



**TRANSCRIPT/SUMMARY OF THE PROCEEDINGS OF THE MEETING OF THE MEMBERS OF TATA REALTY AND INFRASTRUCTURE LIMITED HELD PURSUANT TO ORDER DATED 12<sup>TH</sup> MARCH, 2020 AND 2<sup>ND</sup> NOVEMBER, 2020 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL ("NCLT"), MUMBAI BENCH ON MONDAY, JULY 26, 2021 AT 02.00 P.M. TO 02:17 P.M. THROUGH VIDEO-CONFERENCING OR OTHER AUDIO VIDEO MEANS ('VC or OAVM')**

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Mr. Sudhakar Shetty, Vice President & Company Secretary of the Company, welcomed the Members attending the Meeting of the Company, convened in compliance with the order dated 12<sup>th</sup> March, 2020 and 2<sup>nd</sup> November, 2020 ("Said Orders") of the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench ("Tribunal Convened Meeting"), in Company Application No. C.A. (C.A.A.) No. 702/MB/2019 and as per applicable procedure prescribed in the General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 39/2020 dated December 31, 2020 (collectively referred to as "MCA Circulars"), through Video Conferencing or Other Audio Visual Means ("VC or OAVM"), for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation between MIA Infrastructure Private Limited, Wellkept Facility Management Services Private Limited, Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited ("Transferors Company") and Tata Realty and Infrastructure Limited ("Transferee Company") and their respective shareholders and creditors on a going concern basis, under the provisions of Sections 230 to 232 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act and rules framed thereunder ("Scheme").

Mr. Shetty informed that total 5 (Five) Members attended the Meeting as per the records of the attendance and requested Mr. Sanjay Dutt, Chairman of the meeting appointed by the Hon'ble NCLT to proceed with the meeting.

Mr. Sanjay Dutt, Chairman of the meeting took the chair and welcomed all the Members and participants at Tribunal Convened Meeting of the Members of Tata Realty and Infrastructure Limited. He further informed that other Directors were unable to attend the meeting due to their pre-occupations. He also informed that Mr. Sanjay Sharma, Chief Financial Officer and Mr. Sudhakar Shetty, Company Secretary was present in the Meeting.



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CIN: U70102MH2007PLC168300

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After confirming that the requisite quorum was present for the Tribunal Convened Meeting 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 (ICSI Membership No: 3843, COP: 4965), the Secretarial Auditor of the Company, who was also appointed by Hon'ble NCLT, Mumbai Bench, as the Scrutinizer for the Meeting.

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.

He then informed that Notice convening the Tribunal Convened Meeting was circulated to the Members including Auditors, Debenture Trustee and to other concerned parties. With the consent of Members present, the "Notice of the Tribunal Convened Meeting of the Members was considered as read". The Members endorsed the same.

In compliance with the provision of Companies Act, 2013 read with applicable MCA Circulars, the Chairman proposed the following resolution to the Members present at the meeting for their approval by way of show of hands:



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**SPECIAL RESOLUTION:**

**Approval of the Scheme of Amalgamation between MIA Infrastructure Private Limited, Wellkept Facility Management Services Private Limited, Acme Living Solutions Private Limited and TRIF Gurgaon Housing Projects Private Limited (“Transferors Company”) and Tata Realty and Infrastructure Limited (“Transferee Company”) and their Respective Shareholders and Creditors.**

He briefed the Members that the objective of the Resolution was to comply with the requirement of the Companies Act, 2013 and Rules framed thereunder and explained about the various benefits attached to the Scheme of Amalgamation post implementation, which would help:

- a. Reduction in administrative cost and multiple layer inefficiencies, so as to achieve operational and management efficiency;
- b. Reduction in overlaps which are necessarily involved in running multiple entities;
- c. Cost savings are expected to flow from more focused operational efforts, rationalization, standardization, and simplification of business processes;
- d. Elimination of duplication, and rationalization of administrative expenses; and
- e. Simplifying corporate governance procedures, resulting in structural efficiency, better utilization of capital and a simplified business structure.

He requested the Members to propose and second the resolution.

The Resolution was proposed by Mr. Erich Kapadia, acting as representative on behalf of Tata Sons Private Limited and Seconded by Mr. Kersi Bhagat, the Member of the Company.

Further, he requested the Members present to vote individually on the Resolution in respect of their value and all the Members have voted in favour of the resolution



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Then, Mr. Sudhakar Shetty, Company Secretary briefed the Members present at the meeting about the declaration of voting results. He also informed that the declared Results along with the report of the Scrutinizer shall be placed on the website of the Company at [www.tatarealty.in](http://www.tatarealty.in) under Investor Info and on the notice board of the Company.

The Chairman informed that quorum was present through-out the meeting. As there being no other business, the Chairman concluded the proceeding of the meeting with thanks to all the Members and participants.

The Scrutinizer, Mr. D. A. Kamat, scrutinized the voting so conducted at the meeting by way of show of hands. The Scrutinizer's Report was received on Monday, July 26, 2021 at 06:15 p.m. and as set out therein, the resolution has been passed unanimously in respect of their entire outstanding value. Based on the Scrutinizer's Report, the Chairman declared that the aforesaid business as contained in the Notice dated June 21, 2021 for the meeting of Members of the Company was duly approved with the requisite majority by the Members of the Company through show of hands.



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