



NOTICE OF 43rd ANNUAL GENERAL MEETING

NOTICE is hereby given that 43rd Annual General Meeting of Tata Housing Development Company Limited will be held on Thursday, 15th day of September, 2022 at 11.00 a.m. at Bombay House, 3rd Floor, Meeting Room No. 302, 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, 2022 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, 2022 together with the Report of Auditors thereon.

2. To appoint a Director in place of Mr. Banmali Agrawala (DIN: 00120029), Director, who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors of the Company:

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014 and based on the recommendation of the Audit Committee and the Board of Directors, B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W - 100022) be and are hereby re-appointed as the Statutory Auditors of the Company, for the second term of 5 years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of forty-eighth AGM of the Company to be held in the year 2027, at such remuneration plus applicable taxes, out of pocket expenses, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give 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





SPECIAL BUSINESS

4. Appointment of Mrs. Sandhya Kudtarkar as an Independent Director:

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

"RESOLVED THAT Mrs. Sandhya Kudtarkar (DIN: 00021947), who was appointed as an Additional Director of the Company with effect from December 24, 2021, by the Board of Directors and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from December 24, 2021, up to December 23, 2024, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Kamlesh Parekh as an Independent Director:

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

"RESOLVED THAT Mr. Kamlesh Parekh (DIN: 00059140), who was appointed as an Additional Director of the Company with effect from December 24, 2021, by the Board of Directors and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, the appointment of Mr. Kamlesh Parekh (DIN: 00059140), who has submitted a declaration that he meets the criteria

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

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

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

Website: www.tatarealty.in





of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from December 24, 2021, up to December 23, 2024, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. 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 of the Company to conduct the audit of cost records maintained by the Company for the Financial Year 2022-23."

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Approval for issuance 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 a **Special Resolution**:

"RESOLVED THAT in supersession of earlier Resolution passed at the 42nd Annual General Meeting of the Members of the Company held on September 28, 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,

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





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 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 ₹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 the 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."

8. Approve for issuance of Equity Shares to Tata Realty and Infrastructure Limited on private placement/preferential allotment basis:

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

"RESOLVED THAT pursuant to provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), (including any statutory modification or re-enactment thereof for the time being in force), read with 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, the Memorandum of Association and the Articles of

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

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

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

Website: www.tatarealty.in





Association of the Company and all other applicable laws and regulations and as recommended by the Board, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution) to create or invite to subscribe or issue or offer and allot up to 182,481,751 equity shares of the Company of the face value of ₹10/- each on preferential allotment/private placement basis, at a price of ₹27.40 including premium of ₹17.40 per equity share aggregating up to ₹499,99,99,977.40, to the following proposed subscriber and on such terms and conditions and in such manner as the Board may, from time to time, determine and consider proper:

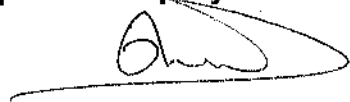
Name of the Subscriber	No. of Equity shares proposed to be Subscribed
Tata Realty and Infrastructure Limited E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400033	182,481,751

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary and take all such steps as may be necessary, proper or expedient and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, as also to execute such documents as may be necessary to give effect to this Resolution, on behalf of the Company, without being required to seek any further consent or approval of the shareholders."

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




Ritesh Kamdar
Company Secretary
ICSI Membership No.: A20154

Place: Mumbai

Date: August 19, 2022

Registered Office:

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

Tel No: 022-6661 4444

E-mail: thdcsec@tatarealty.in Website: www.tatarealty.in

CIN: U45300MH1942PLC003573

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



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the business under item nos. 3 to 8 set out above and the relevant details of the Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM'/ 'the meeting') in respect of business under item nos. 2, 4 and 5 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.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

Regd. Office:- E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 053

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

Website: www.tatarealty.in





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.

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 2021-22 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 2021-22 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: August 19, 2022

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



Registered Office:

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

Tel No: 022-6661 4444

E-mail: thdcsec@tatarealty.in Website: www.tatarealty.in

CIN: U45300MH1942PLC003573

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

Item No. 2:

The brief profile of Mr. Banmali Agrawala (DIN: 00120029) 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:

Appointment of Statutory Auditors for the second term of 5 years:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The Members of the Company at their 38th Annual General Meeting ('AGM') held on September 28, 2017, had approved the appointment of B S R & Co. LLP (BSR), Chartered Accountants (Firm Registration No. 101248W/W - 100022), Mumbai, as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 38th AGM until the conclusion of the 43rd AGM. Accordingly, BSR would be completing their first term of five years at the conclusion of this 43rd AGM.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years. BSR is eligible for reappointment for a further period of five years.

The Board of Directors, at its meeting held on August 10, 2022, based on the recommendation of the Audit Committee, approved the re-appointment of BSR for the second term of five years to hold office from the conclusion of this 43rd AGM till the conclusion of the 48th AGM to be held in the year 2027, at such remuneration plus applicable taxes, out of pocket expenses, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.

BSR has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act. BSR has also furnished a declaration confirming their independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company. Based on the

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





recommendation made by the Audit Committee, after assessing the performance of BSR and considering the experience and expertise of BSR, the Board recommends the re-appointment of BSR as Statutory Auditors for the second term of 5 years, as set out in the Resolution no. 3, for approval of the Members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item Nos. 4 and 5:

Appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947) and Mr. Kamlesh Parekh (DIN: 00059140) as Non-Executive, Independent Directors of the Company:

The Board of Directors vide its circular resolution dated December 22, 2021 appointed Mrs. Sandhya Kudtarkar (DIN: 00021947) and Mr. Kamlesh Parekh (DIN: 00059140) as an Additional Directors of the Company as also Independent Directors, not liable to retire by rotation, for a term of three years i.e. from December 24, 2021, up to December 23, 2024 subject to the approval of the Members. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mrs. Kudtarkar and Mr. Parekh shall hold office as Additional Directors up to the date of this Annual General Meeting and are eligible to be appointed as a Directors.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing their candidature for the office of Director. The brief profile of Mrs. Kudtarkar and Mr. Parekh 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. Mrs. Kudtarkar and Mr. Parekh have given their declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and are not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and are eligible to be appointed as a Director in terms of Section 164 of the Act. They have also given their consent to act as a Director. In the opinion of the Board, Mrs. Kudtarkar and Mr. Parekh are the persons of integrity, possess the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Directors and they are independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mrs. Kudtarkar and Mr. Parekh have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Given their experience, the Board considers it desirable and in the interest of the Company to have Mrs. Kudtarkar and Mr. Parekh on the Board of the Company and accordingly the Board recommends their appointment as an Independent Directors as proposed in the Resolution nos.4 and 5 for approval by the Members as a Special Resolution.

Except for Mrs. Kudtarkar and Mr. Parekh and/or their relatives, no other Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions.

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





The terms and condition of appointment of the Independent Directors are uploaded on the website of the Company <https://www.tatarealty.in/investor-info> and are available for inspection.

Item No. 6

The Board of Directors at its meeting held on May 28, 2022, considered the reappointment 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 2022-23 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.

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 2022-23 by way of an Ordinary Resolution is being sought from the members as set out at Item No.6 of the Notice.

None of the Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval of the Members.

Item No. 7:

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 Companies Act, 2013 ("the Act") and Rules framed thereunder..

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 ₹2300 crore (Rupees Two Thousand Three Hundred 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 Non-Convertible Securities) Regulations, 2021 and other Rules, Regulations, Circulars and

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





Guidelines issued by Securities and Exchange Board of India ("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.

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 August 10, 2022, 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.

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





- 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 resolution passed at the AGM held on September 28, 2021. The said approval would expire on September 27, 2022. If approved by the Members, the proposed resolution shall supersede the previous resolution. 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, 2022, the net worth of the Company was ₹2043 crore (standalone) and the total long term debt (including current maturity) of the Company was ₹1200 crore (standalone). Current outstanding NCDs is ₹1200 crore.

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.

None of the Director, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Directors recommend the Special Resolution as set out at item no. 7 of the accompanying Notice, for the approval of the Members.

Item No. 8:

In order to augment long term resources for financing, *inter alia*, for general corporate purposes, project developments, strategic acquisitions, maintenance of adequate liquidity for future requirements and to deleverage the debt, the Company may require further amount of upto ₹500 Crores (Rupees Five Hundred Crore only) as primary capital in the Company.

In light of the above, it is proposed to create, issue, offer and allot up to 182,481,751 Equity Shares of the Company of the face value of ₹10/- each on preferential allotment/private placement basis, at a price of ₹27.40 including premium of ₹17.40 per Equity Share aggregating to ₹499,99,99,977.40 to the following proposed subscriber on such terms and conditions and in such manner as the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any committee which the Board may constitute to exercise its powers including powers conferred by this resolution) may think fit in its absolute discretion:

Name of the Subscriber	No. of Equity Shares proposed to be subscribed
Tata Realty and Infrastructure Limited E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400033	182,481,751

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





Pursuant to Sections 23, 42 and 62 and other applicable provisions of the Act (including any statutory modification or re-enactment thereof), read with Rules made thereunder and the Memorandum and Articles of Association of the Company, the approval of the Members is required for making further issue of Equity shares on a private placement/preferential basis by way of a Special Resolution.

Given below is a statement of disclosures as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:-

Sr. No.	Particulars	Information
a.	Particulars of the Offer including date of passing of Board Resolution	The size of the said Private Placement/ preferential allotment is ₹499,99,99,977.40. The Equity Shares which are proposed to be issued shall rank <i>pari-passu</i> with the existing Equity Shares of the Company. Date of Board Resolution – August 10, 2022
b.	Kinds of securities offered and the price at which security is being offered	Equity Shares are offered at a price of ₹27.40 per share (₹10/- face value and ₹17.40 premium).
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Value per Equity Share as per valuation report is ₹27.40 and the Company has proposed the said issue at ₹27.40 per Equity Share. The Valuation Report is enclosed herewith as Annexure I.
d.	Name and the address of the valuer who performed valuation	Name: M/s. SSPA & Co., Chartered Accountants Address: 1 st Floor, "Arjun" Plot No.6A, V. P. Road, Andheri – West, Mumbai – 400058. Tel: +91 (22) 2670 4376, 2670 3682 Fax: +91 (22) 2670 3916 Website: www.sspa.in
e.	Amount which the Company intends to raise by way of such securities	₹499,99,99,977.40
f.	Material terms of raising such securities, proposed time schedule, purpose or objects of offer, contribution being made by the promoters or directors either as	Material terms: The size of the said Private Placement/ preferential allotment is ₹499,99,99,977.40. The equity shares which are proposed to be issued shall rank <i>pari-passu</i> with the existing Equity Shares of the Company.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

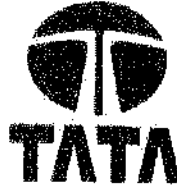
CIN: U45300MH1942PLC003573

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





	<p>part of the offer or separately in furtherance of objects; principle terms of assets charged as securities</p>	<p>Proposed time schedule: Within 1 year from the date of passing of Special Resolution.</p> <p>Purpose/ object of the offer: To augment long term resources for financing, <i>inter-alia</i>, for general corporate purposes, project developments, strategic acquisitions, maintenance of adequate liquidity for future requirements and to deleverage the debt.</p> <p>Contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil</p> <p>Principle terms of assets charged as securities: Nil</p>
--	---	--

Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:-

Sr. No.	Particulars	Information
a.	The Objects of the Issue	To augment long-term resources for financing, <i>inter-alia</i> , for general corporate purposes, project developments, strategic acquisitions, maintenance of adequate liquidity for future requirements and to deleverage the debt.
b.	Total no. of Equity Shares to be issued	182,481,751 equity shares of the Company of the face value of ₹10/- each at a price of ₹27.40 per share including premium of ₹17.40 per equity share aggregating upto ₹499,99,99,977.40.
c.	The Price at which such shares are proposed to be issued:	₹27.40 per share
d.	The Basis on which the price has been arrived at along with the report of the registered valuer.	The price has been arrived at in terms of Valuation Report dated August 10, 2022 issued by M/s. SSPA & Co. Chartered Accountants, Registered Valuer.

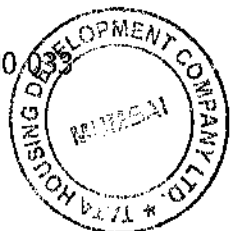
TATA HOUSING DEVELOPMENT COMPANY LIMITED

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





		Value per equity share as per valuation report is ₹27.40 and the Company has proposed the said issue at ₹27.40 per share.
e.	Relevant date with reference to which price has been arrived at	June 30, 2022
f.	Class or classes of persons to whom allotment is proposed to be made	The shares are proposed to be issued to the Investing Company i.e. Tata Realty and Infrastructure Limited, which is also the fellow subsidiary of the Company. The shares shall rank <i>pari-passu</i> with the existing paid-up share capital of the Company.
g.	Intention of promoters, directors or KMP to subscribe to the offer –	None of the Promoter / Director or KMP intends to subscribe to the proposed issue.
h.	The proposed time within which the allotment shall be completed	The allotment shall be completed within 12 months from the date of passing of special resolution.

i. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by the allottee company –

Name of Allottee	No of Equity Shares	Percentage of Post Preferential offer Capital
Tata Realty and Infrastructure Limited	182,481,751	9.47

The Investee Company i.e. Tata Realty and Infrastructure Limited is an existing shareholder of the Company and at present/before this issuance, it holds 33.53% equity share capital of the Company. Post this issuance, it shall hold 43% of the post issue share capital of the Company.

j. The change in control, if any, in the Company that would occur consequent to the Preferential Offer – Nil

k. The number of persons to whom allotment on Preferential basis have already been made during the year, in terms of no. of securities as well as price – Nil (the Company has not made any allotment on Preferential basis in the current financial year). However, the Company had issued 183,150,183 equity shares of the Company of the face value of ₹10/- each at a price of ₹27.30 per share including premium of ₹17.30 per equity share aggregating to ₹499,99,99,995.90 to Tata Realty and Infrastructure Limited in the Financial Year 2021-22 in compliance with the provisions of the Act and rules made thereunder.

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





l. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: The proposed allotment will be at cash only. (cash includes online transfers and cheque)

m. The pre issue and post issue shareholding pattern of the Company is as given below:

Sr. No.	Category	Pre Issue		Post Issue	
		Nos. of shares held	% of the Shareholding	Nos. of shares held	% of the Shareholding
A	Promoter's holding:				
1	Indian:				
	Individual	0	0.00	0	0.00
	Bodies Corporate:				
	Tata Sons Private Limited (TSPL)	729,867,222	66.44	729,867,222	56.98
	TSPL jointly with 4 individuals	176	0.00	176	0.00
	Tata Industries Limited (TIL)	284,327	0.03	284,327	0.02
	TIL jointly with 11 individuals	11	0.00	11	0.00
	Sub Total	730,151,736	66.47	730,151,736	57.00
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	730,151,736	66.47	730,151,736	57.00
B	Non-Promoter's Holding				
1	Institutional Investor	0	0.00	0	0.00
2	Non-Institution:				
	Corporate Bodies				
	Tata Realty and Infrastructure Limited	368,335,368	33.53	550,817,119	43.00
	Directors and Relatives	0	0.00	0	0.00
	Indian Public	987	0.00	987	0.00
	Others (Including NRIs)	0	0.00	0	0.00
	Sub Total (B)	368,336,355	33.53	550,818,106	43.00
	Grand Total	1,098,488,091	100.00	1,280,969,842	100.00

**Presumption has been made that the Tata Realty and Infrastructure Limited shall subscribe to the 182,481,751 shares.

In accordance with the provision of Sections 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an

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





invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the members by way of a special resolution, for each of the offers or invitation.

The approval of the members is accordingly being sought by way of special resolution under Section 42 and 62(1)(c) of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

None of the Director, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution set forth in item No. 8 of the accompanying Notice, for the approval of the Members.

By order of the Board
For Tata Housing Development Company Limited




Ritesh Kamdar
Company Secretary
ICSI Membership No.: A20154

Place: Mumbai

Date: August 19, 2022

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



Annexure A

Information pursuant to the Secretarial Standards/Schedule V in respect of Appointment/ Re-appointment of Directors as per agenda Item no. 2, 4 and 5:-

Agenda Item no. 2

Name	Mr. Banmali Agrawala
Age/Years	30/04/1963 (59 years)
DIN	00120029
Qualification	Mr. Agrawala is a Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.
Experience	<p>Mr. Agrawala is the President, Infrastructure and Defence & Aerospace, Tata Sons Private Limited. In his earlier role, he was President and CEO of GE, South Asia, where he was responsible for all of GE's operations in the South Asia region. Prior to GE, he was Executive Director (BD & Strategy) and a member of the Board of Tata Power.</p> <p>A veteran in the Energy domain, Mr. Agrawala has over 30 years of global experience. He started his career with the Wartsila Group where he spent over 20 years, both in India and in Finland. At the time of leaving the Wartsila Group, he was the Managing Director of Wartsila India Ltd, the Global head of the Bio Power Industries and a member of the Global Power Plant Management Board.</p> <p>An active member of the Confederation of Indian Industries (CII), Mr. Agrawala has held several official positions within CII such as Chairman of the Western Regional Council, and currently is also a Member of CII's National Council.</p>
Terms of re-appointment	To be re-appointed as Director, liable to retire by rotation
Remuneration sought to be paid	Mr. Agrawala would not draw any remuneration from the Company except the sitting fees for attending the Board/Committee Meetings.
Remuneration last drawn	Sitting fees of Rs. 1,00,000/- was paid for attending the Board Meetings which were held in the Financial Year 2021-22.
Date of First appointment	24/03/2018
Shareholding in the Company	Nil
Relationship with other Directors, Key Managerial Personnel	None
No. of Meetings attended during the year	5 out of 6

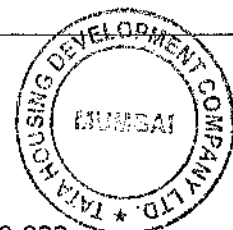
TATA HOUSING DEVELOPMENT COMPANY LIMITED

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





Other Directorship, membership/chairmanship of committees of the other Boards	Directorship: <ul style="list-style-type: none"> - (i) The Tata Power Company Ltd. - (ii) Tata Projects Ltd. - (iii) Tata Realty and Infrastructure Ltd. - (iv) Airasia (India) Ltd. - (v) Tata Advanced Systems Ltd. - (vi) Tata Medical and Diagnostics Ltd. - (vii) Tata Electronic Pvt. Ltd. - (viii) Pratham Education Foundation 																																	
	Chairmanship/Membership of Committees of the Board: <table border="1"> <thead> <tr> <th>Name of the Company</th><th>Name of the Committee</th><th>Chairman/Member</th></tr> </thead> <tbody> <tr> <td rowspan="2">The Tata Power Company Limited</td><td>Stakeholders Relationship Committee</td><td>Chairman</td></tr> <tr> <td>Risk Management Committee</td><td>Member</td></tr> <tr> <td rowspan="2">Tata Projects Limited</td><td>Project Review Committee</td><td>Chairman</td></tr> <tr> <td>Nomination & Remuneration Committee</td><td>Member</td></tr> <tr> <td rowspan="3">Tata Realty and Infrastructure Limited</td><td>IPO Committee</td><td>Member</td></tr> <tr> <td>Nomination & Remuneration Committee</td><td>Member</td></tr> <tr> <td>Securities and Allotment Committee</td><td>Member</td></tr> <tr> <td rowspan="2">Tata Advanced Systems Limited</td><td>Real Estate – Committee of Directors</td><td>Chairman</td></tr> <tr> <td>Audit Committee</td><td>Chairman</td></tr> <tr> <td rowspan="2">Air Asia (India) Limited</td><td>Nomination & Remuneration Committee</td><td>Chairman</td></tr> <tr> <td>Nomination & Remuneration Committee</td><td>Member</td></tr> <tr> <td>Tata Electronics Private Limited</td><td>Treasury Committee</td><td>Member</td></tr> </tbody> </table>		Name of the Company	Name of the Committee	Chairman/Member	The Tata Power Company Limited	Stakeholders Relationship Committee	Chairman	Risk Management Committee	Member	Tata Projects Limited	Project Review Committee	Chairman	Nomination & Remuneration Committee	Member	Tata Realty and Infrastructure Limited	IPO Committee	Member	Nomination & Remuneration Committee	Member	Securities and Allotment Committee	Member	Tata Advanced Systems Limited	Real Estate – Committee of Directors	Chairman	Audit Committee	Chairman	Air Asia (India) Limited	Nomination & Remuneration Committee	Chairman	Nomination & Remuneration Committee	Member	Tata Electronics Private Limited	Treasury Committee
Name of the Company	Name of the Committee	Chairman/Member																																
The Tata Power Company Limited	Stakeholders Relationship Committee	Chairman																																
	Risk Management Committee	Member																																
Tata Projects Limited	Project Review Committee	Chairman																																
	Nomination & Remuneration Committee	Member																																
Tata Realty and Infrastructure Limited	IPO Committee	Member																																
	Nomination & Remuneration Committee	Member																																
	Securities and Allotment Committee	Member																																
Tata Advanced Systems Limited	Real Estate – Committee of Directors	Chairman																																
	Audit Committee	Chairman																																
Air Asia (India) Limited	Nomination & Remuneration Committee	Chairman																																
	Nomination & Remuneration Committee	Member																																
Tata Electronics Private Limited	Treasury Committee	Member																																



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



Agenda Item no. 4 –

Name	Mrs. Sandhya Kudtarkar
Age	09/04/1958 (64 years)
Qualification	Mrs. Kudtarkar is a Commerce Graduate, Qualified Chartered Accountant from ICAI & Qualified Company Secretary from ICSI.
Experience	<p>Mrs. Kudtarkar has worked with the Tata Group since March 1982. Having held various positions in the Secretarial function with Tata Steel, she was the Company Secretary of Tata Steel from June 1994 till October 2001 when she moved to the Group Legal Department. She retired from Tata Services Ltd from the position of Sr. Vice President - Legal Services in April 2018.</p> <p>Her scope of work included providing support to the senior management team of the Tata Group, handling transactions of mergers, acquisitions, joint ventures, foreign collaborations, divestments and corporate restructuring and providing legal advice to all the Tata Companies on corporate laws. Her strengths are sound domain knowledge of Company Law, SEBI Regulations and Foreign Exchange Regulations.</p> <p>She is a director of various companies, including Tata International Ltd., Tata Realty and Infrastructure Limited, Universal MEP Projects & Engineering Services Limited (subsidiary of Voltas Ltd.), Flora Business Support Services Ltd. & Nahar Retail Trading Services Ltd. (subsidiaries of Trent Ltd.).</p>
Terms and Conditions of Appointment	To be appointed as Director as also Independent Director not liable to retire by rotation.
Remuneration (Proposed)	Mrs. Kudtarkar would not draw any remuneration from the Company except the sitting fees for attending the Board/Committee Meetings.
Remuneration (Drawn)	Sitting fees of Rs. 2,00,000/- was paid for attending the Board Meetings which were held in the Financial Year 2021-22.
Date of First Appointment	December 24, 2021
Shareholding in the Company	Nil
Relationship with other Directors	None

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





Number of Meetings of the Board Attended during the year	2 out of 2															
Other Directorships	(i) Tata International Limited (ii) Tata Realty and Infrastructure Limited. (iii) Fiora Business Support Services Limited (iv) Universal MEP Projects & Engineering Services Limited (v) Nahar Retail Trading Services Limited (vi) TS Investments Limited															
Chairman/Membership in other committees of the Board	Chairmanship/Membership of Committees of the Board: <table><tr><th>Name of the Company</th><th>Name of the Committee</th><th>Chairman/Member</th></tr><tr><td>TS Investments Limited</td><td>CSR Committee</td><td>Member</td></tr><tr><td>Universal MEP Projects & Engineering Services Limited</td><td>CSR Committee</td><td>Member</td></tr><tr><td>Tata International Limited</td><td>Audit Committee Risk Management Committee CSR Committee</td><td>Chairperson Member Member</td></tr><tr><td>Tata Realty and Infrastructure Limited</td><td>Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Risk Management Committee</td><td>Chairperson Chairperson Chairperson Member</td></tr></table>	Name of the Company	Name of the Committee	Chairman/Member	TS Investments Limited	CSR Committee	Member	Universal MEP Projects & Engineering Services Limited	CSR Committee	Member	Tata International Limited	Audit Committee Risk Management Committee CSR Committee	Chairperson Member Member	Tata Realty and Infrastructure Limited	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Risk Management Committee	Chairperson Chairperson Chairperson Member
Name of the Company	Name of the Committee	Chairman/Member														
TS Investments Limited	CSR Committee	Member														
Universal MEP Projects & Engineering Services Limited	CSR Committee	Member														
Tata International Limited	Audit Committee Risk Management Committee CSR Committee	Chairperson Member Member														
Tata Realty and Infrastructure Limited	Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee Risk Management Committee	Chairperson Chairperson Chairperson Member														

Agenda Item no. 5 –

Name	Mr. Kamlesh Parekh
Age	08/10/1955 (67 years)
Qualification	CAIIB from Indian Institute of Banking; and L.L.B & B.SC from University of Mumbai.
Experience	Mr. Parekh is a seasoned in-house corporate lawyer with over 25 years of experience providing senior executive leadership in the legal & compliance functions of Non-Banking Finance Companies ("NBFC"). With expertise in compliance regulations and dispute resolution mechanisms, in his prior roles, he formulated the strategy for the recovery of dues in stressed and delinquent accounts of

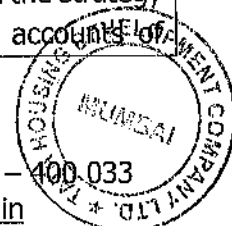
TATA HOUSING DEVELOPMENT COMPANY LIMITED

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





	NBFCs. He also pioneered the outsourced dispute resolution mechanism for retail stressed accounts. He was a member of the task force set up by the Financial Intelligence Unit of the Government of India to provide guidance on the detection of suspicious transactions and reporting for NBFCs. He brings to the Board four decades of rich and varied experience in compliance and corporate laws.									
Terms and Conditions of Appointment	To be appointed as Director as also Independent Director not liable to retire by rotation.									
Remuneration (Proposed)	Mr. Parekh would not draw any remuneration from the Company except the Sitting fees for attending the Board/Committee Meetings.									
Remuneration (Drawn)	Sitting fees of Rs. 1,00,000/- was paid for attending the Board Meeting which was held in the Financial Year 2021-22.									
Date of First Appointment	December 24, 2021									
Shareholding in the Company	Nil									
Relationship with other Directors	None									
Number of Meetings of the Board Attended during the year	1 out of 2									
Other Directorships	(i) Niskalp Infrastructure Services Limited (ii) Inshaallah Investments Limited (iii) India Emerging Companies Investment Limited									
Chairman/Membership in other committees of the Board	Chairmanship/Membership of Committees of the Board: <table><tr><th>Name of the Company</th><th>Name of the Committee</th><th>Chairman/Member</th></tr><tr><td>Inshaallah Investments Limited</td><td>Audit Committee Nomination and Remuneration Committee</td><td>Member Member</td></tr><tr><td>Niskalp Infrastructure Services Limited</td><td>Audit Committee Nomination and Remuneration Committee</td><td>Member Member</td></tr></table>	Name of the Company	Name of the Committee	Chairman/Member	Inshaallah Investments Limited	Audit Committee Nomination and Remuneration Committee	Member Member	Niskalp Infrastructure Services Limited	Audit Committee Nomination and Remuneration Committee	Member Member
Name of the Company	Name of the Committee	Chairman/Member								
Inshaallah Investments Limited	Audit Committee Nomination and Remuneration Committee	Member Member								
Niskalp Infrastructure Services Limited	Audit Committee Nomination and Remuneration Committee	Member Member								



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



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 43rd Annual General Meeting of Tata Housing Development Company Limited held on Thursday, 15th day of September, 2022 at 11.00 a.m. at Bombay House, 3rd Floor, Meeting Room No. 302, Homi Mody Street, Fort, Mumbai 400 001.

Signature of the Shareholder or Proxy



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



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 43rd Annual General Meeting of Tata Housing Development Company Limited to be held on Thursday, 15th day of September, 2022 at 11.00 a.m. at Bombay House, 3rd Floor, Meeting Room No. 302, 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

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





Resolution No.

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2022 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, 2022 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Banmali Agrawala (DIN: 00120029), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company
4. Appointment of Mrs. Sandhya Kudtarkar as an Independent Director
5. Appointment of Mr. Kamlesh Parekh as an Independent Director
6. Ratification of Cost Auditor's Remuneration
7. Approval for issuance of Non-Convertible Debentures on Private Placement Basis
8. Approval for issuance of Equity Shares to Tata Realty and Infrastructure Limited on private placement/preferential allotment basis

Signed thisday of2022

Signature of the shareholder

**Affix
Revenue**

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

CIN: U45300MH1942PLC003573

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

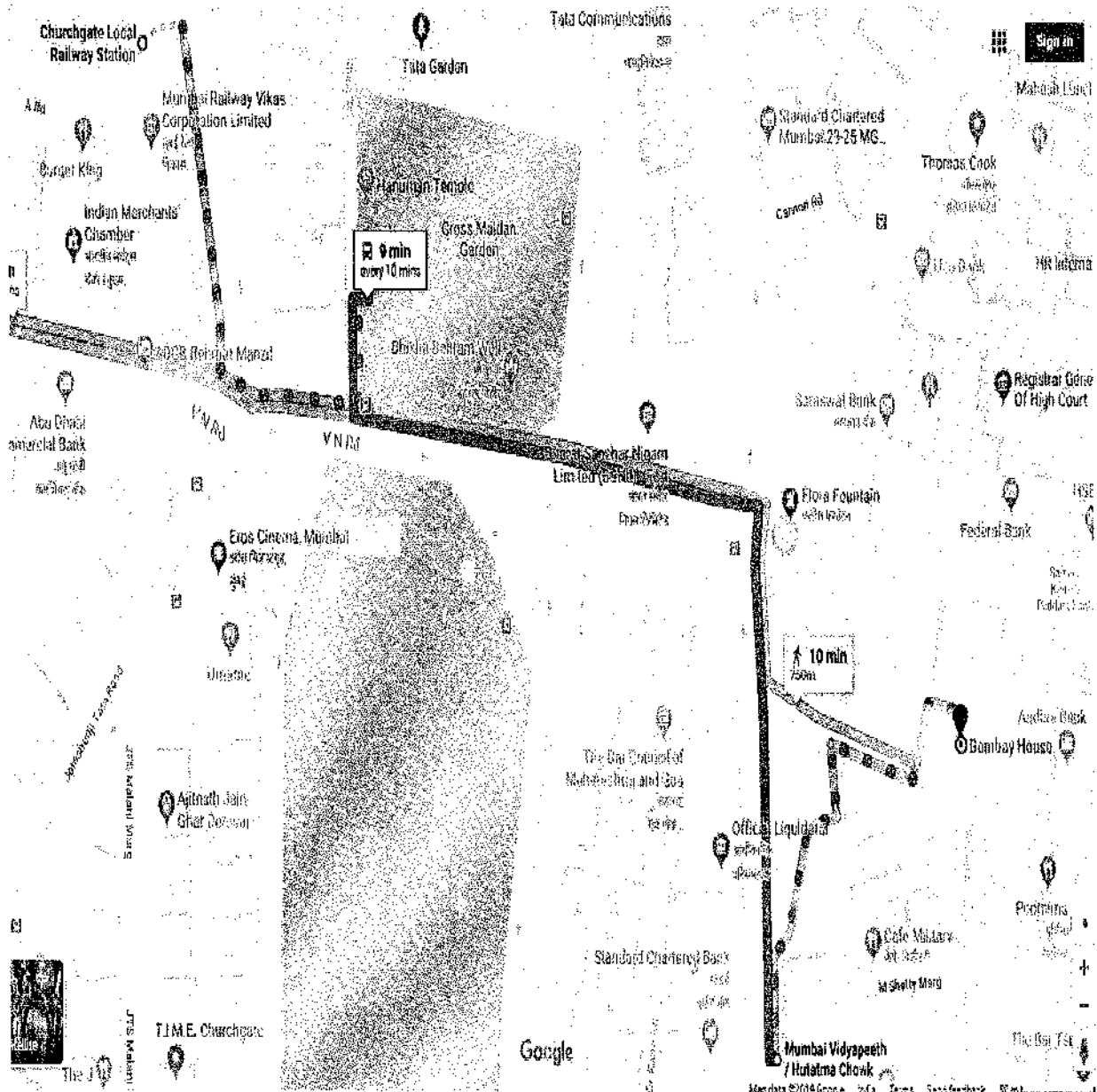
Tel. 022-6661 4444 Fax: 022-6661 4452 E-mail: thdcsec@tatarealty.in

Website: www.tatarealty.in





ROUTE MAP FOR REACHING AT THE AGM VENUE



Landmark: Near Flora Fountain, Churchgate



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