



NOTICE OF 42ND ANNUAL GENERAL MEETING

NOTICE is hereby given that 42nd Annual General Meeting of Tata Housing Development Company Limited will be held on Tuesday, 28th day of September, 2021 at 3.00 p.m. at Bombay House, 2nd Floor, Meeting Room No. 201, Homi Mody Street, Fort, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt:**

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of Auditors thereon.

2. To appoint a Director in place of Mr. Venkataramanan Krishnamoorthy (DIN: 01728072), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Payment of remuneration to Mr. Sanjay Dutt, Managing Director of the Company for the period from April 1, 2021 to March 31, 2023:**

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 Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded to reimburse the remuneration of up to 60% of the remuneration being paid by Tata Realty and Infrastructure Limited ("TRIL") to Mr. Sanjay Dutt (DIN: 05251670) as a Managing Director and Chief Executive Officer of the TRIL, who is also Managing Director of the Company, for the period from April 1, 2021 to March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that

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CIN: U45300MH1942PLC003573

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may be required, for and on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

4. Ratification of Cost Auditor’s Remuneration:

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2,47,500/- (Rupees Two Lakh Forty Seven Thousand Five Hundred Only) plus applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Vinod C. Subramaniam & Co, Cost Accountants (Firm registration No.: 102395), who are appointed by the Board of Directors as the Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2021-22.”

5. Approve the issue of Non-Convertible Debentures on Private Placement Basis:

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

“**RESOLVED THAT** in supersession of earlier Resolution passed at the 41st Annual General Meeting of the Members of the Company held on January 29, 2021 and pursuant to the provisions of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter to be referred as the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, both as amended from time to time, and subject to all other applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Securities and Exchange Board of India (“SEBI”), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended if applicable and the enabling provisions of the listing agreements entered / to be entered into with the Stock Exchanges where the securities of the Company be listed (the “Stock Exchanges”), and subject to the applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Reserve Bank of India (“RBI”), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority or any other authorities, as may be required (the “Appropriate Authority”) and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the

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Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or any other persons authorized by the Board, to exercise its powers including the powers conferred by this Resolution), subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members from time to time under Section 180(1)(c) of the Act, consent of the Members of the Company be and is hereby accorded to the Board of Directors for making offer(s) or invitations to subscribe to rated, redeemable, cumulative/non-cumulative, listed/unlisted Non-Convertible Debentures/Bonds (hereinafter collectively referred as "NCDs") up to an amount of Rs.2,300 Crore (Rupees Two Thousand Three Hundred Crore only) on private placement basis to eligible entities, bodies corporate, companies, banks, Qualified Institutional Buyers, financial institutions and any other categories of investors ("Eligible Investors") permitted to invest in the NCDs under applicable laws, in one or more series/tranches, during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board or any Committee authorized by the Board or any person(s) authorized by the Board, may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized, on behalf of the Company, to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, interest rate, par/premium/discount, unlisted/listing (in India or overseas) and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in respect of the borrowings aforesaid and to execute all documents and writing as may be necessary, proper, desirable or expedient."

6. To increase the Authorised Share Capital of the Company:

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

RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 (hereinafter to be referred as the "Act") and the relevant Rules made thereunder read with the Memorandum and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 1000 Crore (Rupees One Thousand Crore Only) divided into 100 Crore Equity Shares of Rs.10 each to Rs.2000 Crore (Rupees Two Thousand Crore Only) divided into 200 Crore Equity Shares of Rs.10 each.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions of the Act and the relevant Rules made thereunder, the Clause V of the Memorandum of Association of the Company be substituted by the words and figures given as follows:

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Clause V.: The Authorized Share Capital of the Company is Rs.2000 crore (Rupees Two Thousand Crore Only) divided into 200 crore Equity Shares of Rs.10 each, with the rights, privileges and conditions attaching thereto as may be provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

**By order of the Board of Directors
For Tata Housing Development Company Limited**




**Ritesh Kamdar
Company Secretary
ICSI Membership No.: A20154**

Place: Mumbai

Date: September 1, 2021

Registered Office:

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Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under item nos. 3, 4, 5 and 6 set out above and the relevant details of the Directors seeking re-appointment/change in remuneration at this Annual General Meeting ('AGM'/ 'the meeting') in respect of business under item nos. 2 and 3 as required under the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto.
2. **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. THE DULY COMPLETED AND SIGNED INSTRUMENT APPOINTING PROXY AS PER THE FORMAT INCLUDED IN THE ANNUAL REPORT SHOULD BE RETURNED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE AGM. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.** A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
4. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Act, the Register of Contracts or Arrangement in which the Directors are interested as maintained under Section 189 of the Act and relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 1:00 p.m. (IST) up to the date of the meeting and also at the AGM venue during the meeting.
5. The Members may avail the facility of nomination in terms of Section 72 of the Act read with Rule 19 (1) of the Companies (Share Capital and Debenture) Rules, 2014, by nominating in the Form SH 13, any person to whom his/ their shares in the Company shall vest in the event of death of shareholder(s). SH-13 to be submitted in the duplicate with the Company.

The format of the Register of Members prescribed by the Ministry of Corporate Affairs ("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 the Company are requested to submit the details to their respective Depository Participant.

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6. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting. Further, 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. /DP ID - Client ID), at least 3 working days prior to the date of AGM at riteshkamdar@tatarealty.in.
7. To support the 'Green Initiative', the Members who have not yet registered their email addresses or updated their email addresses, are requested to register the same with their Depository Participants ("DPs"). The members who are desirous of receiving the Annual Report may write to the Company's RTA for a copy of the same.

Notice of the AGM along with the Annual Report 2020–21 is being sent by electronic mode to those Members whose email addresses are registered with the Company, unless any Member has requested for a physical copy of the same.
8. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM are annexed hereto.
9. The Company had filed a Petition with the Honorable High Court at Bombay in the matter of the Scheme of Re-construction. The High Court approved the same vide order dated February 15, 1980. Subsequently, AGM was held on October 22, 1980 which is numbered as the first AGM post reconstruction as mentioned above. Thereafter, the AGMs of the Company are chronologically numbered.
10. The Members may note that the Annual Report for FY 2020-21 would be made available on the Company's website viz. www.tatarealty.in and on the website of BSE Limited at www.bseindia.com.

By order of the Board
For Tata Housing Development Company Limited




Ritesh Kamdar
Company Secretary
ICSI Membership No.: A20154

Place: Mumbai

Date: September 1, 2021

Registered Office:

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 2:

The brief profile of Mr. Venkataramanan Krishnamoorthy (DIN: 01728072) in terms of Secretarial Standard- 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure A.

Item No. 3

The Board of Directors, at its Meeting held on March 19, 2018, on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mr. Sanjay Dutt (DIN: 05251670), as an Additional Director of the Company with effect from April 1, 2018 and also appointed him as Managing Director and Chief Executive Officer ("MD & CEO") of the Company effective the same date, for a period of five years, subject to the approval of the Members. Accordingly, at the 39th AGM of the Company held on September 28, 2018, the Shareholders had approved the appointment of Mr. Dutt as Managing Director, designated as Chief Executive Officer of the Company for a period of 5 years commencing from April 1, 2018 to March 31, 2023.

However, pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, though, the appointment of Mr. Dutt was approved for 5 years but in view of loss or inadequacy of profits, the maximum permissible approval for payment of remuneration which was sought was for 3 years i.e. from April 01, 2018 to March 31, 2021.

Further, pursuant to provisions of Sections 197, 198, read with Schedule V and all other applicable provisions of the Act, in the event of loss or inadequacy of profits in any financial year, the Company is permitted to pay to the Managerial personnel, the remuneration only up to the ceiling limits as specified in Schedule V to the Act. Any remuneration paid/payable to the Managerial personnel in excess of the prescribed limits shall be subject to the Members' approval by way of a special resolution.

Due to overall economic slowdown in the country, in the ongoing Covid-19 Pandemic, the Housing sector, is currently experiencing slow growth. The demand for residential assets has not picked-up the required momentum. The Company has been making necessary efforts to improve its performance, pick up on construction and has been aggressively pursuing and implementing its strategies and has taken steps for cost reduction. The positive results of these initiatives had been demonstrated in the past 3 years and are expected to further accelerate in the coming years under the leadership of Mr. Dutt.

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During the financial year ended March 31, 2021, the Company recorded a Loss before Tax of Rs. 265.67 Crore and Loss after Tax of Rs. 292.80 Crore. Owing to the above factors, the financial performance of the Company for the FY 2020-21 has resulted in inadequate profits under Section 198 of the Act, for payment of managerial remuneration.

In view of the above, based on the recommendation of the NRC, the Board of Directors at its Meeting held on March 25, 2021, approved the payment of remuneration as proposed in the Item No. 3 of the Notice and confirmed the same is in the interest of the Company.

In pursuance of the above, approval of Members is being sought for reimbursement of 60% remuneration being paid by Tata Realty and Infrastructure Limited (TRIL) to Mr. Dutt for a period of two years i.e. from April 1, 2021 to March 31, 2023, with requisite disclosures in this regard.

Mr. Dutt, in addition to his role as Managing Director and CEO of the Company, would also oversee the operations of TRIL, a fellow subsidiary company of the Company and also of such other company as the Board may direct.

Brief profile of Mr. Dutt is as under:

Prior to joining the Company, Mr. Dutt was CEO of Ascendas-Singbridge's India operation and Private Funds, where he was responsible for managing the Real Estate asset management, development, and acquisition predominantly in the space of IT SEZ/Parks and Industrial Township. Previously, Mr. Dutt served as Managing Director at Cushman & Wakefield (India), CEO (Business) of JLL. Early on in his career, he had done noticeable stints at Cushman & Wakefield and CBRE.

Mr. Dutt has over 27 years of experience in Real Estate sector with various International Real Estate Developers and property consultants. He brings with him extensive experience in real estate strategic planning, development, re-development, leasing, new acquisitions and asset management business across geographies of India.

He holds a Post-Graduate Degree in Marketing and HR from the International Management Institute. He is a Governing Council member of Royal Institute of Chartered Surveyors (RICS), Advisory Council member of GRI & GBCI, and member of CoreNet Global.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT:

I. GENERAL INFORMATION:

(1) Nature of Industry – Development of Real Estate

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(2) Date or expected date of commencement of commercial operation – The Company was incorporated on 19th March, 1942. The Company had since commenced its business.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

(4) Financial performance based on given indicators:

(Rs. in Crores)

Particular	FY 2018-19	FY 2019-20	FY 2020-21
Turnover and other income	1,407.69	924.47	1,088.24
Net Profit/(loss) after tax as per P&L Account	(116.24)	(989.95)	(292.80)
Excess of expenditure over income in so far as such excess has not been deducted.	-	-	-
Profit/(Loss) as computed under Section 198 of the Act	(146.12)	(740.57)	(257.30)

(5) Foreign investments or collaborators, if any – The Company through its subsidiary Companies executing projects in Sri Lanka and Maldives and have accordingly made investment in special purpose vehicles formed for the purpose. The quantum of investment being made in this regard had been provided in the audited financials of the Company for the FY 2020-21.

II. A) INFORMATION ABOUT MR. SANJAY DUTT, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER:

(1) Background details

- (i) Name : Mr. Sanjay Bhupender Dutt
(ii) Designation : Managing Director and Chief Executive Officer
(iii) Father's name : Mr. Bhupinder Dutt
(iv) Nationality : Indian
(v) Date of birth : June 16, 1966
(vi) Qualification : Mr. Dutt holds a Post-Graduate Degree in Marketing and HR from the International Management Institute.
(vii) Experience : More than 27 years

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Mr. Dutt has experience in Real Estate sector with various reputed International Real Estate Developers and property consultants. He brings with him extensive experience in real estate strategic planning, development, re-development, leasing, new acquisitions and asset management business across geographies of India.

(2) Past remuneration: For period of past three financial years i.e. from April 01, 2018 to March 31, 2021 is Rs.21,74,34,154/-*. The yearly bifurcation is as follows:

Particulars	Amount (in Rs.)*
FY 2018-19	7,80,68,896
FY 2019-20	7,17,63,736
FY 2020-21	6,76,01,522

*60% of abovementioned remuneration was reimbursed to Tata Realty and Infrastructure Limited, a fellow subsidiary company of the Company.

(3) Recognition or awards: Nil

(4) Job profile and his suitability:

a) Job profile: Mr. Dutt as Managing Director (MD) and Chief Executive Officer (CEO) of the Company, would contribute significantly in the progress of the Company. As a MD and CEO, he is in-charge of the management of the Company's affairs. He gives directions to ensure that business plans of the Company are met. He would monitor the progress of the Company.

Further, as per the instructions of the Board of Directors, he is also overseeing the operations of Tata Realty and Infrastructure Limited (TRIL), a fellow subsidiary of the Company. Further 60% of his remuneration would be reimbursed to TRIL.

b) His suitability: Considering the qualifications and experience, Mr. Dutt is suitable for this profile.

(5) Remuneration proposed: To reimburse Tata Realty and Infrastructure Limited (TRIL), the 60% of the total yearly remuneration paid by TRIL as may be decided by the Board including any Committee thereof from time to time.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The remuneration of Mr. Dutt was commensurate with the remuneration packages paid to similar senior level appointees in other companies. The proposed benefits are being paid considering the significant contribution which would be made by Mr. Dutt during his tenure.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, Mr. Dutt does not have any other pecuniary relationship with the Company and its managerial personnel.

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III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

- General slowdown in Real Estate Sector in India owing to COVID-19 pandemic.
- Slow-down in real estate industry have negative impact on sales of residential flats
- Due to COVID 19 pandemic construction activity at project level is slow down which has effect in other income

(2) Steps taken or proposed to be taken for improvement:

- Continuous efforts are being made to explore newer opportunities to increase the income level; and
- Measures taken for cost reduction towards operating expenditures.

(3) Expected increase in productivity and profits in measurable terms:

- The management is evaluating various options not restricted to bulk sale; and
- In the coming years, various steps will be taken to control cost and improve profitability, which are currently not quantifiable in measurable terms.

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

The details in terms of Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is provided in Annexure A.

Other than Mr. Sanjay Dutt, none of the Directors or Key Managerial Personnel 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. 4

The Board of Directors of the Company, at its meeting held on June 29, 2021, approved the remuneration of M/s. Vinod C. Subramaniam & Co, Cost Accountants (Firm registration No.: 102395), as Cost Auditors for auditing the cost records of the Company for the financial year 2021-22 at a remuneration not exceeding ₹2,47,500/- (Rupees Two Lakh Forty Seven Thousand Five Hundred Only) plus applicable taxes and out-of-pocket expenses subject to the approval of shareholders.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the ratification for the remuneration payable to the Cost Auditors for the Financial Year 2021 – 22 by way of an Ordinary Resolution is being sought from the members as set out at Item No.4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval of the Members. None of the Directors and the key managerial personnel(s) or their relatives is deemed to be concerned or interested in the aforesaid resolution.

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Item No. 5:

To meet the funding requirements of the Company, the Company has from time to time issued Non-Convertible Debentures (NCDs), in one or more series / tranches on private placement basis in accordance with the provisions of the Act.

In order to augment resources for financing, inter alia, refinancing of the existing debt, ongoing working capital requirement and for general corporate purposes, the Company may be required to make further offering(s) or to invite subscription to rated secured/unsecured redeemable, cumulative/non-cumulative, listed/ unlisted Non-Convertible Debentures/Bonds (hereinafter referred as "NCDs") on private placement basis, up to an amount of Rs. 2300 crore to eligible entities, bodies corporate, companies, banks, qualified institutional buyers, financial institutions and any other categories of investors ("Eligible Investors") permitted to invest in the NCDs under applicable laws, in one or more series/tranches.

The terms and conditions including pricing for any instrument which may be issued by the Company on the basis of the Resolution set out at the Notice will be done by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board or any person authorised by the Board to exercise its powers including the powers conferred by the Resolution) in accordance with applicable laws including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other Rules, Regulations, Circulars and Guidelines issued by SEBI, Ministry of Corporate Affairs, Reserve Bank of India ("RBI") or any Stock Exchanges and subject to the Memorandum of Association and the Articles of Association of the Company, and also subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any other applicable regulatory or statutory authority or any other authorities (the 'Appropriate Authority') and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board.

The provisions of Sections 23, 42 and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'PAS Rules'), provide that a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the Members of the Company by a Special Resolution. The third proviso to Rule 14(1) of the PAS Rules provides that in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year. Further, fourth proviso to Rule 14(1) of PAS Rules provides that in case of offer or invitation of any securities to qualified institutional buyers, it shall be sufficient if the company passes a previous special resolution only in a year for all the allotments to such buyers during the year.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

Regd. Office:- E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033

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In terms of the provisions of Rule 14(1) of the PAS rules, disclosures pertaining to NCDs are as follows:

- a) **Particulars of the offer including the date of passing of the Board Resolution:**
The Board resolution passed on November 29, 2018, which inter-alia provides for issuance of NCDs on a private placement basis.
- b) **Kinds of Securities offered and the price at which security is being offered:**
Non-Convertible Debentures at such price as may be determined by the Board from time to time.
- c) **Basis of justification for the price (including premium, if any) at which the offer or invitation is being made:**
The basis for justification for issuing NCDs at a particular price would be determined by the Board from time to time.
- d) **Name and address of valuer who performed valuation:**
Not Applicable
- e) **Amount which the company intends to raise by way of such securities:**
Up to ₹ 2,300 Crore.
- f) **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:**
As may be determined by the Board, from time to time

The Shareholders had approved the issuance of NCDs amounting to ₹2,300 Crore vide its resolution passed at the AGM held on January 29, 2021. The said approval would expire on January 28, 2022. If approved by the Members, this resolution at item no. 5 shall supersede the Members resolution passed at the AGM held on January 29, 2021. The proposed NCDs are within the overall borrowing limits of ₹2,500 Crore, approved by the Shareholders, pursuant to the provisions of Section 180(1)(c) of the Act.

As on March 31, 2021, the net worth of the Company is Rs.1552 crore (standalone) and the total long term debt of the Company is Rs.2472 crore (standalone) including outstanding NCDs of ₹1800 crore.

The approval of the Members is being sought for issue of NCDs up to an amount of Rs. 2,300 Crore by way of a Special Resolution in compliance with the applicable provisions of the Act read with the Rules made thereunder, from time to time, in the manner as set in this Notice.

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The Directors recommend the Resolution of the accompanying Notice, for the approval of the Members of the Company by way of a Special Resolution. None of the Directors or Key Managerial Persons 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. 6:

Keeping in view urgent requirement of funds for growth and expansion plans of the Company in the near future, for general corporate purposes, strategic acquisitions, maintenance of adequate liquidity for future requirements and to deleverage the debt, the Company may require further amount as primary capital in the Company. The current Authorised capital of the Company is Rs. 1000 Crore may not be sufficient for the purpose, hence in order to raise further equity capital beyond the present capital; the authorized capital of the Company needs to be increased first.

The Board at its Meeting held on September 1, 2021 has approved the proposal for increase in Authorised share capital of the Company from Rs. 1000 Crore to Rs. 2000 Crore, subject to requisite approvals and consents of Shareholders. Consequent to the increase of Authorized Share Capital, the Authorised Share Capital Clause contained in Clause V of the MOA of the Company is required to be altered as per Section 13 of the Act.

Therefore, the consent of the Shareholders is being now sought to increase the present Authorized Share Capital from Rs. 1000 Crore to Rs. 2000 Crore by way of Ordinary resolution in terms of Section 61 of the Act and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

The copy of the existing Memorandum of Association as well as the form of the amended Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day of the Company till the conclusion of this meeting.

The Directors recommend the Resolution of the accompanying Notice, for the approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Persons 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.

By order of the Board
For Tata Housing Development Company Limited



Ritesh Kamdar
Company Secretary
ICSI Membership No.: A20154

Place: Mumbai

Date: September 1, 2021

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Annexure A

Information pursuant to the Secretarial Standards/Schedule V in respect of Appointment/ Re-appointment of Directors:

Agenda Item no. 2 -

Name	Mr. Venkataramanan Krishnamoorthy
Age	30/07/1961 (60 years)
DIN	01728072
Qualification	B.Com, FCA, ICWA
Experience	Mr. K. Venkataramanan is currently the Executive Director - Finance & CFO of Tata Coffee Limited. He was formerly the Vice President (Finance) and Chief Financial Officer of Tata Consumer Products Limited (erstwhile Tata Global Beverages Limited). He is having more than three decades of rich experience in diverse areas covering Financial and Management Accounting, Commercial Finance, Taxation, Treasury, Corporate Restructuring, Corporate Governance and Risk Management.
Terms of re-appointment	To be re-appointed as Director, liable to retire by rotation
Remuneration sought to be paid	Mr. Venkataramanan would not draw any remuneration from the Company.
Remuneration last drawn	Nil
Date of First appointment	June 26, 2013
Shareholding in the Company	Nil
Relationship with other Directors, Key Managerial Personnel	None
No. of Meetings attended during the year	7 out of 7
Other Directorship, membership/chairmanship of committees of the other Boards	<p>Directorship:</p> <ul style="list-style-type: none"> - Tata Coffee Limited - Karan Devan Hills Plantations Company Limited - Tata Tea Holdings Private Limited <p>Chairmanship/Membership of Committees of the Board:</p> <ul style="list-style-type: none"> (1) Tata Coffee Limited <ul style="list-style-type: none"> (i) Member of Stakeholders Relationships Committee (ii) Member of Risk Management Committee (2) Karan Devan Hills Plantations Company Limited <ul style="list-style-type: none"> (i) Chairman of Audit Committee (ii) Member of Stakeholders Relationships Committee

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Agenda Item no. 3 -

Particulars	Mr. Sanjay Dutt (DIN: 05251670)
Designation	Managing Director and Chief Executive Officer
Age	54 years
Qualification	Specified in Item No. 3 of the Notice
Experience	Specified in Item No. 3 of the Notice
Terms and Conditions of Re-Appointment	Specified in Item No. 3 of the Notice
Remuneration (Proposed)	Specified in Item No. 3 of the Notice
Remuneration (Drawn)	Specified in Item No. 3 of the Notice
Date of First Appointment	April 01, 2018
Shareholding in the Company	NIL
Relationship with other Directors	None
Number of Meetings of the Board Attended during the year	5 out of 7
Other Directorships/Chairman/Membership in committees of the Board	<p>Directorship:</p> <ol style="list-style-type: none"> 1- Tata Realty and Infrastructure Limited; 2- TRIL Infopark Limited; 3- TRIL Constructions Limited; 4- Promont Hilltop Private Limited; 5- Tata Value Homes Limited; and 6- Smart Value Homes (Peenya Project) Private Limited. <p>Chairmanship/Membership of Committees of the Board:</p> <ol style="list-style-type: none"> 1- Tata Realty and Infrastructure Limited: <ol style="list-style-type: none"> i- Member of Securities Allotment Committee ii- Committee of Directors 2- Tata Value Homes Limited: <ol style="list-style-type: none"> i- Member of Audit Committee ii- Member of Nomination and remuneration Committee 3- TRIL Infopark Limited: <ol style="list-style-type: none"> i- Member of Corporate Social Responsibility Committee ii- Member of Audit Sub Committee iii- Member of Securities Allotment Committee

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ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint Shareholders may obtain additional Attendance Slip in request

Regd. Folio No./ DP ID-Client ID	
----------------------------------	--

NAME AND ADDRESS OF SHAREHOLDER: _____

NO. OF SHARES HELD: _____

I/We hereby record my presence at the 42nd Annual General Meeting of Tata Housing Development Company Limited held on Tuesday, 28th day of September, 2021 at 3.00 p.m. at Bombay House, 2nd Floor, Meeting Room No. 201, Homi Mody Street, Fort, Mumbai 400 001.

Signature of the Shareholder or Proxy

TATA HOUSING DEVELOPMENT COMPANY LIMITED

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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U45300MH1942PLC003573

Name of the company: TATA Housing Development Company Limited

Registered office: E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai 400 033

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail id:
Signature: or failing him
2. Name:
Address:
E-mail id:
Signature: or failing him
3. Name:
Address:
E-mail id:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of Tata Housing Development Company Limited to be held on Tuesday, 28th day of September, 2021 at 3.00 p.m. at Bombay House, 2nd Floor, Meeting Room No. 201, Homi Mody Street, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

TATA HOUSING DEVELOPMENT COMPANY LIMITED

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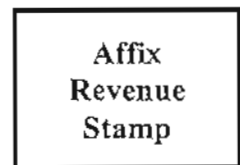


Resolution No.

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Venkataramanan Krishnamoorthy (DIN: 01728072), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Payment of remuneration to Mr. Sanjay Dutt and Managing Director, designated as Chief Executive Officer of the Company for the period from April 1, 2021 to March 31, 2023
4. Ratification of Cost Auditor's Remuneration.
5. To Approve the issue of Non-Convertible Debentures on Private Placement Basis.
6. To increase the Authorised Share Capital of the Company.

Signed thisday of2021

Signature of the shareholder



Signature of the proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ROUTE MAP FOR REACHING AT THE AGM VENUE



Landmark: Near Flora Fountain, Churchgate

TATA HOUSING DEVELOPMENT COMPANY LIMITED

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