Members of the Company by way of Special Resolutions.

None of the Directors and/or key managerial personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolutions set out in this Notice.

Item No. 3:

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.

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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:

The Board resolution passed on June 03, 2024, for the issuance of NCDs and on a private placement basis up to limit of up to Rs. 7,700 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:

Not Applicable

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. 7,700 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 Board at its meeting held on June 03, 2024, subject to the approval of members of the Company, had approved the issuance of NCDs on a private placement basis, amounting to Rs. 7,700 Crore. This was within the overall borrowing limit of Rs. 7,700 Crore, pursuant to the provisions of Section 180(1)(c) of the Act.

The approval of the Members is being sought for issue of NCDs up to an amount of Rs. 7,700 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.

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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 of the Company ("**Board**"), on the recommendation of Audit Committee by passing a resolution at its meeting held on June 03, 2024, has proposed to offer and issue, on preferential basis through private placement, up to upto 17,85,00,000 (Seventeen Crore Eighty Five Lakh) Series I, Unsecured, Unlisted, Transferable, Rupee-Denominated, Optionally Redeemable Convertible Debentures of face value of Rs. 10/- (Rupees Ten only) each, for cash, at par, aggregating upto Rs. 1,78,50,00,000 (Rupees One Hundred and Seventy Eight Crore and Fifty Lakh Only) ("**OCDs**"), in one or more tranches, to the below mentioned proposed allottee(s), as identified by the Board:

Name of security holder	Category	Address
Tata Realty and Infrastructure Limited	Body Corporate (Promoter – Holding Company)	E Block, Voltas Compound, T B Kadam Marg, Chinchpokli, Mumbai 400033

The aforementioned OCDs are proposed to be issued to augment long term resources for financing, *inter alia*, refinancing of the existing debt, ongoing working capital requirement, for general corporate purposes and for such other purposes including for the principal business activities of the Company as decided by the Board.

Pursuant to Sections 42, 62, 71, 180 and other applicable provisions of the Act (including any statutory modification or re-enactment thereof), read with Rules made thereunder, applicable Regulations Listing Regulations and the Memorandum and Articles of Association of the Company, the approval of the Members is required for making the issue of OCDs on a preferential basis through private placement by way of a Special Resolution.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sr. No.	Particulars	Information
a.	Particulars of the Offer including date of passing of Board Resolution	The size of the said Private Placement/ preferential allotment is Rs. 1,78,50,00,000 (Rupees One Hundred and Seventy-Eight Crore and Fifty Lakh Only). The terms of the

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		offer are more particularly described in the Resolution. Date of Board Resolution – June 03, 2024
b.	Kinds of securities offered and the price at which security is being offered	OCDs are offered at a price of Rs. 10/- per OCD (face value Rs. 10/ - each and Nil premium)
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The Equity valuation report for the Company as availed by the Holding Company (TRIL) for the period ended March 31, 2024 is the basis at which the conversion ratio has been determined by the Board of Directors. The Valuation Report of the proposed securities shall be obtained from the Registered Valuer and circulated to the Board of Directors prior to allotment of securities to Investors. The Valuation Report so obtained does not render the conversion ratio of any of the securities in violation of applicable laws. Extract from the Equity valuation report is enclosed herewith."
d.	Name and the address of the valuer who performed valuation	SSPA & Co., Chartered Accountants Address: 1st Floor, Arjun, Plot, Arjun Building, Vitthalbhai Patel Rd, Kalyangram Society, Lohana Colony, Andheri West, Andheri, Mumbai, Maharashtra 400058
e.	Amount which the Company intends to raise by way of such securities	Up to Rs. 1,78,50,00,000/- (Rupees One Hundred and Seventy-Eight Crore and Fifty Lakh Only) in one or more tranches
f.	Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Material terms: The size of the said Private Placement/ preferential allotment is Rs. 1,78,50,00,000/- (Rupees One Hundred and Seventy-Eight Crore and Fifty Lakh Only) in one or more tranches. Proposed time schedule: Within 1 year from the date of passing of Special Resolution, in one or more tranches.

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		<p>Purpose/ object of the offer: The aforementioned OCDs are proposed to be issued for refinancing of the existing debt, ongoing working capital requirement, for general corporate purposes and for such other purposes including for the principal business activities of the Company as decided by the Board.</p> <p>Contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects: 100% contribution to be made by the promoters of the Company.</p> <p>Principle terms of assets charged as securities: Not Applicable</p> <p>Other terms and conditions of the issue are as stated in the proposed resolution.</p>
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Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

Sr. No.	Particulars	Information
a.	The Objects of the issue	The aforementioned OCDs are proposed to be issued for refinancing of the existing debt, ongoing working capital requirement, for general corporate purposes and for such other purposes including for the principal business activities of the Company as decided by the Board.
b.	Total no. of OCDs to be issued	Upto 17,85,00,000 (Seventeen Crore Eighty Five Lakh) Series I, Unsecured, Unlisted, Transferable, Rupee-Denominated, Optionally Redeemable Convertible Debentures of face value of Rs. 10/- (Rupees Ten only) each, for cash, at par, aggregating

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		upto Rs. 1,78,50,00,000/- (Rupees One Hundred and Seventy Eight Crore and Fifty Lakh Only).
c.	The Price at which such OCDs are proposed to be issued:	Rs. 10/- per OCD
d.	The basis on which the price has been arrived at along with the report of the registered valuer.	The Equity valuation report for the Company as availed by the Holding Company (TRIL) for the period ended March 31, 2024 is the basis at which the conversion ratio has been determined by the Board of Directors. The Valuation Report of the proposed securities shall be obtained from the Registered Valuer and circulated to the Board of Directors prior to allotment of securities to Investors. The Valuation Report so obtained does not render the conversion ratio of any of the securities in violation of applicable laws. Extract from the Equity valuation report is enclosed herewith.
e.	Relevant date with reference to which price has been arrived at	March 31, 2024
f.	Class or classes of persons to whom allotment is proposed to be made	The OCDs are proposed to be issued to the Promoter i.e. Tata Realty and Infrastructure Limited which is Holding Company of the Company.
g.	Intention of promoters, directors or KMP to subscribe to the offer –	<p>The Promoter intends to subscribe to the proposed issue.</p> <p>Mr. Sanjay Dutt, who is Non-Executive Director of the Company is also a Executive Director of Tata Realty and Infrastructure Limited.</p> <p>None of the Directors, Key Managerial Personnel, if any, are interested or have any intention to subscribe to the said offer.</p>
h.	The proposed time within which the allotment shall be completed	The allotment shall be completed within 12 months from the date of passing of special resolution.

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Tel. 91 22 6661 4444 Fax: 91 22 6661 4452 email id: trilsec@tatarealty.in

i. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee(s) company –

Name of Allottee	Percentage of Post Preferential offer Capital
Tata Realty and Infrastructure Limited	51%

The Investee Company i.e. Tata Realty and Infrastructure Limited (Holding Company) is Promoter of the Company and at present/before this issuance, it holds 51 % equity share capital of the Company. This issuance shall not affect the share capital or control of the Company.

j. The change in control, if any, in the Company that would occur consequent to the Preferential Offer – **There is no change in control in the Company that would occur consequent to the aforementioned Preferential Offer.**

k. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price – **None**

l. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: The proposed allotment will be at cash only. (cash includes online transfers and cheque)

m. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	Pre - Issue		Post Issue	
		Nos. of shares held	% of the Shareholding	Nos. of shares held	% of the Shareholding
A	Promoter's holding:				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate:				
	Tata Realty and Infrastructure Limited	3,82,42,026	51%	3,82,42,026	51%
	Sub Total	3,82,42,026	51%	3,82,42,026	51%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)				
B	Non-Promoter's Holding				
1	Institutional Investor	-	-	-	-

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2	Non-Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	CPP Investment Board Private Holdings (4) Inc	3,67,42,331	49%	3,67,42,331	49%
	Sub Total (B)	3,67,42,331	49%	3,67,42,331	49%
	Grand Total	7,49,84,357	100%	7,49,84,357	100%

Note: 1. The OCD's proposed to be issued may get converted into the equal number of equity shares on the conversion date, as a result the equity shareholding of the Company shall be changed accordingly.

In accordance with the provision of Sections 42, 62, 71 and 180 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and applicable Regulations of Listing Regulations, a company offering or making an invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the members by way of a special resolution, for each of the offers or invitation.

The approval of the members is accordingly being sought by way of special resolution under Section 42, 62 and 71 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and applicable Regulation of Listing Regulations.

The Board of Directors and Audit Committee recommends the Resolution as set out in Item No.4 of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

Mr. Sanjay Dutt, who is Non-Executive Director of the Company is also a Executive Director of Tata Realty and Infrastructure Limited.

None of the other Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either

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directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5

The Board of Directors of the Company ("**Board**"), on the recommendation of Audit Committee by passing a resolution at its meeting held on June 03, 2024, has proposed to offer and issue, on preferential basis through private placement, upto 17,15,00,000 (Seventeen Crore Fifteen Lakh) Series I, Unsecured, Unlisted, Transferable, Rupee-Denominated, Compulsorily Convertible Debentures, of face value of Rs. 10/- (Rupees Ten only) each for cash, at par, aggregating upto Rs. 1,71,50,00,000 (Rupees One Hundred and Seventy One Crore and Fifty Lakh Only) ("**CCDs**"), on preferential basis through private placement in one or more tranches, to the below mentioned proposed allottee(s), as identified by the Board:

Name of security holder	Category	Address
CPP Investment Board Private Holdings (4) Inc	Non - Promoter	One Queen Street East, Suite 2500 Toronto, ON M5C 2W5 Canada

The aforementioned CCDs are proposed to be issued to repay the existing borrowings, for general corporate purposes and for such other purposes including for the principal business activities of the Company as decided by the Board.

Pursuant to Sections 42, 62, 71, 180 and other applicable provisions of the Act (including any statutory modification or re-enactment thereof), read with Rules made thereunder, Regulation 23 of Listing Regulations and the Memorandum and Articles of Association of the Company, the approval of the Members is required for making the issue of CCDs on a private placement/preferential basis by way of a Special Resolution.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sr. No.	Particulars	Information
a.	Particulars of the Offer including date of passing of Board Resolution	The size of the said Private Placement/preferential allotment is Rs. 1,71,50,00,000/- (Rupees One Hundred and Seventy-One Crore and Fifty Lakh Only). The terms of the offer are more particularly described in the Resolution.

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		Date of Board Resolution – June 03, 2024
b.	Kinds of securities offered and the price at which security is being offered	CCDs are offered at a price of Rs. 10/- per CCD (face value Rs. 10/ - each and Nil premium)
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The Equity valuation report for the Company as availed by the Holding Company (TRIL) for the period ended March 31, 2024 is the basis at which the conversion ratio has been determined by the Board of Directors. The Valuation Report of the proposed securities shall be obtained from the Registered Valuer and circulated to the Board of Directors prior to allotment of securities to Investors. The Valuation Report so obtained does not render the conversion ratio of any of the securities in violation of applicable laws. Extract from the Equity valuation report is enclosed herewith.
d.	Name and the address of the valuer who performed valuation	SSPA & Co., Chartered Accountants Address: 1st Floor, Arjun, Plot, Arjun Building, Vitthalbhai Patel Rd, Kalyangram Society, Lohana Colony, Andheri West, Andheri, Mumbai, Maharashtra 400058
e.	Amount which the Company intends to raise by way of such securities	Up to Rs. 1,71,50,00,000 (Rupees One Hundred and Seventy One Crore and Fifty Lakh Only) in one or more tranches
f.	Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	<p>Material terms: The size of the said Private Placement/ preferential allotment is Rs. 1,71,50,00,000 (Rupees One Hundred and Seventy One Crore and Fifty Lakh Only) in one or more tranches.</p> <p>Proposed time schedule: Within 1 year from the date of passing of Special Resolution, in one or more tranches.</p> <p>Purpose/ object of the offer: The aforementioned CCDs are proposed to be issued for refinancing of the existing debt, ongoing working capital requirement, for</p>

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		<p>general corporate purposes and for such other purposes including for the principal business activities of the Company as decided by the Board.</p> <p>Contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects: 100% contribution to be made by the promoters of the Company.</p> <p>Principle terms of assets charged as securities: Not Applicable</p> <p>Other terms and conditions of the issue are as stated in the proposed resolution.</p>
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Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

Sr. No.	Particulars	Information
a.	The Objects of the issue	The aforementioned CCDs are proposed to be issued for refinancing of the existing debt, ongoing working capital requirement, for general corporate purposes and for such other purposes including for the principal business activities of the Company as decided by the Board.
b.	Total no. of CCDs to be issued	upto 17,15,00,000 (Seventeen Crore Fifteen Lakh) Series I, Unsecured, Unlisted, Transferable, Rupee-Denominated, Compulsorily Convertible Debentures, of face value of Rs. 10/- (Rupees Ten only) each for cash, at par, aggregating upto Rs. 1,71,50,00,000/- (Rupees One Hundred and Seventy One Crore and Fifty Lakh Only)
c.	The Price at which such CCDs are proposed to be issued	Rs. 10/- per CCD

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d.	The basis on which the price has been arrived at along with the report of the registered valuer.	The Equity valuation report for the Company as availed by the Holding Company (TRIL) for the period ended March 31, 2024 is the basis at which the conversion ratio has been determined by the Board of Directors. The Valuation Report of the proposed securities shall be obtained from the Registered Valuer and circulated to the Board of Directors prior to allotment of securities to Investors. The Valuation Report so obtained does not render the conversion ratio of any of the securities in violation of applicable laws. Extract from the Equity valuation report is enclosed herewith.
e.	Relevant date with reference to which price has been arrived at	March 31, 2024
f.	Class or classes of persons to whom allotment is proposed to be made	The CCDs are proposed to be issued to the Non - Promoter i.e. CPP Investment Board Private Holdings (4) Inc
g.	Intention of promoters, directors or KMP to subscribe to the offer	None of the Promoters, Directors, Key Managerial Personnel, if any, are interested or have any intention to subscribe to the said offer.
h.	The proposed time within which the allotment shall be completed	The allotment shall be completed within 12 months from the date of passing of special resolution.

i. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee(s) company –

Name of Allottee	Percentage of Post Preferential offer Capital
CPP Investment Board Private Holdings (4) Inc	49%

The Investee Company i.e. CPP Investment Board Private Holdings (4) Inc is a Shareholder of the Company and at present/before this issuance, it holds 49 % equity share capital of the Company. This issuance shall not affect the share capital or control of the Company.

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j. The change in control, if any, in the Company that would occur consequent to the Preferential Offer – **There is no change in control in the Company that would occur consequent to the aforementioned Preferential Offer.**

k. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price – **None**

l. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: The proposed allotment will be at cash only. (cash includes online transfers and cheque)

m. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	Pre Issue		Post Issue	
		Nos. of shares held	% of the Shareholding	Nos. of shares held	% of the Shareholding
A	Promoter's holding:				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate:				
	Tata Realty and Infrastructure Limited	3,82,42,026	51%	3,82,42,026	51%
	Sub Total	3,82,42,026	51%	3,82,42,026	51%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)				
B	Non-Promoter's Holding				
1	Institutional Investor	-	-	-	-
2	Non-Institution:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	CPP Investment Board Private Holdings (4) Inc	3,67,42,331	49%	3,67,42,331	49%

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	Sub Total (B)	3,67,42,331	49%	3,67,42,331	49%
	Grand Total	7,49,84,357	100%	7,49,84,357	100%

Note: 1. The CCD's proposed to be issued may get converted into the equal number of equity shares on the conversion date, as a result the equity shareholding of the Company shall be changed accordingly.

In accordance with the provision of Sections 42, 62, 71 and 180 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and applicable Regulations of Listing Regulations, a company offering or making an invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the members by way of a special resolution, for each of the offers or invitation.

The approval of the members is accordingly being sought by way of special resolution under Section 42, 62 and 71 of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and applicable Regulation of Listing Regulations.

The Board of Directors and Audit Committee recommends the Resolution as set out in Item No.4 of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution.

None of the other Directors and KMP of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) in any way, are concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 5 of the accompanying Notice.

By order of the Board

For **Infopark Properties Limited**


Arushi Singhal

Company Secretary
(ICSI Membership No.: A54516)

Date: June 03, 2024

Place: Mumabi

Registered Office:

Hardy Tower, Ground Floor, Ramanujan
Intellion Park, Rajiv Gandhi Salai (OMR),
Taramani, Chennai – 600113

