



August 01, 2024

To,  
The Listing Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Ref: Scrip Code: 974813**

**Sub: Intimation under Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Extra Ordinary General Meeting of Tata Housing Development Company Limited ("the Company") to be held on August 01, 2024, at a shorter notice.**

Dear Sir / Madam,

Pursuant to Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we hereby inform that the Extra Ordinary General Meeting of the Company is scheduled to be held on Thursday, August 01, 2024 at a shorter notice to consider the matters set out in the Notice, as enclosed.

We request you to take the above on your record.

Thanking you,

Yours faithfully,

**For Tata Housing Development Company Limited**

**Mrunal Mahajan**  
**Company Secretary**  
**(ICSI Membership No.: A31734)**

Enclosure: a/a

**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.tatahousing.com



## **NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting (EOGM) of the Members of Tata Housing Development Company Limited will be held on Thursday, August 1, 2024 at 4.30 p.m. at Board Room, E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033

EOGM No.: 1/2024-25

### **SPECIAL BUSINESS:**

#### **1. TO CONSIDER AND APPROVE BORROWING LIMITS OF THE COMPANY**

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

**“RESOLVED THAT** in supersession of Resolution passed at 35<sup>th</sup> Annual General Meeting held on September 12, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, if any, and the Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company, be and is hereby accorded to the Board of Directors of the Company (herein after called the “Board” which term shall be deemed to include person(s) authorized and/ or any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow any sum or sum of monies from time to time, from any one or more of the Company’s bankers and / or from any one or more other persons, firms, bodies corporate or financial institutions, Non-Banking Finance Companies, whether by way of Cash Credit, advances or deposits, loans or bill discounting, issue of debentures or otherwise and whether unsecured or secured by way of mortgage, hypothecation or lien or pledge of the Company’s assets and properties, whether immovable or movable or stock in trade, (including raw materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies to be borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, so that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time shall not exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being or Rs. 3,800 Crore (Rupees Three Thousand Eight Hundred Crores only), whichever is higher, exclusive of interest.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

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## **2. TO CONSIDER AND APPROVE THE LIMITS FOR CREATION OF CHARGE ON ASSETS:**

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

**"RESOLVED THAT** in supersession of Special Resolution passed at 35<sup>th</sup> Annual General Meeting held on September 12, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (herein after called the "Board" which term shall be deemed to include person(s) authorized and/ or any committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) to create charge by way of Hypothecation / Mortgage / Pledge, etc. in addition to the existing charge including modification of charge on all or any of the assets, both present and future, or the whole or substantially the whole of the undertaking of the Company for securing any loans obtained or to be obtained from any public financial institutions, banks, Non-Banking Finance Companies and/ or any other Bodies Corporate incorporated in India or otherwise on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit up to a sum not exceeding the aggregate of the paid-up share capital and free reserves of the Company for the time being or Rs. 3,800 Crore (Rupees Three Thousand Eight Hundred Crores only), whichever is higher.

**RESOLVED FURTHER** that the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges, pledge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

## **3. TO CONSIDER AND APPROVE 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 **Special Resolution:**

**"RESOLVED THAT** in supersession of Resolution passed at the 45<sup>th</sup> Annual General Meeting of the Members held on July 22, 2024 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) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & 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

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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, consent of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, invite for subscription, issue and allot from time to time, whether secured or unsecured, rated redeemable, cumulative/non-cumulative, listed/unlisted Non-Convertible Debentures/Bonds (hereinafter collectively referred as NCDs) up to an amount of Rs. 3,800 Crore (Rupees Three Thousand Eight Hundred Crores only) on private placement basis to eligible entities, bodies corporate, companies, banks, financial institutions and any other categories of investors (eligible investors) permitted to invest in the NCDs under applicable laws, in one or more series/tranches, during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board or any Committee authorized by the Board or any person(s) authorized by the Board, may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that the said borrowing is within the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized, on behalf of the Company, to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, offer period, interest rate, premium/discount, 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."

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

**Place:** Mumbai  
**Date:** August 1, 2024  
**Registered Office:**  
E Block, Voltas Premises, T. B. Kadam Marg,  
Chinchpokli, Mumbai – 400033, Maharashtra  
**CIN:** U45300MH1942PLC003573

**Mrunal Mahajan**  
**Company Secretary**  
**ACS - 31734**

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**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts in respect of business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EOGM) 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 NOTICE OF EOGM SHOULD BE DEPOSITED/RETURNED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE EOGM. 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 EOGM are requested to send to the Company, a certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the EOGM. Members, Proxies and Authorized Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the EOGM.
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, if any 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 EOGM 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/Registrar and Share Transfer Agent ("RTA") to

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record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. The Members are requested to submit the details to their respective Depository Participants ("DPs").

7. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DPs.

Notice of the EOGM 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 EOGM are annexed hereto.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 ("the Act"):**

The following statement sets out all material facts relating to items mentioned in the accompanying Notice:

**Item No. 1 & 2:**

The members are requested to note that the Members at their 35<sup>th</sup> Annual General Meeting held on September 12, 2014 had approved borrowing limit of up to Rs. 2,500 Crore and approved the limit for creation of charge on the assets of the Company of up to Rs. 2,500 Crore.

On account of separate limits for working capital borrowing of Rs. 1300 crore and other borrowings of Rs.2500 crore, at times, the Management is facing difficulty in rebalancing the borrowing portfolio. Therefore, to streamline the structure and meet the project requirements and other business purposes, it is proposed to increase the Borrowing Limits under Section 180 of the Act. For the said aforesaid borrowings, the Company would also be required to create Charge on its assets, if necessary.

Pursuant to the provisions of Section 180 of the Act, certain powers of the Board are required to be exercised only with consent of the members accorded by means of a Special Resolution.

Therefore, the approval of Members is sought for increasing the said borrowing limits and limits for creation of charge for the said borrowings, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively, as under:

- (i) To borrow monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being as per section 180 (1)(c) of the Companies Act, 2013 or a sum of Rs. 3,800 Crores, whichever is higher; and
- (ii) To create mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation/ Pledge on the Company's assets (present and future) in favour of lending agencies and trustees for the amounts borrowed not exceeding the aggregate of the paid-up share capital and free reserves of the Company for the time being as per section 180 (1)(c) of the Companies Act, 2013 or a sum of Rs. 3,800 Crore, whichever is higher

The Board recommends the Special Resolution as set out at item no. 1 & 2 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of your Company or their respective relatives is deemed to be concerned or interested in the aforesaid resolution.

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**Item No. 3:**

To meet the funding requirements of the Company, the Company has from time to time issued Non-convertible Debentures ("NCD") in one of more series / tranches on private placement basis in accordance with the provisions of the Companies Act, 2013 ("the Act").

The Shareholders had approved the issuance of NCDs amounting to Rs. 2,300 Crore vide its resolution passed at the Annual General Meeting held on July 22, 2024. On account of separate limits for working capital borrowing of Rs. 1300 crore and other borrowings of Rs.2500 crore, at times, the Management is facing difficulty in rebalancing the borrowing portfolio. Therefore, to streamline the structure and meet the project requirements and other business purposes, it is proposed to alien borrowing Limits under Section 180 of the Act with the limits under section 42 of the Companies Act for issuance of NCDs. Further, 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 or 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 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 Non-Convertible Securities) Regulations, 2021 and other Regulations, as may be applicable.

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. 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:**

Board resolution passed on August 1, 2024 for the issuance of NCDs on a private placement basis up to limit of up to Rs. 3,800 Crores.

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**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:**

As may 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 Rs. 3,800 Crore.

**f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:**

As may be determined by the Board, from time to time

The Board at its meeting held on August 1, 2024, subject to the approval of members of the Company, had approved the issuance of NCDs on a private placement basis, amounting to Rs. 3,800 Crore, which would be within the overall borrowing limit of Rs. 3,800 Crore, pursuant to the provisions of Section 180(1)(c) of the Act.

The Board recommends the Special Resolution as set out at item no. 3 of the Notice for your approval.

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

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

**Place:** Mumbai

**Date:** August 1, 2024

**Registered Office:**

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

**CIN:** U45300MH1942PLC003573

**Mrunal Mahajan**  
**Company Secretary**  
**ACS - 31734**

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**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrance of the Venue)

I hereby record my presence at the Extra-Ordinary General Meeting of Tata Housing Development Company Limited will be held on Thursday, August 1, 2024 at 4.30 p.m. at E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033.

Folio No/DP ID-Client Id: .....

Full Name of the Shareholder in Block Letters: .....

No. of Shares held: .....

Name of Proxy (if any) in Block Letters: .....

Signature of the Shareholder/Proxy/Representative

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**Form 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

TATA HOUSING DEVELOPMENT COMPANY LIMITED

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Thursday, August 1, 2024 at 4.30 p.m. at E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To consider and approve Borrowing Limits of the Company
2. To consider and approve Limits for Creation of Charge on Assets
3. To consider and approve Issuance of Non-Convertible Debentures On Private Placement Basis:

Signed this .....day of .....2024.

Signature of the shareholder

Signature of the proxy holder(s)

**Affix Revenue  
Stamp**

*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.*

*\*the provisions relating appointment of proxy have been mentioned in the Notice, pursuant to Section 105 of the Companies Act, 2013 read with relevant rules thereunder. Although, proxy appointment shall not be valid, unless approval of all the Members are received, as the Meeting is being conducted within 48 hours of dispatch of the notice.*

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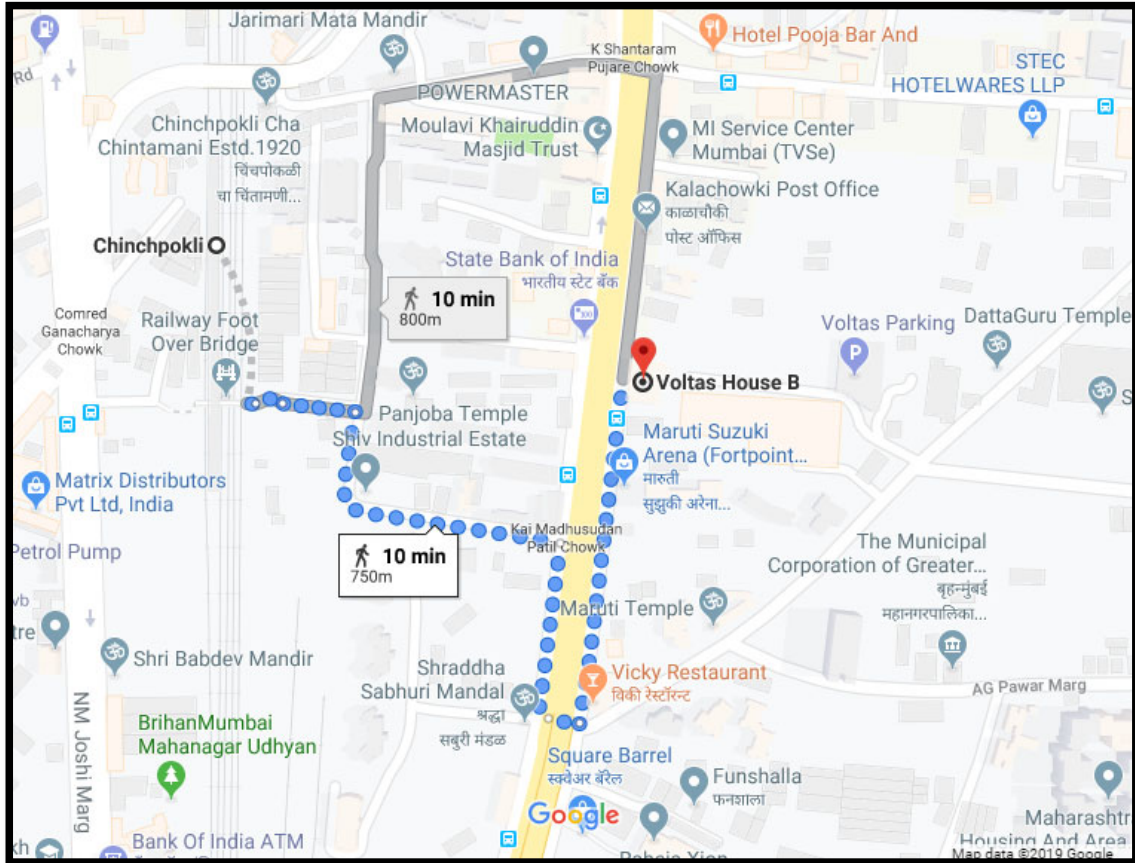
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## ROUTE MAP FOR REACHING AT THE EGM VENUE

### TATA HOUSING DEVELOPMENT COMPANY LIMITED



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