

## NOTICE

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of the Members of Tata Realty and Infrastructure Limited will be held on Wednesday, June 11, 2025, at 12.00 noon (IST) 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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, 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, 2025, together with the Report of the Auditors thereon.
2. To appoint Mr. Ritesh Mandot (DIN: 02090270), who is liable to retire by rotation, in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### Special Business:

3. **Appointment of Dr. Praveer Sinha (DIN: 01785164) as Non-Executive Non- Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) and provisions of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, if any and pursuant to the provisions of Articles of Associations of the Company and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Dr. Praveer Sinha (DIN: 01785164), who was appointed by the Board of Directors as an Additional Non-Executive Non Independent Director and Chairman of the Company with effect from March 18, 2025, who holds the office till the next general meeting or three months from the date of appointment, whichever is earlier, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

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

4. **Appointment of Mr. Nipun Sahni (DIN: 01447756) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and provisions of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force), and pursuant to the provisions of Articles of Associations of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded towards appointment of Mr. Nipun Sahni (DIN: 01447756), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board with effect from March 18, 2025, and who has submitted a declaration that he meets the criteria of independence inter-alia under Section 149(6) of the Act and Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 3 consecutive years from March 18, 2025 up to March 17, 2028.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Sahni be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to the foregoing Resolution(s)."

**5. Appointment of Mrs. Sucheta Shah (DIN: 00322403) as the Women Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and provisions of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force), and pursuant to the provisions of Articles of Associations of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded towards appointment of Mrs. Sucheta Shah (DIN: 00322403), who was appointed as an Additional Director in the capacity of Women Independent Director of the Company by the Board with effect from March 18, 2025, and who has submitted a declaration that she meets the criteria of independence inter-alia under Section 149(6) of the Act and Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 3 consecutive years from March 18, 2025 up to March 17, 2028.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mrs Shah be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to the foregoing Resolution(s)."

**6. Appointment of Mr. Saurabh Sonthalia (DIN: 01355617) as Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and provisions of Chapter VA of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force), and pursuant to the provisions of Articles of Associations of the Company and on recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members be and is hereby accorded towards appointment of Mr. Saurabh Sonthalia (DIN: 01355617), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board with effect from March 18, 2025, and who has submitted a declaration that he meets the criteria of independence inter-alia under Section 149(6) of the Act and Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 3 consecutive years from March 18, 2025 up to March 17, 2028.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Sonthalia be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to take all such actions and to do all such acts, deeds, matters, and things as may be deemed necessary, proper, desirable, and expedient for giving effect to the foregoing Resolution(s)."

**7. 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**:

**"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 is appointed by Board as Cost Auditor to conduct the audit of the cost records maintained by the Company, for the financial year 2025-26.

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**8. 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 a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014, both as amended from time to time, and subject to all other applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Securities and Exchange Board of India ('SEBI'), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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. 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."

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

**Sd/-**  
**Rashmi Jain**  
Company Secretary and Compliance Officer  
(ICSI Membership No.: A18978)  
CIN: U70102MH2007PLC168300

**Place: Mumbai**  
**Date: June 06, 2025**

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

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No.39/2020 dated December 31, 2020, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 9/2023 dated September 25, 2023, and General Circular No. 9/2024 dated September 19, 2024, 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 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 ("the Act") and MCA Circulars, the Annual General Meeting ("AGM") of the Company is being held through VC / OAVM on Wednesday, June 11, 2025 at 12.00 noon (IST). The deemed venue for the 18<sup>th</sup> 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 8 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 8 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.
7. The Company shall provide the required link to attend the 18<sup>th</sup> 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: [trilsec@tatarealty.in](mailto:trilsec@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 2024-25, is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at [www.kfintech.com](http://www.kfintech.com) in case the shares are held in physical form, quoting their folio no.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at [www.kfintech.com](http://www.kfintech.com) 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](http://www.kfintech.com), as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
13. To support the 'Green Initiative' Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
14. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) at 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 [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in).
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. Members who wish to inspect the same can send an email to [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) up to the conclusion of the Meeting.
16. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote at the following designated Email ID - [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in).
17. 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**

**Sd/-**  
**Rashmi Jain**

Company Secretary and Compliance Officer  
(ICSI Membership No.: A18978)  
CIN: U70102MH2007PLC168300

**Place: Mumbai**  
**Date: June 06, 2025**

**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. Ritesh Mandot (DIN: 02090270) 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:**

Pursuant to the provisions of Section 152, 161(1) and other applicable provisions of the Act and read with Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, if any and pursuant to the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company, had approved appointment of Dr. Praveer Sinha as an Additional Director in the capacity of Non-Executive Non Independent Director of the Company with effect from March 18, 2025 to hold the office till the next general meeting or three months from the date of appointment, whichever is earlier and his appointment shall be subject to the approval of the shareholders. Further, Dr. Sinha has also been appointed as a Non-Executive Chairman of the Board with effect from March 18, 2025.

Dr. Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. Further, Dr. Sinha is not debarred from holding the office of Director, pursuant to any Order issued by SEBI or any other authority.

Pursuant to Listing Regulations, his Directorship and Committee Membership are within the prescribed limits.

The brief profile of Dr. Praveer Sinha (DIN : 01785164) 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 Board recommends the Resolution at Item no. 3 as an Ordinary Resolution for approval of the Members.

Save and except, Dr. Sinha and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

**Item No. 4, 5 and 6:**

Pursuant to Sections 149, 150, 152 and 161 of Companies Act, 2013 ("the Act") and as per Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company had approved the appointment of following as Independent Directors, subject to the approval of Members w.e.f. March 18, 2025

- a. Mr. Nipun Sahni (DIN: 01447756) as an Additional Director in the capacity of Independent Director of the Company with effect from March 18, 2025, for a term of 3 years expiring on March 17, 2028,
- b. Mrs. Sucheta Shah (DIN: 00322403) as an Additional Director in the capacity of Woman Independent Director of the Company with effect from March 18, 2025, for a term of 3 years expiring on March 17, 2028,
- c. Mr. Saurabh Sonthalia (DIN: 01355617) as an Additional Director in the capacity of Independent Director of the Company with effect from March 18, 2025, for a term of 3 years expiring on March 17, 2028,

Accordingly, the Company has received consent and eligibility letter from Mr. Sahni, Mrs. Shah and Mr. Sonthalia as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder read along with the Listing Regulations. The Company has also received a declaration from respective individual confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act. They are not debarred from holding the office of Director by virtue of SEBI Order or any such authority regarding the appointment of Directors by the listed companies. They are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact ability to discharge their duties with an objective independent judgement and without any external influence, in terms of Regulations of the Listing Regulations or have any conflict of interest. Their Directorships/ Committee memberships are within the statutorily permitted limits. They are registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.tatarealty.in/investor-info> and are available for inspection.

In the opinion of the Board, Mr. Sahni, Mrs. Shah and Mr. Sonthalia, fulfils the criteria of Independence as specified under Section 149 of the Act and Listing Regulations and are independent of the Management of the Company. In terms of Section 160(1) of the Act, the Company has received notice in writing from a Member, proposing their candidature for the office of Director.

In view of the above, the Board (upon the recommendation of NRC), considers it desirable and in the interest of the Company to appoint Mr. Sahni, Mrs. Shah and Mr. Sonthalia as Independent Directors w.e.f. March 18, 2025, and proposed Resolution no. 4, 5 and 6 for approval by the Members as a Special Resolution.

Brief profiles of Mr. Sahni, Mrs. Shah and Mr. Sonthalia along with details required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed as Annexure B to the Notice.

Save and except Mr. Sahni and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Save and except Mrs. Shah and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

Save and except Mr. Sonthalia and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

#### **Item No. 7:**

The Board of Directors based on recommendation of Audit Committee of the Company, at its meeting held on May 5, 2025, approved the remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No: 00294), as Cost Auditor for auditing the cost records of the Company for the financial year 2025-26 at a remuneration not exceeding INR 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) plus applicable taxes and out-of-pocket expenses.

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 Auditor for the Financial Year 2025-26 by way of an Ordinary Resolution is being sought from the members as set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

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. 8:**

To meet the funding requirements of the Company, the Company has from time to time issued Non-Convertible Debentures ("NCD"), in one or more series / tranches on private placement basis in accordance with the provisions of the Act.

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

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

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

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

The Board resolution passed on August 1, 2024, for the issuance of NCDs and 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 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 Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the Members.

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.

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

**Sd/-**  
**Rashmi Jain**

Company Secretary and Compliance Officer  
(ICSI Membership No.: A18978)  
CIN: U70102MH2007PLC168300

**Place: Mumbai**

**Date: June 06, 2025**

**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. Ritesh Mandot (DIN: 02090270)	Dr. Praveer Sinha (DIN: 01785164)
Designation	Non-Executive Director	Non-Executive Director
Age	43 years	63 Years
Qualification	Bachelor's degree in Electrical and Electronics Engineering from Birla Institute of Technology & Science, Pilani and an MBA from the Indian Institute of Management, Ahmedabad.	Dr. Sinha is a qualified Electrical Engineer and has a degree in master's in business law. He received his PhD from Indian Institute of Technology, Delhi and completed his Advanced Management Programme from IIM Ahmedabad.
Experience	Mr. Mandot an experience of 15 years and currently a Partner at Tata Opportunities Fund (Tata Capital), a USD 600mn private equity fund and previously worked with the private equity arm of Reliance Industries (GenNext Ventures), Milestone Religare (Healthcare and Education focused fund) and MAPE Advisory (a leading boutique investment bank).	<p>Dr Sinha has held pivotal leadership roles across the power sector value chain. Under his current leadership, Tata Power is undergoing a profound transformation, transitioning from a century old power utility into a new-age, sustainable, technology oriented and customer centric green energy solutions company. The company has made a substantial shift towards renewable energy with clean and green sources comprising more than 40% of its current generation portfolio as it aims to become carbon neutral by 2045.</p> <p>A strong advocate of 'Sustainable Is Attainable', his vision aims to empower millions of Indians across urban and rural areas, facilitating the transition of enterprises, homes, mobility, and beyond towards a sustainable future, thus advancing the country's energy transition agenda. Besides leading the growth in renewable energy, he has incubated and scaled several new-age energy solutions businesses such as solar rooftop, EV charging, micro grids and smart energy management solutions within the company, marking significant milestones in India's energy landscape.</p> <p>He is Honorary Professor at University of Warwick, Visiting Research Associate at MIT and has been nominated to the External Advisory Board at MIT's Energy Initiative. Dr. Sinha has also been nominated as a founding member of the Advisory Group for the WRI Polsky Center for the Global Energy Transition. Dr. Sinha is passionate about technology and has led collaborations with technology partners both nationally &amp; internationally. He played a significant role in setting up the first international incubator in India for promoting innovations in the clean energy space. His contributions to the energy sector have earned him recognition from esteemed publications such as BT, Forbes, and Fortune, establishing him as one of the industry's best CEOs.</p>
Terms and Conditions of Re-Appointment	To be re-appointed as a Director, liable to retire by rotation.	Appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.
Remuneration (Proposed)	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any, within the limits prescribed by the Companies Act, 2013, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company.	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any, within the limits prescribed by the Companies Act, 2013, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company.

**TATA REALTY AND INFRASTRUCTURE LTD.**

Remuneration (Drawn)	Not Applicable, since sitting fees was only payable.	Not Applicable, since sitting fees was only payable.
Date of First Appointment	August 13, 2024	March 18, 2025
Shareholding in the Company	Nil	Nil
Relationship with other Directors	Mr. Mandot is not a relative of any Director or key managerial personnel(s) of the Company.	Dr. Sinha is not a relative of any Director or key managerial personnel(s) of the Company.
Number of Meetings of the Board Attended during the year	3 out of 4	Nil
Other Directorships/ Chairman/Membership in committees of the Board	<p><b><u>Directorship:</u></b></p> <ol style="list-style-type: none"> <li>1. Tata Housing Development Company Limited</li> <li>2. TRIL Urban Transport Private Limited</li> <li>3. TRIL Roads Private Limited</li> </ol> <p><b><u>Membership/chairmanship of committees of the other Boards :</u></b> None</p>	<p><b><u>Directorship:</u></b></p> <ol style="list-style-type: none"> <li>1. Tata Projects Limited</li> <li>2. Tata Power Renewables Energy Limited</li> <li>3. TP Central Odisha Distribution Limited</li> <li>4. Tata Power Delhi Distribution Limited</li> <li>5. TP Southern Odisha Distribution Limited</li> <li>6. The Tata Power Company Limited</li> <li>7. Tata Housing Development Company Limited</li> <li>8. Pune IT City Metro Rail Limited</li> </ol> <p><b><u>Membership/chairmanship of committees of the other Boards:</u></b></p> <ol style="list-style-type: none"> <li>1. <b>Member of following committees of The Tata Power Company Limited:</b> <ol style="list-style-type: none"> <li>i. Corporate Social Responsibility and Sustainability Committee,</li> <li>ii. Executive Committee of Board,</li> <li>iii. Committee of Directors for Tata Power Group Re-structuring and</li> <li>iv. Committee of Sale of Properties</li> </ol> </li> <li>2. <b>Member of following committees of Tata Power Delhi Distribution Limited:</b> <ol style="list-style-type: none"> <li>i. Nomination &amp; Remuneration Committee and</li> <li>ii. Long- Term Loans and Borrowings Committee</li> </ol> </li> <li>3. <b>Member of following committees of TP Central Odisha Distribution Limited, TP Southern Odisha Distribution Limited :</b> <ol style="list-style-type: none"> <li>i. Nomination &amp; Remuneration Committee and</li> <li>ii. Committee of Directors</li> </ol> </li> <li>4. <b>Member of following committee of Tata Projects Limited:</b> <ol style="list-style-type: none"> <li>i. Nomination &amp; Remuneration Committee</li> </ol> </li> <li>5. <b>Member of following committee of Tata Housing Development Company Limited:</b> <ol style="list-style-type: none"> <li>i. Nomination &amp; Remuneration Committee</li> </ol> </li> <li>6. <b>Member of following committee of Pune IT City Metro Rail Limited:</b> <ol style="list-style-type: none"> <li>i. Audit Committee</li> </ol> </li> </ol>

## Annexure B

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

Particulars	Mr. Nipun Sahni (DIN: 01447756)	Mrs. Sucheta Shah (DIN: 00322403)	Mr. Saurabh Sonthalia (DIN: 01355617)
Age	55 Years	58 Years	59 Years
Qualification	Mr. Sahni holds a master's degree in finance from the University of Delhi.	Mrs. Shah, has done master's in management (Finance) from S P Jain Institute of Management, Mumbai in with specialization in Finance and her B.Com from Sydenham College of Commerce and Economics.	Mr. Sonthalia holds a PGDM from the Indian Institute of Management, Ahmedabad and is a member of the Institute of Chartered Accountants of India.
Experience	<p>Mr. Sahni is an advisor to Apollo Global Management and Founder of Rezone Investment Advisors &amp; Co-Founder of Bynd.AI. Until recently, he was a global Partner at Apollo, one of the world's largest alternate asset managers with an AUM of \$725 billion. At Apollo, he was a member of the Asia executive leadership team and lead the real estate investment platform in India since 2015.</p> <p>His investment experience in real estate spans diverse asset classes including residential, commercial office, retail, hospitality and warehousing. Few notable transactions include, anchoring the equity investment in an office portfolio that became India's first REIT listed in Singapore, executing the buyout of the largest real estate credit portfolio by an international investor and financing residential projects that have developed 50,000 homes.</p> <p>Prior to Apollo, he led the real estate investment platforms for Bank of America Merrill Lynch and GE Capital, where he was also responsible for the structured finance platform. Nipun started his career at Ranbaxy in '94, where he was responsible for Merger &amp; Acquisitions, Corporate Finance &amp; Investor Relations. He serves as an independent director on the Board of Vention Hospitality, a portfolio company of Blackstone and Panchshil Group. He has been a member of several committees, including IVCA (Indian Venture &amp; Alternate Capital Association), APREA, FICCI, CII, and RICS.</p>	<p>Mrs. Shah is the Promoter Director of Atlas Integrated Finance Ltd. They are into Wealth Management and also cover the entire gamut of financial services since last 30 years.</p> <p>She is also the founder of MSME Direct. (<a href="http://www.msmedirect.com">www.msmedirect.com</a>) She was the Chairperson of the FICCI MSME Maharashtra (2018-2020). She is also on the Advisory Board of Ethics India Ltd of the Legasis Group. At present she is on the National Governing Body of FICCI FLO. She was the Chairperson of the FLO Mumbai Chapter for the year 2011-12 when she launched the project, SWAYAM- a support cell for Women Entrepreneurs and took it to the National level'. She was the Founder Director of Grameen Initiative for Women, a Section 8 Company. The main objective is upliftment of Women in our society. (2008-2019). She was a director with Patan Co-operative Bank for 10 years from 1999-2009 and managed their debt investments. She was managing Merchant Banking operations at Chaturvedi &amp; Shah, Chartered Accountants. (1990-1995).</p>	<p>Mr. Sonthalia has experience of over three decades in Financial Services in India.</p> <p>During his career, he has been a Managing Director and India Head of Capital Markets for debt &amp; equity at Bank of America Merrill Lynch and the CEO of AIG Asset Management in India.</p>

**TATA REALTY AND INFRASTRUCTURE LTD.**

Terms of appointment	Appointed as an Independent Director of the Company, for a term of 3 (Three) years commencing from March 18, 2025, till March 17, 2028, and shall not liable to retire by rotation.	Appointed as an Independent Director of the Company, for a term of 3 (Three) years commencing from March 18, 2025, till March 17, 2028, and shall not liable to retire by rotation.	Appointed as an Independent Director of the Company, for a term of 3 (Three) years commencing from March 18, 2025, till March 17, 2028, and shall not liable to retire by rotation.
Remuneration Proposed	Mr. Nipun Sahni, would not draw any remuneration from the Company except the Sitting fees for attending the Board/Committee Meetings.	Mrs. Shah would not draw any remuneration from the Company except the Sitting fees for attending the Board/Committee Meetings.	Mr. Saurabh Sonthalia would not draw any remuneration from the Company except the Sitting fees for attending the Board/Committee Meetings.
Remuneration last drawn	NA	NA	NA
Date of first appointment	March 18, 2025	March 18, 2025	March 18, 2025
Shareholding in the Company	Nil	Nil	Nil
Relationship with KMP/ Director	Not related to any KMP or Directors of the Company.	Not related to any KMP or Directors of the Company.	Not related to any KMP or Directors of the Company.
No. of Board meeting attended during FY 24-25	Nil	Nil	Nil
Other Directorship, membership/ chairmanship of committees of the other Boards	<p><b><u>Directorship in following other Companies:</u></b></p> <ol style="list-style-type: none"> <li>Ventive Hospitality Limited</li> <li>BYND AI Technologies Private Limited</li> <li>Rezone Investment Advisors Private Limited</li> <li>IRECO Constructions Private Limited</li> <li>IRECO Estates Private Limited</li> <li>JMG Enterprises Private Limited</li> <li>Multitv Tech Solution Private Limited</li> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p><b><u>Chairman in Audit Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership in Risk Management Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership in Corporate Social Responsibility Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>Ventive Hospitality Limited</li> </ol>	<p><b><u>Directorship in following other Companies:</u></b></p> <ol style="list-style-type: none"> <li>Atlas Integrated Finance Limited</li> <li>Jayant Agro Organics Limited</li> <li>The Indian Hume pipe Company Limited</li> <li>Landmark Cars Limited</li> <li>Infopark Properties Limited</li> <li>Atlas Wealth Management Private Limited</li> <li>IHSEDU Agro Chem Private Limited</li> <li>Pride Hotels Limited</li> <li>Smart Value Homes (Peenya Project) Private Limited</li> <li>Ardent Properties Private Limited</li> <li>Sector 113 Gatevida Developers Private Limited</li> <li>Tata Values Homes Limited</li> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p><b><u>Membership in Audit Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>The Indian Hume Pipe Company Limited</li> <li>Infopark Properties Limited</li> <li>Pride Hotels Limited</li> <li>Tata Housing Development Company Limited</li> </ol>	<p><b><u>Directorship in following other Companies:</u></b></p> <ol style="list-style-type: none"> <li>SKP Securities Limited</li> <li>Sonthalia Advisory Private Limited</li> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p><b><u>Membership in Audit Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>SKP Securities Limited</li> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership in Nomination and Remuneration Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Chairman in Nomination and Remuneration Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>SKP Securities Limited</li> </ol> <p><b><u>Membership in Stakeholders Relationship Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>Tata Housing Development Company Limited</li> </ol> <p><b><u>Membership in Risk Management Committee of following Companies:</u></b></p> <ol style="list-style-type: none"> <li>Tata Housing Development Company Limited</li> </ol>

		<p><b><u>Chairperson in Audit Committee of following Companies:</u></b></p> <p>i. IHSEDU Agrochem Private Limited</p> <p>ii. Landmark Cars Limited</p> <p><b><u>Membership in Nomination and Remuneration Committee of following Companies:</u></b></p> <p>i. Jayant Agro-Organics Limited</p> <p>ii. IHSEDU Agrochem Private Limited</p> <p>iii. Landmark Cars Limited</p> <p>iv. Infopark Properties Limited</p> <p>v. Pride Hotels Limited</p> <p><b><u>Chairperson in Nomination and Remuneration Committee of following Companies:</u></b></p> <p>i. The Indian Hume Pipe Co. Limited</p> <p>ii. Tata Housing Development Company Limited</p> <p><b><u>Membership in Stakeholders Relationship Committee of following Companies:</u></b></p> <p>i. The Indian Hume Pipe Co. Limited</p> <p><b><u>Chairperson in Stakeholders Relationship Committee of following Companies:</u></b></p> <p>i. Tata Housing Development Company Limited</p> <p><b><u>Chairperson of Corporate Social Responsibility Committee of following Companies:</u></b></p> <p>i. Jayant Agro-Organics Limited</p> <p>ii. IHSEDU Agrochem Private Limited</p> <p><b><u>Chairperson of Risk Management Committee of following Companies:</u></b></p> <p>i. Infopark Properties Limited</p>	
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By order of the Board  
For **Tata Realty and Infrastructure Limited**

**Sd/-**  
**Rashmi Jain**

Company Secretary and Compliance Officer  
(ICSI Membership No.: A18978)  
CIN: U70102MH2007PLC168300

**Place: Mumbai**  
**Date: June 06, 2025**

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