



## NOTICE

Notice is hereby given that the 23<sup>rd</sup> Extra-Ordinary General Meeting of the Members of Tata Realty and Infrastructure Limited will be held on Tuesday, December 21, 2021 at 02:00 p.m. (IST) at shorter notice through Video Conferencing / Other Audio Visual Means to transact the following business:

### **Special Business:**

#### **1. To consider and approve divestment/transfer of 100% stake/securities of Durg Shivnath Expressways Private Limited:**

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

“**RESOLVED THAT** pursuant to Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”), the Companies Act, 2013 and the rules made thereunder, the Memorandum and Articles of Association of the company and subject to such other approvals, permissions and sanctions, as may be necessary, consent of the members be and is hereby accorded to divest and sell 100% stake/securities of Durg Shivnath Expressways Private Limited (DSEPL), Material Subsidiary Company, to Indian Highways Concession Trust and cease to exercise control over DSEPL at such time and on such terms and conditions as may be stipulated in Securities Purchase Agreement entered into between TRIL Roads Private Limited, Wholly Owned Subsidiary (“Seller”), DSEPL and Indian Highways Concession Trust (“Purchaser”).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to finalise and execute such agreements, deeds and all such documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.”

#### **2. To consider and approve divestment/transfer of 100% stake/securities of TRIL Infopark Limited:**

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

**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](http://www.tatarealty.in)



**“RESOLVED THAT** pursuant to Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”), the Companies Act, 2013 and the rules made thereunder, the Memorandum and Articles of Association of the company and subject to such other approvals, permissions and sanctions, as may be necessary, consent of the members be and is hereby accorded to divest and sell 100% stake/securities of TRIL Infopark Limited (TIL), Material Subsidiary Company, to Inforpark Properties Limited (IPL), Wholly Owned Subsidiary, at such time and on such terms and conditions as may be stipulated in that behalf and agreed to between the Company, TIL and IPL.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to finalise and execute such agreements, deeds and all such documents, instruments or writings as may be necessary, proper, desirable or expedient as they may deem fit and to do all such acts, deeds and things and give such directions, as may be deemed necessary, desirable or expedient, to give effect to this resolution.”

CIN: U70102MH2007PLC168300

Place: Mumbai

Date: December 20, 2021

Registered Office: E Block, Voltas  
Premises, T B Kadam Marg,  
Chinchpokli, Mumbai - 400033

By order of the Board

For **Tata Realty and Infrastructure Limited**

**Sudhakar Shetty**

Company Secretary

(ICSI Membership No.: A13200)



**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 Extra Ordinary general meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No. 21/2021 dated December 14, 2021, 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 Extra Ordinary General Meeting ("EGM") 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 EGM of the Company is being held through VC / OAVM on Tuesday, December 21, 2021 at 02:00 p.m. (IST). The deemed venue for the 23<sup>rd</sup> EGM will be the registered office of the Company E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai - 400033.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM 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 EGM 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 EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the EGM 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 EGM 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 EGM.
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. 1 and 2 of the accompanying Notice, are 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.1 and 2 of the Notice is annexed hereto.



7. The Company shall provide the required link to attend the 23<sup>rd</sup> EGM 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 Representatives, as the case may be, to attend the EGM via VC or OAVM. In case, any Members/Authorized Representatives, as the case may be, need any assistance with using the technology, can contact the Company at following email id: [sudhakarshetty@tatarealty.in](mailto:sudhakarshetty@tatarealty.in) or call during the business hours at 022 6661 4444.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by clicking on the invitation link which has been provided separately while circulation of notice.
9. In compliance with the aforesaid MCA Circulars Notice of the EGM along with the supporting documents, if any, 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](http://www.kfintech.com) in case the shares are held in physical form, quoting their 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](http://www.kfintech.com).
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 electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
13. 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").
14. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [sudhakarshetty@tatarealty.in](mailto:sudhakarshetty@tatarealty.in) the conclusion of the Meeting. The Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no./DP ID and Client ID), to the date of the EGM by email at [sudhakarshetty@tatarealty.in](mailto:sudhakarshetty@tatarealty.in).
15. 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 EGM. Members who wish to inspect the same can send an email to [sudhakarshetty@tatarealty.in](mailto:sudhakarshetty@tatarealty.in) up to the conclusion of the Meeting.



16. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, members are requested to convey their vote at the following designated Email ID – [sudhakarshetty@tatarealty.in](mailto:sudhakarshetty@tatarealty.in).
17. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

CIN: U70102MH2007PLC168300

Place: Mumbai

Date: December 20, 2021

Registered Office: E Block, Voltas  
Premises, T B Kadam Marg,  
Chinchpokli, Mumbai - 400033

By order of the Board  
For **Tata Realty and Infrastructure Limited**

**Sudhakar Shetty**  
Company Secretary  
(ICSI Membership No.: A13200)



## **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 Item of the accompanying Notice.

### **Item No. 1:**

As part of restructuring, the Management proposed to divest and sell 100% stake/securities of Durg Shivnath Expressways Private Limited (DSEPL), Material Subsidiary Company, to Indian Highways Concession Trust ("Purchaser") and cease to exercise control over DSEPL at such time and on such terms and conditions as may be stipulated in Securities Purchase Agreement entered into between TRIL Roads Private Limited, Wholly Owned Subsidiary ("Seller"), DSEPL and Purchaser. The same was approved by the Board at its meeting held on September 17, 2021.

Post the above restructuring, DSEPL shall become a Subsidiary of Purchaser and the Company's holding in DSEPL will be NIL.

Pursuant to Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, a listed company shall not dispose of shares in its material subsidiary resulting in reduction of its overall shareholding to less than 50% or cease to exercise control over subsidiary without passing special resolution in general meeting.

In terms of the aforesaid Listing Regulation, the Company is required to seek shareholders' approval to sell 100% stake/securities and cease the exercise of control over DSEPL.

The Directors recommend the Resolution of the accompanying Notice, for the approval of the shareholders of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel(s) of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

### **Item No. 2:**

As part of restructuring, the Management proposed to divest and sell 100% stake/securities of TRIL Infopark Limited (TIL), Material Subsidiary Company, to Inforpark Properties Limited (IPL), Wholly Owned Subsidiary, at such time and on such terms and conditions as may be stipulated in that behalf and agreed to between the Company, TIL and IPL. The same was approved by the Board at its meeting held on October 28, 2021.

Post the above restructuring, TIL would become a Wholly Owned Subsidiary of IPL.



Pursuant to Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, a listed company shall not dispose of shares in its material subsidiary resulting in reduction of its overall shareholding to less than 50% or cease to exercise control over subsidiary without passing special resolution in general meeting.

In terms of the aforesaid Regulation, the Company is required to seek shareholders' approval to sell 100% stake/securities of TIL to IPL.

The Directors recommend the Resolution of the accompanying Notice, for the approval of the shareholders of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel(s) of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

CIN: U70102MH2007PLC168300

Place: Mumbai

Date: December 20, 2021

Registered Office: E Block, Voltas  
Premises, T B Kadam Marg, Chinchpokli,  
Mumbai - 400033

By order of the Board

For **Tata Realty and Infrastructure Limited**

**Sudhakar Shetty**

Company Secretary

(ICSI Membership No.: A13200)