



NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE is hereby given that 41st Annual General Meeting of Tata Housing Development Company Limited will be held on Friday, 29th day of January, 2021 at 3.00 p.m. at Bombay House, 3rd Floor, Meeting Room No. 301, Homi Mody Street, Fort, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- A. Audited Standalone 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; and
- B. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Report of Auditors thereon.

SPECIAL BUSINESS

2. Appointment of Mr. Nipun Aggarwal (DIN: 08094159) as a Director:

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

RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Nipun Aggarwal (DIN: 08094159), based on the recommendation of Nomination and Remuneration Committee and Board and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying its intention to propose Mr. Aggarwal's candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, with immediate effect, liable to retire by rotation."

RESOLVED FURTHER THAT all Directors and the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution".

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

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

Tel. 022-6661 4444 Fax: 022-6661 4452 E-mail: thdcsec@tatarealty.in

Website: www.tatarealty.in





3. 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 Goods and Service tax, 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 as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year ending March 31, 2021."

4. To approve 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 pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment, modification or variation thereof for the time being in force, 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 Debt Securities) Regulations, 2008, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Issue of Capital and Disclosure Requirements), 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 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 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 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, the consent of the Members of the

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Company be and is hereby accorded to the Board and the Board be and is hereby authorised to create, offer, invite for subscription, issue and allot, from time to time, in one or more tranches and/or series, whether secured or unsecured, cumulative or non-cumulative, listed or unlisted, redeemable non-convertible debentures including but not limited to bonds and/or other debt securities, denominated in Indian rupees ('NCDs'), aggregating to an amount not exceeding ₹2300 Crore (Rupees Twenty Three Hundred Crore only), on a private placement basis, during the period of one year from the date of passing of this resolution or such other period as may be permitted under the Act and other applicable laws, as the Board in its absolute discretion deems fit and on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised 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, listing (in India or overseas) and to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard and to resolve and settle all questions and difficulties that may arise at any stage from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to this Resolution."

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



**Ritesh Kamdar
Company Secretary
ACS - 20154**

Place: Mumbai

Date: January 5, 2021

Registered Office:

E Block, Voltas Premises, T B Kadam Marg,
Chinchpokli, Mumbai 400033

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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. 2, 3 and 4 set out above and the relevant details of the Director seeking appointment at this Annual General Meeting ('AGM'/ 'the meeting') in respect of business under item nos. 2 as required under the Act and Secretarial Standard 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 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.
6. 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

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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 of the Company or RTA. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

7. The Shareholders may choose to hold ordinary shares of the Company in electronic mode. The ISIN allotted by NSDL is INE582L01016. In case of any query, you may get in touch with the Company or the Registrar and Transfer Agent i.e. Link Intime India Pvt. Ltd. Add: 247 Park, C 101 1st Floor, LBS Marg, Vikhroli (W), Mumbai – 400 083 Phone: +91 22 49186000.
8. The MCA has mandated that securities of Public Companies can be transferred only in dematerialised form w.e.f. October 02, 2018. Accordingly, the Company/Link Intime has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
9. 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 riteshkamdar@tatarealty.in
10. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with M/s. Link Intime India Pvt. Ltd. in case the shares are held by them in physical form. The members who are desirous of receiving the Annual Report may write to the Company's RTA for a copy of the same.

THE MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES WITH COMPANY'S RTA /DEPOSITORIES ARE REQUESTED TO CONTRIBUTE TO THE GREEN INITIATIVE BY REGISTERING THEIR E-MAIL ADDRESS, FOR RECEIVING ALL FUTURE COMMUNICATIONS THROUGH E-MAIL.

Notice of the AGM along with the Annual Report 2019–20 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.

11. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM are annexed hereto.
12. 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

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February 15, 1980. Subsequently, Annual general Meeting was held on October 22, 1980 which is numbered as the first annual general meeting post reconstruction as mentioned above. Thereafter, the Annual General Meeting(s) of the Company are chronologically numbered.

13. The Members may note that the Notice of AGM and Annual Report for FY 2019-20 would be made available on the Company's website viz. www.tatarealty.in.
14. There has been a delay in holding the 41st AGM of the Company for reasons beyond the control of the Company. As per the provisions of Section 96(1) of the Act, read with order dated September 8, 2020 issued by the Registrar of Companies, Maharashtra, Mumbai, December 31, 2020 was the last date by which the Company ought to have held its 41st AGM. The Company had approached the Ministry of Corporate Affairs in this regard to extend the current time limits to hold the AGM of the Company.

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



**Ritesh Kamdar
Company Secretary
ACS - 20154**

Place: Mumbai

Date: January 5, 2021

Registered Office:

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

The following Explanatory Statement, pursuant to Section 102 of the Act, sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 2

Mr. Nipun Aggarwal (DIN: 08094159) was appointed as a Director on the board of directors of the Company on March 24, 2018 and was liable to retire by rotation at the 41st AGM of the Company. Mr. Aggarwal retired from his office on December 31, 2020 (which was the last date by which the 41st AGM of the Company ought to have been held).

The Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying its intention to propose Mr. Nipun Aggarwal as Director of the Company. Accordingly, the Nomination and Remuneration Committee and Board at its meetings held on January 5, 2020, considered such notice and recommended the appointment of Mr. Aggarwal as Director of the Company, so that suitable proposal can be made in the notice convening the Annual General Meeting of the Company.

Details of Mr. Nipun Aggarwal (DIN: 08094159), as are required to be disclosed as per the Act and under Secretarial Standard-2 on General Meetings, are provided as under:

Name	Mr. Nipun Aggarwal
Director Identification Number	08094159
Age	47 years
Qualification	Mr. Aggarwal has completed his PGDM from Indian Institute of Management – Calcutta after his Electrical Engineering degree from Delhi College of Engineering.
Experience	Over 22 Years
Terms and Conditions of Appointment	To be appointed as a non executive Director, liable to retire by rotation. His appointment will be subject to no specific terms or conditions, other than those required of non-executive directors under applicable law. His role and duties will be those as stated in the Act and the articles of association of the Company.

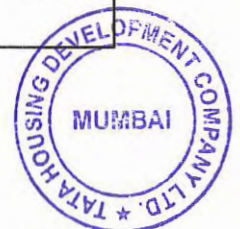
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Remuneration (Proposed)	<p>Except Sitting Fees (for attending Board Meetings), Mr. Aggarwal would not draw any remuneration from the Company.</p> <p>Total sitting fees paid to him in the last financial year (2019-20) was ₹ 80,000/- and in this financial year (2020-21) to date was ₹ 60,000/-.</p>
Remuneration (Drawn)	<p>He was receiving sitting fees of ₹ 20,000/- per meeting. Except sitting fees, he was not receiving any remuneration from the Company.</p>
Date of First Appointment	<p>Appointed as Additional Director with effect from March 24, 2018 which appointment was regularized at the 39th AGM of the Company held on September 28, 2018. He was liable to retire by rotation at the 41st AGM of the Company. Mr. Aggarwal retired from his office on December 31, 2020 (which was the last date by which the 41st AGM of the Company ought to have been held).</p> <p>The Nomination and Remuneration Committee and Board have recommended the appointment of Mr. Aggarwal as Director of the Company at their Meetings held on January 5, 2020.</p>
Shareholding in the Company	<p>NIL</p>
Relationship with other Directors	<p>NIL</p>
Relationship with Manager and other Key Managerial Personnel of the Company	<p>NIL</p>
Number of Meetings of the Board Attended during the year	<p>During the calendar year 2021, he has not been a director and has consequently not attended any board meetings.</p> <p>In financial year 2019-20, he has attended all the Board Meetings which were held amounting to 4 meetings. Further, during financial year 2020-21 (up to the date of his retirement i.e. December 31, 2020) he has attended 3 board meetings out of 4 board meetings which were held.</p>

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Other Directorship, membership/chairmanship of committees of the other Boards	Sr. No.	Name of the Company	Current Designation
	1	Tata Electronics Private Limited	Additional Director
	2	TP Central Odisha Distribution Limited	Additional Director
	3	Tata Projects Limited	Director And Member of Project Review Committee, Permanent Special Invitee of Audit Committee
	4	Tata Value Homes Limited	Director
	5	TRIL Roads Private Limited	Director
	6	TRIL Urban Transport Private Limited	Director
	7	Talace Private Limited	Director

The Board commends the Ordinary Resolution set out at Item No.2 of the Notice in relation to appointment of Mr. Nipun Aggarwal as Director, liable to retire by rotation.

None of the directors or the key managerial personnel(s) of the Company and/or any of their respective relatives are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2.

Item No. 3

The Board of Directors of the Company at its meeting held on September 9, 2020, upon the recommendation of the Audit Committee, approved the re-appointment 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 2020-21 at a remuneration not exceeding ₹ 2,47,500/- (Rupees Two Lakh Forty Seven Thousand Five Hundred Only) plus taxes and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2020 – 21 by way of an Ordinary Resolution is being sought from the members as set out at Item No.3 of the Notice.

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

None of the Directors and the key managerial personnel(s) or their respective relatives is deemed to be concerned or interested in the aforesaid resolution.

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Item No. 4:

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

In order to augment long term resources for financing, *inter alia*, refinancing of the existing debt, ongoing working capital requirement and for general corporate purposes, the Company may require further offering or inviting subscription, from time to time, in one or more tranches and/or series, whether secured or unsecured, cumulative or non-cumulative, listed or unlisted, redeemable non-convertible debentures including but not limited to bonds and/or other debt securities, denominated in Indian rupees ('NCDs') on private placement basis. The 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 (which term includes a duly constituted Committee of the Board of Directors) in accordance with applicable laws including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable statutory requirements, if any.

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 an offer or invitation to subscribe to NCDs on private placement basis, the Company can obtain prior approval by means of a Special Resolution once a year for all offers or invitations for such NCDs during the year, subject to certain conditions.

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 NCDs would be issued at price as may be determined by the Board from time to time.

d) Name and address of valuer who performed valuation:

Not Applicable

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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; principle 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 EGM held on December 12, 2019. The said approval had expired on December 11, 2020. The NCDs are within the overall borrowing limits of ₹2,500 Crore, approved by the Shareholders, pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Act, at their AGM held on September 10, 2014.

As on September 30, 2020, the net worth of the Company is ₹1286.12 crore and the total long term debt of the Company is ₹1850 crore including outstanding NCDs of ₹1800 crore. The proposed borrowings would be within the overall borrowing limits of ₹2500 Crore approved by the Shareholders.

The approval of the Members is being sought for issue of NCDs up to an amount of ₹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.

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.

By order of the Board
For Tata Housing Development Company Limited




Ritesh Kamdar
Company Secretary
ACS - 20154

Place: Mumbai

Date: January 5, 2021

Registered Office:

E Block, Voltas Premises, T B Kadam Marg,
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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	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NO. OF SHARES HELD: _____

I/We hereby record my presence at the 41st Annual General Meeting of Tata Housing Development Company Limited held on Friday, 29th day of January, 2021 at 3.00 p.m. at Bombay House, 3rd Floor, Meeting Room No. 301, Homi Mody Street, Fort, Mumbai 400 001.

Signature of the Shareholder or Proxy

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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 41st Annual general meeting of the company, to be held on the Friday, 29th day of January, 2021 at

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3.00 p.m. at Bombay House, 3rd Floor, Meeting Room No. 301, Homi Mody Street, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt:
 - A. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2020 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, 2020 together with the Report of the Auditors thereon.
2. Appointment of Mr. Nipun Aggarwal (DIN: 08094159) as a Director.
3. Ratification of Cost Auditor's Remuneration.
4. To approve Issue of Non-Convertible Debentures on Private Placement Basis.

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.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

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

Tel. 022-6661 4444 Fax: 022-6661 4452 E-mail: thdcsec@tatarealty.in

Website: www.tatarealty.in



ROUTE MAP FOR REACHING AT THE AGM VENUE



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