



NOTICE OF 44th ANNUAL GENERAL MEETING

NOTICE is hereby given that 44th Annual General Meeting of Tata Housing Development Company Limited will be held on Tuesday, 25th day of July, 2023 at 11.00 a.m. at Bombay House, 2nd Floor, Meeting Room No. 201, Homi Mody Street, Fort, Mumbai 400 001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 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, 2023 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.**

SPECIAL BUSINESS

3. Ratification of Cost Auditor's Remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹2,47,500/- (Rupees Two Lakh Forty Seven Thousand Five Hundred Only) plus 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 2023-24."

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



4. 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 43rd Annual General Meeting of the Members of the Company held on September 15, 2022 and pursuant to the provisions of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter to be referred as the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, both as amended from time to time, and subject to all other applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Securities and Exchange Board of India ("SEBI"), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended if applicable and the enabling provisions of the listing agreements entered / to be entered into with the Stock Exchanges where the securities of the Company be listed (the "Stock Exchanges"), and subject to the applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Reserve Bank of India ("RBI"), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority or any other authorities, as may be required (the "Appropriate Authority") and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the 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.

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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."

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



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

Place: Mumbai
Date: June 28, 2023

Registered Office:
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Chinchpokli, Mumbai 400033
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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 and 4 set out above and the relevant details of the Director seeking re-appointment at this Annual General Meeting ('AGM'/'the meeting') in respect of business under item no. 2 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, if applicable and relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 1:00 p.m. (IST) up to the date of the meeting and also at the AGM venue during the meeting.
5. The Members may avail the facility of nomination in terms of Section 72 of the Act read with Rule 19 (1) of the Companies (Share Capital and Debenture) Rules, 2014, by nominating in the Form SH 13, any person to whom his/ their shares in the Company shall vest in the event of death of shareholder(s). SH-13 to be submitted in the duplicate with the Company.

The format of the Register of Members prescribed by the Ministry of Corporate Affairs ("MCA") under the Act requires the Company/Registrars and Share Transfer Agents ("RTA") to record additional details of Members, including their PAN details, e-mail

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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 at thdcsec@tatarealty.in for a copy of the same. Notice of the AGM along with the Annual Report 2022-23 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 2022-23 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: June 28, 2023

Registered Office:

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INFORMATION PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS:

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.

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

Item No. 3

The Board of Directors at its meeting held on May 18, 2023, 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 2023-24 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 2023-24 by way of an Ordinary Resolution is being sought from the members as set out at Item No.3 of the Notice.

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

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

Item No. 4:

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

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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 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 April 6, 2023, 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.

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d) Name and address of valuer who performed valuation:

Not Applicable

e) Amount which the company intends to raise by way of such securities:

Up to ₹2,300 Crore.

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

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

The Shareholders had approved the issuance of NCDs amounting to ₹2,300 Crore *vide* resolution passed at the AGM held on September 15, 2022. The said approval would expire on September 14, 2023. 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, 2023, the net worth of the Company was ₹ 2059.67 crore (standalone) and the total long term debt (including current maturity) of the Company was ₹1308.50 crore (standalone). As on the date of this notice, the current outstanding NCDs are ₹1400 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 Directors, Key Managerial Personnel, or their respective relatives is/are, 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. 4 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: June 28, 2023

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Annexure A

Information pursuant to the Secretarial Standard in respect of Re-appointment of Director as per agenda Item no. 2:-

Agenda Item no. 2

Name	Mr. Banmali Agrawala
Age/Years	30/04/1963 (60 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>
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 ₹1,40,000/- was paid for attending the Board /Committee Meetings which were held in the Financial Year 2022-23.
Date of First appointment	24/03/2018
Shareholding in the Company	Nil
Relationship with other Directors, Key Managerial Personnel	None
No. of Board Meetings attended during the year	5 out of 5

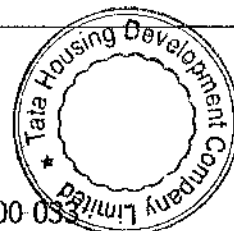
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Other	Directorship, membership/chairmanship of committees of the other Boards	Directorship: <ul style="list-style-type: none">- (i) Tata Realty and Infrastructure Ltd.- (ii) Tata Advanced Systems Ltd.- (iii) Tata Medical and Diagnostics Ltd.- (iv) Tata Electronic Pvt. Ltd.- (v) Pratham Education Foundation 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 rowspan="2">Tata Realty and Infrastructure Limited</td><td>Nomination & Remuneration Committee</td><td>Member</td></tr><tr><td>Securities and Allotment Committee</td><td>Member</td></tr><tr><td>Tata Advanced Systems Limited</td><td>Audit Committee Nomination & Remuneration Committee</td><td>Chairman Chairman</td></tr><tr><td>Tata Electronics Private Limited</td><td>Treasury Committee</td><td>Member</td></tr></table>	Name of the Company	Name of the Committee	Chairman/Member	Tata Realty and Infrastructure Limited	Nomination & Remuneration Committee	Member	Securities and Allotment Committee	Member	Tata Advanced Systems Limited	Audit Committee Nomination & Remuneration Committee	Chairman Chairman	Tata Electronics Private Limited	Treasury Committee	Member
Name of the Company	Name of the Committee	Chairman/Member														
Tata Realty and Infrastructure Limited	Nomination & Remuneration Committee	Member														
	Securities and Allotment Committee	Member														
Tata Advanced Systems Limited	Audit Committee Nomination & Remuneration Committee	Chairman Chairman														
Tata Electronics Private Limited	Treasury Committee	Member														



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ATTENDANCE SLIP

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

Joint Shareholders may obtain additional Attendance Slip in request

Regd. Folio No./ DP ID-Client ID	
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NAME AND ADDRESS OF SHAREHOLDER: _____

NO. OF SHARES HELD: _____

I/We hereby record my presence at the 44th Annual General Meeting of Tata Housing Development Company Limited held on Tuesday, 25th day of July, 2023 at 11.00 a.m. at Bombay House, 2nd Floor, Meeting Room No. 201, Homi Mody Street, Fort, Mumbai 400 001.

Signature of the Shareholder or Proxy

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Form No. MGT-11

Proxy form

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

CIN: U45300MH1942PLC003573

Name of the company: Tata Housing Development Company Limited

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of Tata Housing Development Company Limited to be held on Tuesday, 25th day of July, 2023 at 11.00 a.m. at Bombay House, 2nd Floor, Meeting Room No. 201, Homi Mody Street, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2023 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, 2023 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. Ratification of Cost Auditor's Remuneration
4. Approval for issuance of Non-Convertible Debentures on Private Placement Basis

Signed thisday of2023

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.

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ROUTE MAP FOR REACHING AT THE AGM VENUE



Landmark: Near Flora Fountain, Churchgate



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