

NOTICE

NOTICE is hereby given that the 7th Annual General Meeting of the Members of TRIL IT4 Private Limited will be held on Tuesday, September 21, 2021 at 02:00 p.m. through Video Conferencing or Other Audio Visual Means (OAVM) at shorter notice to transact the following business:

ORDINARY BUSINESS:

- **1.** To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors' thereon.
- **2.** To re-appoint Ms. Reena Wahi (DIN: 08253098) as a Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider appointment of Mr. Sarthak Seth, Director liable to retire by rotation:

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 Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the "Companies Act") and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, Mr. Sarthak Seth (DIN: 08534781), who was appointed as an Additional Director by the Board of Directors with effect from July 30, 2021 and is eligible for appointment as Director, liable to retire by rotation and in respect of whom the Board has proposed and received a notice in writing under Section 160 of the Companies Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution".

4. To consider and approve amendment to the Articles of Association of the Company:

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

"RESOLVED THAT subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "Act") and such approvals, consents, sanctions and permissions of appropriate authorities, as may be necessary, the new Articles of Association of the Company as per the draft approved by the Board, be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of the Company.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary or any other person authorized by the Board be and are hereby severally authorised to do all such acts, deeds and things and sign all such papers, forms and documents as may be necessary or desirable to give effect to this resolution."

Place: Mumbai

Date: September 17, 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)

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. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday, September 21, 2021 at 02:00 p.m. (IST). The deemed venue for the 07th AGM 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 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 and 4 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. 3 and 4 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director, for seeking re-appointment.

- 7. The Company shall provide the required link to attend the 7th 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 Representative, as the case may be, to attend the AGM 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 AGM 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.
- In compliance with the aforesaid MCA Circulars Notice of the AGM along with the Annual Report for the financial year 2020-21, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
- 10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at www.kfintech.com in case the shares are held in physical form, quoting 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").

- 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 AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM at jagatpalsingh@tatarealty.in.
- 16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. The document shall be shared by a screen share option in electronic mode.
- 17. In case of a poll on any resolution at the AGM, members are requested to convey their vote at the following designated Email ID <u>jagatpalsingh@tatarealty.in</u>.
- 18. Since the AGM will be held through VC/OAVM, The Route Map is not annexed in this Notice.

Place: Mumbai

Date: September 17, 2021

Registered Office:

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

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

> Jagatpal Singh Company Secretary

(ICSI Membership No.: A49006)

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:

Information required to be provided in explanatory statement under Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto:

Name	Ms. Reena Wahi
Age	48 years
Qualification	 Master's Degree in Human Resources & Organizationa Development from Delhi School of Economics (University of Delhi). Executive Course in Management from INSEAD.
Experience	Over twenty-three years of experience in Human Resources and brings with her blend of Consulting and Business experience spanning across diverse industries. She has joined from Korn Ferry, where she was a Client Partner and worked with clients in supporting execution of strategic priorities, driving transformation and delivering business value. Prior to the current role, she was the Executive Director – Human Resources with Cushman 8 Wakefield where she was driving organizational transformation and growth agenda for India. In her corporate stint, she has worked with companies like GE, AMEX, Aviva etc in leadership roles.
Terms and Conditions of Re-Appointment	As per the Companies Act, 2013
Remuneration (Proposed)	NIL
Remuneration (Drawn)	NIL
Date of First Appointment	February 18, 2019
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	Four
Other Directorships	1- TRIL Constructions Limited 2- TRIL Infopark Limited



	3- Concept Developers & Leasing Limited
	4- Ardent Properties Private Limited
	5- THDC Management Services Limited
	6- Promont Hillside Private Limited
	7- Smart Value Homes (Boisar) Private Limited
	8- Princeton Infrastructure Private Limited
Chairman/Membership	N.A.
in other committees*	
of the Board	

ITEM NO. 3:

Members are requested to note that Mr. Sarthak Seth (DIN: 08534781), Director, has been appointed as an Additional Director on July 30, 2021, and his term would expire at the ensuing Annual General Meeting. The Company has received a notice from a member recommending appointment of Mr. Sarthak Seth as Director, liable to retire by rotation pursuant to the provisions of Article of Association of the Company.

The brief profile of Mr. Sarthak Seth in terms of Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto:

Age	43 years
Qualification	UCLA Anderson School of Management and NUS Business School.
	He holds an MBA degree in Marketing & Finance.
Experience	Mr. Sarthak Seth is currently Vice President & Chief Marketing Officer with Tata Realty & Infrastructure Limited (TRIL). He is responsible for the overall brand positioning of TRIL, formulating corporate branding and marketing strategy, and driving sustainable profit growth for the company.
	He is spearheading the verticals of Marketing, Digital and Social media, Public and Corporate communications, Consumer Insights and Product Research & Development for TRIL and associated brands, including Tata Housing, Tata Value Homes and Tata Realty whereby focusing on residential, commercial and retail business of the company.
	Prior to joining TRIL, Sarthak in his last role held the position of Chief Marketing Officer (CMO) at Panasonic India. He led the Brand, Communications and Digital operations of Panasonic across India & South Asia. He also led the Sanyo Business vertical as Business Chief.

	With 18+ years of experience, Sarthak specializes in brand strategy, creation & developing markets, consumer insights, product management and visibility strategies. He has been instrumental in conceiving, designing and implementing product and marketing initiatives for global brands viz. Panasonic, LG Electronics, Indian Hotels Co Ltd. in India and South Asian markets in his past assignments.
	In 2019, he was listed amongst the "Most Influential Global Marketing Leaders" listing by World Marketing Congress. Earlier, he was inducted in the Top 100 Marketing Leaders (2015) listing issued by World Brand Congress and featured in India's Greatest CMO's (2016 -2017) listing by Asia One. In 2018, he was featured in "The A List" of most influential marketers issued by Campaign India & WION.
	His unparalleled approaches towards marketing led his earlier organizations to win many honors and even register Panasonic in Guinness World Records in 2012. In 2013, he received Young Achiever of the Year @ 4th CMO Asia in Singapore and has been felicitated by some of the leading bodies in the field of Brand & Marketing, including International Advertising Association (IAA), WOW Awards and EEMA toward his contribution.
Terms and Conditions	As per the Companies Act, 2013
of Re-Appointment	Parade variables of the control of t
Remuneration	NIL
(Proposed)	
Remuneration (Drawn)	NIL
Date of First	July 30, 2021
Appointment	
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	NIL
Other Directorships	 HV Farms Private Limited Gurgaon Construct Well Private Limited International Infrabuild Private Limited Gurgaon Realtech Limited Arrow Infraestate Private Limited



	6) Concept Developers & Leasing Limited7) Land Kart Builders Private Limited8) THDC Management Services Private Limited
Chairman/Membership	N.A.
in other committees* of the Board	

The Board recommends the Ordinary resolution in relation to appointment of Mr. Sarthak Seth as a Director of the Company for the approval by the Members of the Company.

None of the directors and/or key managerial personnel their relatives except Mr. Sarthak Seth, are concerned or interested, financially or otherwise, in the above Resolution.

ITEM NO. 4:

The Members are informed that owing to transfer of 2,60,000 Equity Shares & 416 Listed rated Redeemable Non- Convertible Debentures Series I by Actis TREIT Holdings No. 2 (Singapore) Private Limited and Actis TREIT Holdings No. 1 (Singapore) Private Limited, respectively, to Tata Realty and Infrastructure Limited (TRIL), pursuant to the Securities Purchase Agreement (SPA) dated July 28, 2021, it is propose to amend the Articles of Association (AOA) of the Company to remove the provisions of Shareholder Agreement executed between the aforesaid parties.

Accordingly, pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company can be altered by obtaining the approval of the shareholders of the Company by passing a Special Resolution in General Meeting. Therefore, consent of the members is being now sought to adopt the revised, alter and adopt the Articles of Association of the Company.

The copy of the existing and as well as the revised Articles of Association of the Company is available for inspection at the registered office of the Company on any working day of the Company till the conclusion of this meeting. The Board recommends the Special Resolution in relation to adoption of revised Articles of Association of the Company for the approval by the Members of the Company. None of the directors and/or key managerial personnel their relatives are concerned or interested, financially or otherwise, in the above Resolution.

Place: Mumbai

Date: September 17, 2021

Registered Office:

E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai 400033 PRIVATA CONTROL OF CON

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

> Jagatpal Singh Company Secretary

(ICSI Membership No.: A49006)