



TRIL IT4 PRIVATE LIMITED

NOTICE

NOTICE is hereby given that the 8th Extra Ordinary General Meeting of the Members of TRIL IT4 Private Limited will be held on Tuesday, March 09, 2021 at 05:30 p.m. (IST) through Video Conferencing or Other Audio Visual Means (OAVM) at shorter notice to transact the following business:

SPECIAL BUSINESS:

1. To consider and approve issue of Equity Shares on Rights Issue 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 62 of the Companies Act, 2013, read with Rules thereof and such other applicable provisions of the Companies Act, 2013 if any, (including any statutory modification/s or re-enactment/s thereof for the time being in force) and the provisions of Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer and issue upto 4,03,730 (Four Lakh Three Thousand Seven Hundred and Thirty) Equity Shares having face value Rs. 10 each at par aggregating to Rs.40,37,300 (Rupees Forty lakh Thirty Seven Thousand Three Hundred only), to the existing shareholders of the Company on Rights Issue Basis.

RESOLVED FURTHER THAT the aforesaid shares so issued shall rank pari pasu with the existing Equity shares of the Company.

RESOLVED FURTHER THAT Mr. Sanjay Sharma- Director or Mr. Amit Seth – Chief Financial Officer or Mr. Jagatpal Singh – Company Secretary of the Company, be and are hereby authorized severally to finalise the terms and issue the Letter of Offer, fix/modify the date of opening of the Rights Issue and decide other matters in this regard in the best interest of the Company in compliance with the articles of association of the Company.

Corporate Identity Number: **U74120MH2014PTC251684**

Registered Office: E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai 400 033

Tel: +91 22 6661 4444 Website: <http://trilit4.com> •E-mail: trilsec@tatarealty.in

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

Place: Mumbai

Date: March 07, 2021

By the order of the Board
For **TRIL IT4 Private Limited**

Registered Office:

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

Jagatpal Singh
Company Secretary
(ICSI Membership No.: A49006)

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NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of Extra Ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No.39/2020 dated December 31, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" (collectively referred to as "MCA Circulars") permitted the holding of the 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 Tuesday, March 09, 2021 at 05:30 p.m (IST). The deemed venue for the 08th EGM will be the registered office of the Company E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai - 400033.

Since the number of members are less than 50, the Chairman may decide to conduct vote by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to attend through their authorised representative, to attend the EGM are required to send a scanned copy (PDF/JPG format) a certified copy of its Board or governing body Resolution / Authorization to the Company, authorising them to attend and vote through VC/OAVM on their behalf at the EGM.
5. As per the provisions of Clause 3.B.I. of the General Circular No. 14/ 2020 dated April 08, 2020, the matters of Special Business as appearing at Item No. 1 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto.

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7. The Company shall provide the required link to attend the 08th 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 Representative, as the case may be, to attend the EGM via VC or OAVM. In case, any Members/Authorized Representative, as the case may be, need any assistance with using the technology, can contact the Company at following email id: jagatpalsingh@tatarealty.in or call during the business hours at 022 6661 4444.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. In compliance with the aforesaid MCA Circulars Notice of the EGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at www.kfintech.com in case the shares are held in physical form, quoting your folio no.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at www.kfintech.com in case the shares are held in physical form, quoting your folio no.
12. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents (RTA) to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at the registered office or to the Registrar in physical mode, after restoring normalcy or in electronic mode at www.kfintech.com, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").

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15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to jagatpalsingh@tatarealty.in up to date of this 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.), at before to the date of the EGM at jagatpalsingh@tatarealty.in.
16. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. 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. The document shall be shared by a screen share option in electronic mode.
18. In case of a poll on any resolution at the EGM, members are requested to convey their vote at the following designated Email ID – jagatpalsingh@tatarealty.in.
19. Since the EGM will be held through VC/OAVM, The Route Map is not annexed in this Notice.

Place: Mumbai

Date: March 07, 2021

Registered Office:

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

By the order of the Board
For **TRIL IT4 Private Limited**

Jagatpal Singh
Company Secretary
(ICSI Membership No.: A49006)

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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. 1:

In furtherance of the commercial objective, the Company proposes to raise additional funds by way of a rights issue 4,03,730 (Four Lakh Three Thousand Seven Hundred and Thirty) Equity Shares of Rs. 10 each at par and having such terms as set out in offer letter.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution. The Board recommends the aforesaid resolution for approval of members as a special resolution.

Place: Mumbai

Date: March 07, 2021

Registered Office:

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