



## **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 Wednesday, October 30, 2024 at 11.30 a.m. at Board Room, the registered office of the Company situated at E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033

EOGM No.: 2/2024-25

### **SPECIAL BUSINESS:**

**To consider and approve appointment of Mr. Ritesh Mandot as Non-Executive Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and the Memorandum of Association and Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 ("Act") and the relevant Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), and as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), in line with Memorandum & Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of the Company, Mr. Ritesh Mandot (DIN: 02090270) who was appointed by the Board of Directors as an Additional Director of the Company with effect from August 13, 2024 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Mandot be paid such fees and commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

### **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](mailto:thdcsec@tatarealty.in)

Website: [www.tatahousing.com](http://www.tatahousing.com)



**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.”

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

**Place:** Mumbai

**Date:** October 22, 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

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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 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:**

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the appointment of Mr. Ritesh Mandot (DIN: 02090270), as Additional Non-Executive Director of the Company w.e.f. August 13, 2024, subject to the approval of Members in accordance with applicable provisions of the Companies Act, 2013 ("the Act") read with Rules framed thereunder and as per Regulation 16 of (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, Mr. Mandot will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier. Accordingly, the Company has received consent letter from Mr. Mandot as required under applicable provisions of the Act and the Rules framed thereunder read along with Listing Regulations along with a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. His Directorships/ Committee memberships are within the statutorily permitted limits.

In the opinion of the Board of Directors, appointment of Mr. Mandot would be beneficial to the Company. In terms of Section 160(1) of the Act, the Company has received in writing a notice from a Member, proposing his candidature for the office of Director.

Brief profile of Mr. Mandot in terms of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to the Notice.

Given his experience, the Board (on the recommendation of NRC) considers it desirable and in the interest of the Company to have Mr. Mandot on the Board of the Company and accordingly the Board recommends his appointment as a Non-Executive Director w.e.f. August 13, 2024 and proposed Resolution no. 1 for approval by the Members as an Ordinary Resolution.

Except Mr. Mandot or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

<b>Particulars</b>	<b>Mr. Ritesh Mandot</b>
Age	43 years
Qualification	Bachelor degree in Electrical and Electronics Engineering from Birla Institute of Technology & Science, Pilani and an MBA from the Indian Institute of Management, Ahmedabad
Experience	Mr. Mandot an experience of 15 years and currently a Partner at Tata Opportunities Fund (Tata Capital), a USD 600mn private equity fund and previously worked with the private equity arm of Reliance Industries (GenNext Ventures), Milestone Religare (Healthcare and Education focused fund) and MAPE Advisory (a leading boutique investment bank).
Terms of appointment	As per Companies Act 2013
Remuneration sought to be paid	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any, within the limits prescribed by the Companies Act, 2013, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company
Remuneration last drawn	Not Applicable
Date of first appointment/re-appointment	August 13, 2024
Shareholding in the Company	NIL
Relationship with KMP/Director	Mr. Mandot is not a relative of any Director or key managerial personnel(s) of the Company.

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No. of Board meeting attended during FY 24-25	Nil
Other Directorship, membership/ chairmanship of committees of the other Boards	<p><b><u>Directorship:</u></b></p> <p>(i) Tata Realty and Infrastructure Limited (ii) TRIL Urban Transport Private Limited (iii) TRIL Roads Private Limited (iv) Fincare Business Services Limited</p> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p>None</p>

**For Tata Housing Development Company Limited**

**Place:** Mumbai

**Date:** October 22, 2024

**Registered Office:**

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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 to be held on Wednesday, October 30, 2024 at 11:30 a.m. at the registered office of the Company situated 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]*

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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 Wednesday, October 30, 2024 at 11.30 a.m. at the registered office of the Company situated 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 appointment of Mr. Ritesh Mandot as Non-Executive Director of the Company

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.*

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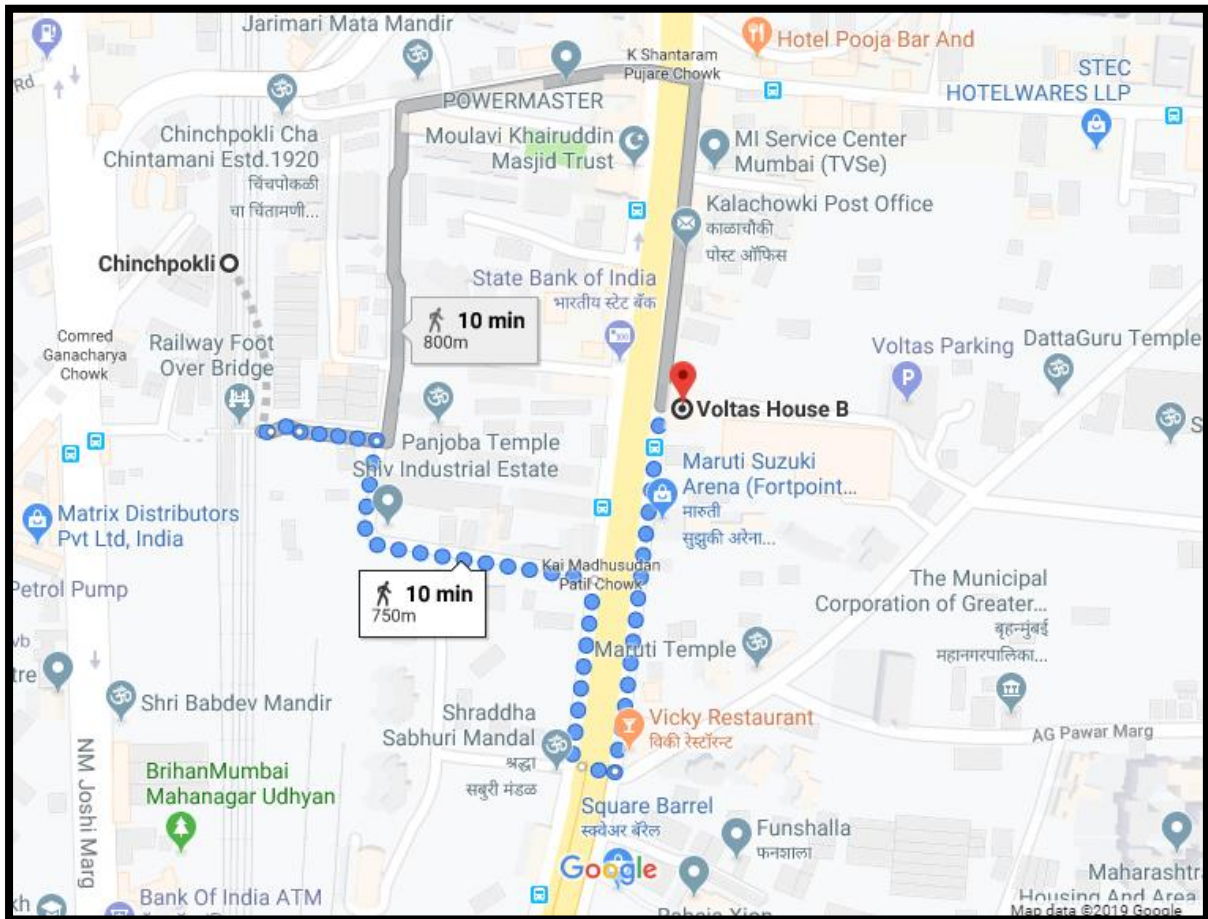
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*\*the provisions relating appointment of proxy have been mentioned in the Notice, pursuant to Section 105 of the Companies Act, 2013 read with relevant rules thereunder. Although, proxy appointment shall not be valid, unless approval of all the Members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

## ROUTE MAP FOR REACHING AT THE EGM VENUE

### TATA HOUSING DEVELOPMENT COMPANY LIMITED



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