



**TRANSCRIPT OF THE PROCEEDINGS OF THE FOURTEENTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TATA REALTY AND INFRASTRUCTURE LIMITED ("THE COMPANY") HELD ON WEDNESDAY, JULY 21, 2021 AT 05.00 P.M. to 05:17 P.M. THROUGH VIDEO-CONFERENCING ('VC') / OTHER AUDIO VIDEO MEANS ('OAVM')**

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Mr. Banmali Agrawala, Chairman took the chair and welcomed all the Members and participants at Fourteenth Annual General Meeting (AGM) of Tata Realty and Infrastructure Limited and stated that he was able to see clearly the members participating in the meeting. Mr. Sudhakar Shetty, Company Secretary informed the receipt of consent from the requisite shareholders of the Company for holding the Annual General Meeting (AGM) at shorter notice.

After confirming that the requisite quorum was present for the AGM of the Members, the Chairman commenced the proceedings of the meeting. As the meeting was held through video conference as per statutory guidelines, all efforts feasible under the circumstances was made by the company to enable Members to participate and vote on the items being considered in the meeting.

The Chairman welcomed representative of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors and representative of M/s. Kishore Bhatia & Associates, Cost Auditors, the Cost Accountants, participating in the meeting. He also welcomed Mr. D. A. Kamat, Proprietor of M/s. D. A. Kamat & Co., Practicing Company Secretary, the Secretarial Auditor of the Company.

He appreciated the support provided by all the Members to the Company for holding the meeting via VC or OAVM during the pandemic situation.

He began with the proceeding of the meeting as per the notice circulated to the Members of the Company. The Chairman informed that the documents as stated in the Notice and the Explanatory Statement thereto were available for inspection, on request, during the continuance of the Meeting through online mode.

**TATA REALTY AND INFRASTRUCTURE LIMITED**

CIN: U70102MH2007PLC168300

E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033 India.

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He then informed that Notice convening the AGM along with Director Report and Financial statements, had already been circulated to the members, directors, auditors and debenture trustees. With the consent of Members present, the "Notice of the AGM of the Members was considered as read". The Members endorsed the same.

Auditors Report for the Financial Year ended March 31, 2021, had already been circulated. As there was no adverse remarks or observations, with the consent of the members participating in the meeting, the "Auditors report was considered as read". The members endorsed the same.

As per the notice circulated to the members of the Company, I put to vote following agenda items:

**RESOLUTION NO: 1**

**ADOPTION OF AUDITED FINANCIAL STATEMENTS AND THE REPORTS THEREON.**

**A) ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS' AND AUDITOR'S THEREON:**

The Audited Standalone Financial Statements for the year ended March 31, 2021 together with the Reports of the Board of Directors' and Auditor's thereon was circulated with the AGM notice.

He requested the members to propose for adoption.

The Resolution was proposed by Mr. Eruch Kapadia and seconded by Mr. Kersi Bhagat.

The Ordinary Resolution at Item No. 1(A) of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

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**(B) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORT OF THE AUDITOR'S THEREON:**

The Audited Consolidated Financial Statements for the year ended March 31, 2021 together with the Reports of the Auditor's thereon was circulated with the AGM notice.

He requested the members to propose for adoption.

The Resolution was proposed by Mr. Nikhil Kumar and seconded by Mr. Girish Valecha.

The Ordinary Resolution at Item No. 1(B) of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

**RESOLUTION NO: 2**

**TO RE-APPOINT MR. RAJIV SABHARWAL (DIN: 00057333) AS A DIRECTOR OF THE COMPANY, WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

He informed that as per the provisions of the Companies Act, 2013, Mr. Rajiv Sabharwal will retire by rotation at this AGM, being eligible offered himself for re-appointment.

He requested the members to propose for re-appointment.

The Resolution was proposed by Mr. Kersi Bhagat and seconded by Mr. Eruch Kapadia.

The Ordinary Resolution at Item No. 2 of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

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**RESOLUTION NO: 3**

**TO CONSIDER APPOINTMENT OF MRS. SANDHYA KUDTARKAR (DIN: 00021947) AS NON-EXECUTIVE (WOMAN) DIRECTOR.**

He requested the members to propose appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947) as Non-Executive (Woman) Director.

The Resolution was proposed by Mr. Eruch Kapadia and seconded by Mr. Girish Valecha.

The Ordinary Resolution at Item No. 3 of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

**RESOLUTION NO: 4**

**TO APPROVE PAYMENT OF REMUNERATION TO MR. SANJAY DUTT, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:**

He requested the members to propose and approve payment of remuneration to Mr. Sanjay Dutt, Managing Director and Chief Executive Officer of the Company.

The Resolution was proposed by Mr. Eruch Kapadia and seconded by Mr. Kersi Bhagat.

The Special Resolution at Item No. 4 of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

**RESOLUTION NO: 5**

**TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS:**

He requested the members to propose and approve Issuance of Non-Convertible Debentures on Private Placement Basis.

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The Resolution was proposed by Mr. Eruch Kapadia and seconded by Mr. Nikhil Kumar.

The Special Resolution at Item No. 5 of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

**RESOLUTION NO: 6**

**RATIFICATION OF COST AUDITOR'S REMUNERATION:**

He requested the members to propose ratification of Cost Auditor's Remuneration.

The Resolution was proposed by Mr. Kersi Bhagat and seconded by Mr. Erich Kapadia.

The Ordinary Resolution at Item No. 6 of the Notice was put to vote, on a show of hands.

As no member voted against the resolution, it was passed unanimously.

**Vote of thanks:**

The quorum was present through-out the meeting. As there being no other business, I conclude the proceeding of the AGM with thanks to all the members/participants.

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