



October 21, 2024

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

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

**Sub:- Intimation under Regulation 50(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 50(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we hereby inform that 26<sup>th</sup> Extra-ordinary General Meeting ("EGM") of Tata Realty and Infrastructure Limited is scheduled to be held on Monday, October 28, 2024, via Video Conferencing or Other Audio Visual Means, at a shorter notice, inter alia, to transact matters as mentioned in the attached Notice of the EGM, which is also being sent through electronic mode to the Members.

We request you to take the above on your record.

Thanking you,

For **Tata Realty and Infrastructure Limited**

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

**TATA REALTY AND INFRASTRUCTURE LTD.**

E Block Voltas Premises T B Kadam Marg Chinchpokli Mumbai 400 033 India Tel 91 22 6661 4444

Fax 91 22 6661 4452 email id [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) Website [www.tatarealty.in](http://www.tatarealty.in)

CIN U70102MH2007PLC168300



## **NOTICE**

Notice is hereby given that the 26<sup>th</sup> Extra-Ordinary General Meeting of the Members of TATA Realty and Infrastructure Limited will be held on Monday, October 28, 2024 at 11:00 a.m. (IST) at shorter notice through Video Conferencing / Other Audio Visual Means to transact the following business:

### **SPECIAL BUSINESSES:**

1. **To consider and approve re-appointment of Mr. Prabhakar Panda as an Independent Director 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the Act, as per applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company of the Company and as recommended by the Nomination and Remuneration Committee after taking into consideration the performance evaluation summary and that of the Board of Directors, Mr. Prabhakar Panda (DIN: 02860918), who was appointed as an Independent Director of the Company by the members for a term up to October 8, 2024, being eligible for re-appointment and who having submitted declaration of independence as per Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Act, having been received in the prescribed manner, be and is hereby re-appointed as a Non-executive Independent Director of the Company to hold office for a second term of 6 (six) consecutive months with effect from October 7, 2024 up to April 6, 2025, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Panda shall be paid such fees

## **TATA REALTY AND INFRASTRUCTURE LTD.**



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 (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.”

**2. To consider and approve appointment of Mr. Ritesh Mandot as Non-Executive Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Section 152 and the Memorandum of Association and Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 (“Act”) and the relevant Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), and as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and on recommendation of Nomination and Remuneration Committee and Board of the Company, Mr. Ritesh Mandot (DIN: 02090270) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 13, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director, 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** pursuant to the provisions of Sections 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Mandot 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 (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.”

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

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

**Place:** Mumbai

**Date:** October 21, 2024

**Registered Office:**

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

**CIN:** U70102MH2007PLC168300

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## **NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, and General Circular No. 9/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, in relation to "Clarification on holding of Annual General Meeting and EGM through video conferencing or other audio visual means and passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder" (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the Extra ordinary General Meeting of the Company is being held through VC / OAVM on Monday, October 28, 2024, at 11:00 a.m. The deemed venue for the EGM 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 EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Corporate members intending to attend the EGM through their authorised representative, are required to send a scanned copy (PDF/JPG format) of a certified copy of its Board or governing body Resolution / Authorization to the Company, authorising them to attend and vote through VC/OAVM on their behalf at the EGM.
5. As per the provisions of Clause 3.B. IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing in Item No. 1 and 2 of the accompanying Notice, are unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No.1 and 2 of the Notice is annexed hereto.
7. The Company shall provide the required link to attend the 26<sup>th</sup> EGM of the Company at their registered email address / at the email address of the authorized representative, as the case may be, before the meeting, which would facilitate the Members/Authorized Representatives, as the case may be, to attend the EGM via VC or OAVM. In case, any Members/Authorized Representatives, as the case may be, need any assistance with using

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the technology, can contact the Company at following email id: [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) or call during the business hours at 022 6661 4444.

8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by clicking on the invitation link which has been provided separately while circulation of notice.
9. In compliance with the aforesaid MCA Circulars Notice of the EGM along with the supporting documents, if any, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at [www.kfintech.com](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).
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) 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](mailto:trilsec@tatarealty.in).
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act and relevant documents referred to in the Notice and Explanatory Statement will be available electronically for inspection by the members during the EGM. Members who wish to inspect the same can send an email to [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) up to the conclusion of the Meeting.

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16. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote at the following designated Email ID – [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in).

17. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

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

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

**Place:** Mumbai

**Date:** October 21, 2024

**Registered Office:**

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 ("the Act"):**

The following statement sets out all material facts relating to items mentioned in the accompanying Notice:

### **Item No. 1:**

On recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the re-appointment of Mr. Prabhakar Panda (DIN: 02860918), as Independent Director, subject to the approval of Members w.e.f. October 7, 2024, pursuant to provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Rules framed thereunder and as per Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, 2015, Mr. Panda will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier.

Accordingly, the Company has received consent and eligibility letter from Mr. Panda as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder read along with Regulation 16 and 25(8) of Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He is 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. He is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence, in terms of Regulation 25(8) of the SEBI Listing Regulations or have any conflict of interest. His Directorships/ Committee memberships are within the statutorily permitted limits. He is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and is exempted from appearing for the online proficiency self-assessment test conducted by IICA in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder. 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. Panda, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16 and 25(8) of Listing Regulations and is 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 his candidature for the office of Director.

Pursuant to the performance evaluation of Mr. Panda and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company. Hence, the Board (upon the recommendation of NRC), considers it desirable and in the interest of the Company to re-appoint Mr. Panda as Independent Director w.e.f. October 7, 2024 and proposed Resolution no. 1 for approval by the Members as a Special Resolution.

Brief profile of Mr. Panda along with details required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to the Notice.

Except Mr. Panda and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

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**ITEM NO. 2:**

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the appointment of Mr. Ritesh Mandot (DIN: 02090270), as Additional Non-Executive Director of the Company w.e.f. August 13, 2024, subject to the approval of Members in accordance with applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed thereunder and as per Regulation 16 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, Mr. Mandot will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier. Accordingly, the Company has received consent letter from Mr. Mandot as required under applicable provisions of the Act and the Rules framed thereunder read along with Listing Regulations along with a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. His Directorships/ Committee memberships are within the statutorily permitted limits.

In the opinion of the Board of Directors, appointment of Mr. Mandot would be beneficial to the Company. In terms of Section 160(1) of the Act, the Company has also received in writing a notice from a Member, proposing his candidature for the office of Director.

Brief profile of Mr. Mandot in terms of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to the Notice.

Given his experience, the Board (on the recommendation of NRC) considers it desirable and in the interest of the Company to have Mr. Mandot on the Board of the Company and accordingly the Board recommends his appointment as a Non-Executive Director w.e.f. August 13, 2024 and proposed Resolution no. 2 for approval by the Members as an Ordinary Resolution.

Except Mr. Mandot or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

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

**Place:** Mumbai

**Date:** October 21, 2024

**Registered Office:**

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**Information pursuant to the Secretarial Standards/Schedule V in respect of Appointment/ Re-appointment of Directors**

<b>Particulars</b>	<b>Mr. Prabhakar Panda</b>	<b>Mr. Ritesh Mandot</b>
Age	67 years	43 years
Qualification	M.A in political science, passed with first class from Utkal University	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
Experience	Mr. Panda has experience of approx. 27 years of service/experience in the field of project appraisal, financial management and business development, administration, and rapport with top government authorities, business tycoons and Bankers. He worked as an officer in several district headquarters of Odisha.	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).
Terms of appointment	As per the Companies Act, 2013	As per Companies Act 2013
Remuneration sought to be paid	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
Remuneration last drawn	Not Applicable, since sitting fees was only payable	Not Applicable
Date of first appointment/re-appointment	Mr. Panda was appointed on the Board w.e.f. October 8, 2021 and proposed to be re-appointed w.e.f. October 7, 2024	August 13, 2024
Shareholding in the Company	NIL	NIL

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Relationship with KMP/Director	Mr. Panda is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Mandot is not a relative of any Director or key managerial personnel(s) of the Company.
No. of Board meeting attended during FY 24-25	2/2	1 Board Meeting, since date of appointment
Other Directorship, membership/ chairmanship of committees of the other Boards	<b><u>Directorship:</u></b> Uniservices Solutions Everywhere Private Limited <b><u>Membership/ chairmanship of committees of the other Boards</u></b> None	<b><u>Directorship:</u></b> (i) Tata Housing Development Company Limited (ii) TRIL Urban Transport Private Limited (iii) TRIL Roads Private Limited (iv) Fincare Business Services Limited <b><u>Membership/ chairmanship of committees of the other Boards</u></b> None

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

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

**Place:** Mumbai

**Date:** October 21, 2024

**Registered Office:**

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