



TRIL IT4 PRIVATE LIMITED

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting of the Members of TRIL IT4 Private Limited will be held on Monday, September 28, 2020 at 02:30 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, 2020, together with the Reports of the Board of Directors and the Auditors' thereon.
2. To re-appoint Mr. Sanjay Sharma (DIN: 00332488) as a Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider appointment of Mr. Abhijeet Maheshwari as Manager:

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 section 196, 197, 203(1) read with Schedule V of the Companies Act, 2013, (the Act), and the rules made thereunder and such other applicable provisions, if any, (including any statutory modification and re-enactment thereof), approval of the Members of the Company be and is hereby accorded to appoint Mr. Abhijeet Maheshwari as Manager of the Company and be considered as Key Managerial Personnel in terms of section 203 of the Act, with effect from April 17, 2020, upon the following terms and conditions of appointment:

Date of Appointment:	- April 17, 2020
Tenure:	- 5 years
Reporting to:	- Board of Directors
Remuneration:	- No remuneration to be paid

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 is hereby authorized to alter and vary the terms and conditions of such appointment and/or agreement in such manner as the Board may deem fit and as may be acceptable to Mr. Abhijeet Maheshwari, Manager.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and things as may be necessary for expedient thereto to give effect to aforesaid resolution.”

4. To consider appointment of Mr. Kamlesh Parekh as an Independent Director:

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 149, 150, 152 read with Schedule IV 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. Kamlesh Parekh (DIN: 00059140), who was appointed as an Additional Director by the Board of Directors with effect from May 18, 2020 and is eligible for appointment as Independent Director and in respect of whom the Company has 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 an Independent Director of the Company, not liable to retire by rotation, for a term commencing from May 18, 2020 till May 17, 2023.

RESOLVED FURTHER THAT the Board of Directors 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”.

5. To consider appointment of Mrs. Sandhya Kudtarkar as an Independent Director:

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 149, 150, 152 read with Schedule IV 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

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approvals as may be required, Mrs. Sandhya Kudtarkar (DIN: 00021947), who was appointed as an Additional Director by the Board of Directors with effect from May 18, 2020 and is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from May 18, 2020 till May 17, 2023.

RESOLVED FURTHER THAT the Board of Directors 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”.

Place: Mumbai

Date: September 26, 2020

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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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 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 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 Monday, September 28, 2020 at 02:30 p.m. (IST). The deemed venue for the 6th 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.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item No. 3, 4 & 5 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, 4 & 5 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.

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7. The Company shall provide the required link to attend the 6th 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 30 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 AGM along with the Annual Report for the financial year 2019-20, 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 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. In case of joint holders attending the AGM, 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 AGM. The document shall be shared by a screen share option in electronic mode.
18. In case of a poll on any resolution at the AGM, members are requested to convey their vote at the following designated Email ID – jagatpalsingh@tatarealty.in.
19. Since the AGM will be held through VC/OAVM, The Route Map is not annexed in this Notice.

Place: Mumbai

Date: September 26, 2020

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. 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	Mr. Sanjay Sharma
Age	53 years
Qualification	Mechanical Engineer from National Institute of Technology Surathkal, Karnataka and a Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad (IIM-A)
Experience	26 years
Terms and Conditions of Re-Appointment	Not Applicable
Remuneration (Proposed)	NIL
Remuneration (Drawn)	NIL
Date of First Appointment	October 22, 2018
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	Two
Other Directorships	1- Mikado Realtors Private Limited 2- Kolkata-One Excelton Private Limited 3- Promont Hilltop Private Limited 4- Princeton Infrastructure Private Limited 5- Smart Value Homes (Peenya Project) Private Limited 6- Kriday Realty Private Limited 7- Sector 113 Gatevida Developers Private Limited 8- TRIL Roads Private Limited 9- Land kart Builders Private Limited 10- Pune Solapur Expressways Private Limited

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ITEM NO. 3:

The Board of directors of the company at their meeting held on April 17, 2020, appointed Mr. Abhijeet Maheshwari as Manager of the Company for a period of five years effective from April 17, 2020 pursuant to Section 203 of the Companies Act, 2013 and the rules made thereunder. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof. The said appointment was made subject to approval of members at general meeting on the following terms:

Date of Appointment:	- April 17, 2020
Tenure:	- 5 years
Reporting to:	- Board of Directors
Remuneration:	- No remuneration to be paid

Additional 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:

Age	39 years
Qualification and Experience	B.E. (Electronics) – NIT Jaipur and Management Graduate from Faculty of Management Studies, University of Delhi. He has very rich experience and has been associated with the Group for more than 10 years.
Terms and Conditions of Re-Appointment	Not Applicable
Remuneration (Proposed)	NIL
Remuneration (Drawn)	NIL
Date of First Appointment	April 17, 2020
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	One
Other Directorships	NIL

The Board recommends the Special Resolution set out at Item No.3 of the Notice for approval of the Members.

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

ITEM NO. 4:

Pursuant to the provisions of Section 149 of the Act, the Group Senior Management was in the process of shortlisting the right candidates to be appointed as an Independent Directors who have sound domain knowledge in the areas relevant to the Company, including Real Estate Area. Accordingly, the Board of Director of the Company has, approved the appointment of Mr. Kamlesh Parekh (DIN: 00059140), as an Additional Director in the category of Independent Director, subject to the approval of Members w.e.f. May 18, 2020, pursuant to provisions of Section 149 and 161 of the Companies Act, 2013 (the Act) read with Rules framed thereunder.

The Company has received consent and eligibility letter from Mr. Kamlesh Parekh as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder. 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 Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Kamlesh Parekh, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and are independent of the management. Notice under Section 160 of the Act has been received from the Member proposing his appointment as Director of the Company.

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

Age	65 years
Qualification	CAIIB from Indian Institute of Banking; and L.L.B & B.SC from University of Mumbai.
Experience	<ul style="list-style-type: none">• Seasoned professional with over 40 years of experience providing senior executive leadership in the legal & compliance functions of the NBFCs of Tata Group• Expertise in stressed account recovery, litigation, compliance regulations, and arbitration in the Banking/ NBFC sector• Extensive network of CXOs, lawyers, business heads as well as key stakeholders in the judicial framework across India• Track record of not having lost a single case in the entire career through unique combination of negotiation skills, leadership capability and demonstrated experience in mitigating legal risks and incorporating compliance frameworks
Terms and Conditions of Re-Appointment	As per the Companies Act, 2013
Remuneration	NIL

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(Proposed)	
Remuneration (Drawn)	NIL
Date of First Appointment	May 18, 2020
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	One
Other Directorships	1) India Emerging Companies Investment Limited 2) Inshaallah Investments Limited 3) Niskalp Infrastructure Services Limited
Chairman/Membership in other committees* of the Board	1. Member of Audit Committee & Nomination and remuneration Committee - Inshaallah Investments Limited; 2. Member of Audit Committee & Nomination and remuneration Committee - Niskalp Infrastructure Services Limited

A copy of the draft Letter of Appointment for Independent Director and such other documents are available for inspection through electronic mode.

The Board recommends the Ordinary resolution in relation to appointment of Mr. Kamlesh Parekh as an Independent Director for period upto 3 (three) consecutive years with effect from May 18, 2020 for the approval by the Members of the Company.

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

ITEM NO. 5:

Pursuant to the provisions of Section 149 of the Act, the Group Senior Management was in the process of shortlisting the right candidates to be appointed as an Independent Directors who have sound domain knowledge in the areas relevant to the Company, including Real Estate Area. Accordingly, the Board of Director of the Company has, approved the appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947), as an Additional Director in the category of Independent Director, subject to the approval of Members w.e.f. May 18, 2020, pursuant to provisions of Section 149 and 161 of the Companies Act, 2013 (the Act) read with Rules framed thereunder.

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The Company has received consent and eligibility letter from Mrs. Sandhya Kudtarkar as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder. The Company has also received a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mrs. Sandhya Kudtarkar, fulfils the criteria of Independence as specified under Section 149 of the Companies Act, 2013 and are independent of the management. Notice under Section 160 of the Act has been received from the Member proposing her appointment as Director of the Company.

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

Age	62 years
Qualification	She is a Qualified Chartered Accountant from ICAI & Qualified Company Secretary from ICSI.
Experience	She has worked with the Tata Group since March 1982. Having held various positions in the Secretarial function with Tata Steel, she was the Company Secretary of Tata Steel from June 1994 till October 2001 when she moved to the Group Legal Department. She retired from Tata Services Ltd from the position of Sr. Vice President - Legal Services in April 2018.
Terms and Conditions of Re-Appointment	As per the Companies Act, 2013
Remuneration (Proposed)	NIL
Remuneration (Drawn)	NIL
Date of First Appointment	May 18, 2020
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	One
Other Directorships	<ol style="list-style-type: none"> 1) TS Investments Limited 2) Tata International Limited 3) Universal Comfort Products Limited 4) Rohini Industrial Electricals Limited 5) Panatone Finvest Limited 6) Indian Rotorcraft Limited 7) Fiora Business Support Services Limited

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	8) Nahar Retail Trading Services Limited 9) Tata International West Asia DMCC
Chairman/Membership in other committees* of the Board	1. Member of Corporate Social Responsibility Committee - TS Investments Limited; 2. Member of Audit Committee & Nomination and remuneration Committee - Panatone Finvest Limited 3. Member of Audit Committee & Nomination and remuneration Committee - Indian Rotorcraft Limited 4. Member of Audit Committee & Risk Management Committee - Tata International Limited 5. Member of Corporate Social Responsibility Committee - Rohini Industrial Electricals Limited; 6. Member of Audit Committee - Universal Comfort Products Limited

A copy of the draft Letter of Appointment for Independent Director and such other documents are available for inspection through electronic mode.

The Board recommends the Ordinary resolution in relation to appointment of Mrs. Sandhya Kudtarkar as an Independent Director for period upto 3 (three) consecutive years with effect from May 18, 2020 for the approval by the Members of the Company.

None of the directors and/or key managerial personnel their relatives except Mrs. Sandhya Kudtarkar, are concerned or interested, financially or otherwise, in the above Resolution.

Place: Mumbai

Date: September 26, 2020

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)