



TRANSCRIPT OF THE PROCEEDINGS OF THE THIRTEENTH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF TATA REALTY AND INFRASTRUCTURE LIMITED ("THE COMPANY") HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 01.30 P.M. to 01:45 P.M. THROUGH VIDEO-CONFERENCING ('VC') / OTHER AUDIO VIDEO MEANS ('OAVM')

Mr. Banmali Agrawala, Chairman welcomed all the shareholders and participants at Thirteenth Annual General Meeting of Tata Realty and Infrastructure Limited and stated that I am able to see clearly the members participating in the meeting. I thank the representative of Statutory Auditor, Deloitte for participating in this meeting.

Mr. Sudhakar Shetty, Company Secretary informed the receipt of consent from all the 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, I hereby commence the proceedings of the AGM. As the AGM is being 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 AGM.

I could see that all seven shareholders representing 100% of equity share capital have joined the meeting. I thank all the members for the support provided to the Company to hold this meeting via Audio Visual Means during this pandemic situation, so as to follow the COVID 19 related social distancing norms as prescribed by the Government of India.

I wish to inform that Mr. F. N. Subedar, Chairman of Audit Committee and Mrs. Neera Saggi, Independent Director and Member of Nomination and Remuneration Committee ("NRC") acting as representative on behalf of the Chairman of NRC were also present in the meeting as per Statutory requirements. Mr. S. Santhanakrishnan was unable to attend the meeting due to his pre-occupations. Further, the Company has granted wavier for attending the AGM to Secretarial Auditor of the Company as requested by them due to their pre-occupations.

I now start with the proceeding of the meeting as per the notice circulated to the members of the Company:

TATA REALTY AND INFRASTRUCTURE LIMITED

CIN: U70102MH2007PLC168300

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

Tel. 91 22 6661 4444 Fax: 91 22 6661 4452 Website: www.tatarealty.in



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 the members participating in the meeting, we treat the "Notice convening the AGM as read". The members endorse the same.

Auditors Report for the Financial Year ended March 31, 2020, had already been circulated. As there is no adverse remarks or observations, with the consent of the members participating in the meeting, we treat the "Auditors report as read". The members endorse 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, 2020 together with the Reports of the Board of Directors' and Auditor's thereon was circulated with the AGM notice.

Requesting the members to propose for adoption.

Mr. Girish Valecha (**Proposed**)

I, Ms. S. Nageswari, **Second** this resolution.

The Resolution has been proposed by Mr. Girish Valecha and seconded by S. Nageswari.

I now put the Resolution at Item No. 1(A) of the Notice to vote, on a show of hands, as an Ordinary Resolution:

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THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed unanimously.

(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, 2020 together with the Reports of the Auditor's thereon was circulated with the AGM notice.

Requesting the members to propose for adoption.

Mr. Girish Valecha (**Proposed**)

I, Mr. Nikhil Kumar, **Second** this resolution.

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

I now put the Resolution at Item No. 1(B) of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed unanimously.

Since I am interested in next resolution, I hereby vacate the chair and will not participate and propose to appoint Mr. Sanjay Dutt as chairman for next item.

Mr. Sanjay Dutt took the chair and continued with proceeding of the AGM after ascertaining the quorum.

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RESOLUTION NO: 2

TO RE-APPOINT MR. BANMALI AGRAWALA (DIN: 00120029) AS A DIRECTOR OF THE COMPANY, WHO IS LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

As required under the Companies Act, 2013, Mr. Banmali Agrawala will retire by rotation at this AGM, being eligible offered himself for re-appointment.

Requesting the members to propose for re-appointment. May I have proposer and Seconder?

Mr. Nikhil Kumar (**Proposed**)

I, Mr. Chetan Nage, **Second** this resolution.

The Resolution has been proposed by Mr. Nikhil Kumar and seconded by Mr. Chetan Nage.

I now put the Resolution at Item No. 2 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed unanimously.

I hereby vacate the chair and request Mr. Banmali Agrawala to take the chair and continue with the proceedings of the meeting.

Mr. Banmali Agrawala took the chair and continued with the proceedings of AGM for following items of notice after ascertaining the quorum:

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RESOLUTION NO. 3:

RATIFICATION OF COST AUDITORS REMUNERATION:

The draft resolution has already been given in the notice calling meeting. Requesting the members to propose for re-appointment.

Mr. Nikhil Kumar (**Proposed**)

I, Mr. Erich Kapadia, **Second** this resolution.

The Resolution has been proposed by Mr. Nikhil Kumar and seconded by Mr. Erich Kapadia.

I now put the Resolution at Item No. 3 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed unanimously.

RESOLUTION NO.4:

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

The draft resolution has already been given in the notice calling meeting. Requesting the members to propose for re-appointment.

Mr. Erich Kapadia (**Proposed**)

I, Mr. Girish Valecha, **Second** this resolution.

The Resolution has been proposed by Mr. Erich Kapadia and seconded by Mr. Girish Valecha.

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I now put the Resolution at Item No. 4 of the Notice to vote, on a show of hands, as Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution 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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