



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 Tuesday, June 27, 2023 at 11.00 a.m. at Bombay House, 2nd Floor, Meeting Room No. 202, Homi Mody Street, Fort, Mumbai 400 001 to transact the following business:

EOGM No.: 1/2023-24

SPECIAL BUSINESS:

1. To approve re-appointment of Mr. Sanjay Dutt as Managing Director designated as Managing Director & Chief Executive Officer of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sanjay Dutt (DIN 05251670) as Managing Director designated as 'Managing Director & Chief Executive Officer' (MD & CEO) of the Company, for a period of 5 years with effect from April 1, 2023 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Dutt.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to reimburse the remuneration of up to 60% of the remuneration being paid by Tata Realty and Infrastructure Limited ("TRIL") to Mr. Sanjay Dutt as a Managing Director and Chief Executive Officer of the TRIL for the period of first three years i.e. April 1, 2023 to March 31, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

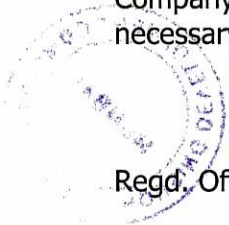
TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

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

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

Website: www.tatarealty.in





2. Appointment of Mr. Sudip Mullick 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. Sudip Mullick (DIN 6942241), who was appointed as an Additional Director of the Company with effect from March 31, 2023, by the Board of Directors and as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds the office till the next general meeting or three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013 ("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. Sudip Mullick (DIN 6942241), who has submitted a declaration that he 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 an Independent Director of the Company, not liable to retire by rotation, for a term of three years commencing from March 31, 2023, up to March 30, 2026, 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."

3. Appointment of Mr. Ankur Dalwani as Director

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), Mr. Ankur Dalwani (DIN 10091697) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2023 and as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds the office till the next general meeting or three months from the date of appointment, whichever is earlier 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 Director of the Company, liable to retire by rotation."

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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



Ritesh Kamdar
Company Secretary
ACS - 20154

Place: Mumbai

Date: June 2, 2023

Registered Office:

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

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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 record additional details of Members, including their PAN details, e-mail

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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 Directors, at its Meeting held on February 10, 2023, , reappointed Mr. Sanjay Dutt (DIN: 05251670), as Managing Director and Chief Executive Officer ("MD & CEO") of the Company, for a period of five years with effect from April 1, 2023, subject to the approval of the Members. Further, as per provisions of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Dutt will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier. As per the Articles of Association of the Company, being a Managing Director, Mr. Dutt is not liable to retire by rotation.

Brief profile of Mr. Dutt:

From becoming an entrepreneur at the age of 21 to his current appointment as MD & CEO of Tata Realty & Infrastructure Ltd (TRIL) and Tata Housing Development Company Ltd. (THDCL), Mr. Sanjay Dutt has over 30 years of experience in the Real Estate Development and Consulting space.

At TRIL and THDCL, he oversees 37 million sq. ft. of Residential and Commercial Development and management across 13 cities and 21 projects in India, Sri Lanka & Maldives, which comprises sectors in Commercial, Retail, Hospitality and Residential (Luxury/Premier, Affordable, Second Home & Mixed-Use Township). He is also involved in the management of the infrastructure projects, which includes 3 rope ways, 4 roadways & a Metro project in Pune.

Mr. Dutt has spent 23 years with top 3 Global Real Estate Consulting companies. He was MD of South Asia at Cushman & Wakefield (2001-2008 and 2012-2016), where he was responsible for setting up new businesses and mentoring leaders for successful turnaround strategies, growth and profitability. He implemented the successful merger and integration for DTZ & C & W. In his stint as CEO Business with JLL (2008 – 2012) CBRE, India (1996- 2001) included setting up of businesses in Mumbai and Pune.

Mr. Dutt holds a Post-Graduate degree in Marketing & HR from the International Management Institute.

In compliance with provision of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Act, the reappointment of Mr. Dutt as specified above for a period of five years is placed before the Members for their approval.

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Further, pursuant to the applicable provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), in the event of loss or inadequacy of profits in any financial year, the Company is permitted to pay to the Managerial personnel, the remuneration only up to the ceiling limits as specified in Schedule V to the Act. Any remuneration paid/to be paid to the Managerial personnel in excess of the prescribed limits shall be subject to the Members' approval by way of a special resolution and such resolution shall be valid for a period not exceeding three years. In view of the above, approval of Members is being sought for reimbursing up to 60% of the remuneration being paid by TRIL to Mr. Dutt for a period of first three years i.e. from April 1, 2023 to March 31, 2026, with requisite disclosures in this regard.

The performance of the Indian real estate market across various segments is worth noticing. There has been sustained absorption activity witnessed in the residential segment during the financial year 2023, and despite current macroeconomic uncertainty, sound market fundamentals are likely to ensure swift recovery in the financial year 2024. The Company has been making necessary efforts to improve its performance, pick up on construction linked Project/Development Management Consultancy and has been aggressively pursuing and implementing its strategies and has taken steps for cost reduction. The Company is also actively pursuing new investment opportunities which will help in positive results in the coming years.

The move towards higher transparency and accountability has continued, evidenced by the continued consolidation in the market towards reputed, trust-worthy developers with strong processes & fiscal positions. While higher traction is seen in high-end and premium segments, government's policy push to affordable housing with its efforts under Housing for All as well as infrastructure status will continue to drive traction in the affordable housing segment as well. Under the leadership of Mr. Dutt, the Company has achieved the desired results over the past five years. The Board is of the view that his continued association with the Company as Managing Director & CEO of the Company, would be in the best interest of the Company.

Mr. Dutt, in addition to his role as Managing Director & CEO of the Company, would also oversee the operations of TRIL, a fellow subsidiary of the Company and also of such other company as the Board may direct.

During the financial year ended March 31, 2023, the Company recorded a Loss before Tax of Rs.472.90 Crore and Loss after Tax of Rs.485.14 Crore. Owing to the above factors and losses which were brought forward from the previous years, which has resulted in inadequate profits under Section 198 of the Act, for payment of managerial remuneration.

The NRC and subsequently, the Board of Directors have, respectively accorded their approvals to the payment of remuneration as proposed in the Item No. 1 of the Notice and in the interest of the Company and have recommended for approval of the aforesaid resolution to the Members for their approval.

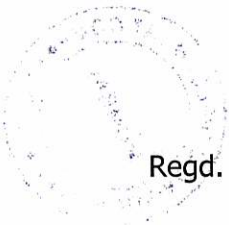
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THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE ACT:

I. GENERAL INFORMATION:

- (1) Nature of Industry – Development of Real Estate
- (2) Date or expected date of commencement of commercial operation – The Company was incorporated on 19th March, 1942. The Company had since commenced its business.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.
- (4) Financial performance based on given indicators:

Particular	(Rs. in Crore)	
	FY 2022-23	FY 2021-22
Turnover and other income	747.07	842.42
Net Profit/(loss) after tax as per P&L Account	(485.14)	(8.32)
Profit/(Loss) as computed under Section 198 of the Act	(9.89)*	(94.39)*
<p>*(i) after adjusting the excess of expenditure over income, which had arisen in computing the net profits in accordance with Section 198 of the Act.</p> <p>(ii) the Company has impaired/written off the interest accrued in its books, which was accounted/recognized as income in the prior years. The Company further evaluates/seeks opinion for accounting such losses, while computing profits as per Section 198 of the Act. If the same would be allowed as deduction as per the Act, then the losses as stated above shall further increase to such extent.</p>		

- (5) Foreign investments or collaborators, if any – Rs. 10.96 Crore** (gross)

** this includes only equity investments

II. A) INFORMATION ABOUT MR. SANJAY DUTT, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY:

(1) Background details

- (i) Name : Mr. Sanjay Dutt
- (ii) Designation : Managing Director and Chief Executive Officer
- (iii) Father's name : Mr. Bhupinder Dutt
- (iv) Nationality : Indian
- (v) Date of birth : June 16, 1966
- (vi) Qualification : Mr. Dutt holds a Post-Graduate Degree in Marketing and HR from the International Management Institute.
- (vii) Experience : More than 30 years

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Mr. Dutt has experience in Real Estate sector with various reputed International Real Estate Developers and property consultants. He brings with him extensive experience in real estate strategic planning, development, re-development, leasing, new acquisitions and asset management business across geographies of India.

(2) Past remuneration: Remuneration drawn in the Company for financial year 2022-23 was ~ Rs. 9.00 Crores. Of such remuneration, the Company has reimbursed 60% of the total remuneration to TRIL, as per the approval of the Members.

(3) Recognition or awards: Mr. Dutt is privileged to be part of below stated associations:

- Chairman – South Asia Board, RICS
- Chairman – APREA Advocacy Committee, Asia
- Executive Committee Member – ULI
- Member – GRI Governing Council
- President Elect – NAREDCO Maharashtra
- Member – Assocham – Ease of Doing Business
- Member of World Regional Board - RICS

As the current Chair of the South Asia RICS Board, he provides market insights and direction to the team and have been actively involved in promoting professional and engagement activities.

He served as Chairman of FICCI Real Estate Committee for last 4 years. In his previous role, he was the CEO India Operations & Private Funds with The CapitalLand, a multinational Alternative Asset Management Company focusing on real estate, infrastructure and private equity.

(4) Job profile and his suitability:

a) Job profile: Mr. Dutt as Managing Director (MD) & Chief Executive Officer (CEO) of the Company, would contribute significantly in the progress of the Company. As a MD & CEO, he is in-charge of the management of the Company's affairs. He gives directions to ensure that business plans of the Company are met. He would monitor the progress of the Company.

Further, as per the instructions of the Board of Directors, he is also overseeing the operations of TRIL, a fellow subsidiary of the Company. The Company would reimburse the part of his remuneration to TRIL.

b) His suitability: Considering the qualifications and experience, Mr. Dutt is suitable for this profile.

(5) Remuneration proposed: The Company shall reimburse to TRIL, up to 60% of the total yearly remuneration paid by TRIL as may be decided by the Board including any Committee thereof from time to time.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): The remuneration of Mr. Dutt is commensurate with the remuneration packages

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paid to similar senior level appointees in other companies. The proposed benefits are being paid considering the significant contribution which would be made by Mr. Dutt during his tenure.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Besides the remuneration proposed or paid, Mr. Dutt does not have any other pecuniary relationship with the Company and its managerial personnel.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

- Less than anticipated construction activities directly impacting the revenue / income; and
- General slowdown in Real Estate Sector in India.

(2) Steps taken or proposed to be taken for improvement:

- Continuous efforts are being made to explore newer opportunities to increase the income level; and
- Control over operating expenditures.

(3) Expected increase in productivity and profits in measurable terms:

- In view of what is stated above, it is not possible to quantify the probable increase in Productivity/ Profits; and
- In the coming years, the above referred steps are expected to control cost and improve profitability, which are currently not quantifiable in measurable terms.

Further Mr. Sanjay Dutt, MD & CEO of the Company has also been appointed as the MD & CEO of the TRIL, fellow subsidiary of the Company, the remuneration is being paid by TRIL and the Board of Directors and NRC has agreed to bear the cost upto 60% of the remuneration being paid by TRIL.

In compliance with provision of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Act read with Regulation 17(1C) of the Listing Regulations, Mr. Dutt will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier. In view of above, the terms of reappointment and remuneration specified above are now being placed before the Members for their approval. The Directors recommend the resolution set out in Item No. 1 of the accompanying notice for the approval of the Members as a Special Resolution.

Mr. Sanjay Dutt is interested and concerned in the resolution mentioned in item No.1 in the Notice. Other than Mr. Sanjay Dutt and/or his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or personally interested in the said Resolution.

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**Item No. 2:**

Upon the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the appointment of Mr. Sudip Mullick (DIN 6942241), as Additional Director in the category of Independent Director, subject to the approval of Members w.e.f. March 31, 2023, pursuant to provisions of Section 149 of the Act read with Rules framed thereunder and as per Regulation 16 of SEBI the Listing Regulations, as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, Mr. Mullick 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 and eligibility letter from Mr. Mullick as required under the provisions of Section 149(6) of the Act and the Rules framed thereunder read along with Regulation 16 and 25(8) of the Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors, Mr. Mullick, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16 and 25(8) of the Listing Regulations and is independent of the management. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

Brief profile of Mr. Mullick is as follows:

Mr. Mullick is a Partner in Khaitan & Co. in the Real Estate and Construction Practice Group in the Mumbai office. His expertise amongst others lies in real estate matters, construction contracts and disputes arising out of construction contracts and in matters relating to the hospitality industry. Mr. Mullick has often appeared before various courts and in arbitration proceedings for developers, contractors, corporate and institutional clients on disputes pertaining to real estate, construction contracts and other commercial contracts. Mr. Mullick is an independent director on the Board of Neosym Industry Limited and Tata Realty and Infrastructure Limited. Mr. Mullick in the past has been an independent Director on the Board of the Emaar MGF Land Limited (now Emaar India). By qualification, he had done the graduation in commerce stream and LL.B. from Calcutta University.

Given his experience, the Board (upon recommendation of NRC) considers it desirable and in the interest of the Company to have Mr. Mullick on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director as proposed in the Resolution no. 2 for approval by the Members as a Special Resolution.

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

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

Item No. 3:

Upon the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Director of the Company had approved the appointment of Mr. Ankur Dalwani (DIN 10091697), as Additional Director, subject to the approval of Members w.e.f. March 31, 2023, pursuant to the applicable provisions of the Act read with Rules framed thereunder and as per Regulation 16 of the Listing Regulations, as amended (Listing Regulations). Further, as per provisions of Regulation 17(1C) of the Listing Regulations, Mr. Dalwani 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. Dalwani as required under applicable provisions of the Act and the Rules framed thereunder read along with Listing Regulations. The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

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

Brief profile of Mr. Dalwani is as follows:

Mr. Dalwani is Senior Vice President, Group CFO Office at Tata Sons Private Limited. Mr. Dalwani has more than 25 years of experience in Corporate Finance & Strategy, Investment Banking & M&A and Lending roles across sectors including the real estate sector. He has worked at leading investment banks - DSP Merrill Lynch, IDFC Securities & Jefferies India advising clients on several marquee transactions. Prior to joining the Tata Group, he was Business Head for Real Estate Lending at L&T Finance where he successfully grew the loan book in a difficult macro environment. By qualification, he is MBA (Finance) from S.P. Jain Institute of Management & Research, Mumbai and Bachelor in Engineering from National Institute of Technology, Rourkela.

Given his experience, the Board (upon recommendation of NRC) considers it desirable and in the interest of the Company to have Mr. Dalwani on the Board of the Company and accordingly the Board recommends his appointment as an Director as proposed in the Resolution nos.3 for approval by the Members as an Ordinary Resolution.

Except Mr. Dalwani and/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

Particulars	Mr. Sanjay Dutt	Mr. Sudip Mullick	Mr. Ankur Dalwani
Age	57 years	57 years	50 years
Date of Birth	16/06/1966	08/10/1966	09/11/1973
Qualification	Post-Graduate in Marketing & HR from the International Management Institute	Graduation in commerce stream and LL.B. from Calcutta University	MBA (Finance) from S.P. Jain Institute of Management & Research, Mumbai and Bachelor in Engineering from National Institute of Technology, Rourkela.
Experience	Mr. Dutt has over 30 years of experience in the Real Estate Sector.	Mr. Mullick specializes in Real Estate and Construction Practice. His expertise amongst others lies in real estate matters, construction contracts and disputes arising out of construction contracts and in matters relating to the hospitality industry	Mr. Dalwani has more than 25 years of experience in Corporate Finance & Strategy, Investment Banking & M&A and Lending roles across sectors including the real estate sector.
Terms of appointment	As detailed in the explanatory statement.	As detailed in the explanatory statement.	As per Companies Act 2013
Remuneration sought to be paid	To reimburse to Tata Realty and Infrastructure Limited (TRIL), up to the 60% of the total yearly remuneration paid by TRIL as may be decided by the Board including any Committee thereof from time to time	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	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

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



Remuneration last drawn	As detailed in the explanatory statement.	Not Applicable	Not Applicable
Date of first appointment	April 1, 2018	March 31, 2023	March 31, 2023
Shareholding in the Company	NIL	NIL	NIL
Relationship with KMP/Director	Mr. Dutt is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Mullick is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Dalwani is not a relative of any Director or key managerial personnel(s) of the Company.
No. of Board meeting attended during FY 2022-23	5 out of 5	Not Applicable	Not Applicable
Other Directorship, membership/Chairmanship of committees of the other Boards	<p><u>Director</u></p> <p>(i) Tata Realty and Infrastructure Limited (TRIL),</p> <p>(ii) Tata Value Homes Limited,</p> <p>(iii) TRIL Infopark Limited (TIL),</p> <p>(iv) Promont Hilltop Private Limited,</p> <p>(v) Smart Value Homes (Peenya Project) Private Limited,</p> <p>(vi) Infopark Properties Limited</p> <p><u>Membership/Chairmanship of committees of the other Boards</u></p> <p><u>Chairman:</u></p>	<p><u>Director</u></p> <p>(i) Tata Realty and Infrastructure Limited (TRIL); and</p> <p>(ii) Neosym Industry Limited</p> <p><u>Membership/Chairmanship of committees of the other Boards</u></p> <p>(i) Member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee of TRIL</p> <p>(ii) Member of Audit Committee and Remuneration & Compensation</p>	<p><u>Director</u></p> <p>Tata Realty and Infrastructure Limited</p> <p><u>Membership/Chairmanship of committees of the other Boards</u></p> <p>None</p>

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	(i) Risk Management Committee, TRIL (ii) Corporate Social Responsibility Committee, TIL <u>Member:</u> (i) Audit Committee and Stakeholders Relationship Committee of TRIL (ii) Stakeholders Relationship Committee of IPL	Committee of Neosym Industry Limited	
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By order of the Board of Directors
For Tata Housing Development Company Limited




Ritesh Kamdar
Company Secretary
ACS - 20154

Place: Mumbai

Date: June 2, 2023

Registered Office:

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

CIN: U45300MH1942PLC003573

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

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 Tuesday, June 27, 2023 at 11.00 a.m. at Bombay House, 2nd Floor, Meeting Room No. 202, Homi Mody Street, Fort, Mumbai 400 001.

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	
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 Tuesday, June 27, 2023 at 11.00 a.m. at Bombay House, 2nd Floor, Meeting Room No. 202, Homi Mody Street, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To approve reappointment of Mr. Sanjay Dutt as Managing Director and Chief Executive Officer of the Company;
2. To approve appointment of Mr. Sudip Mullick as an Independent Director; and
3. To approve appointment of Mr. Ankur Dalwani as Director

Signed thisday of2023.

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.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

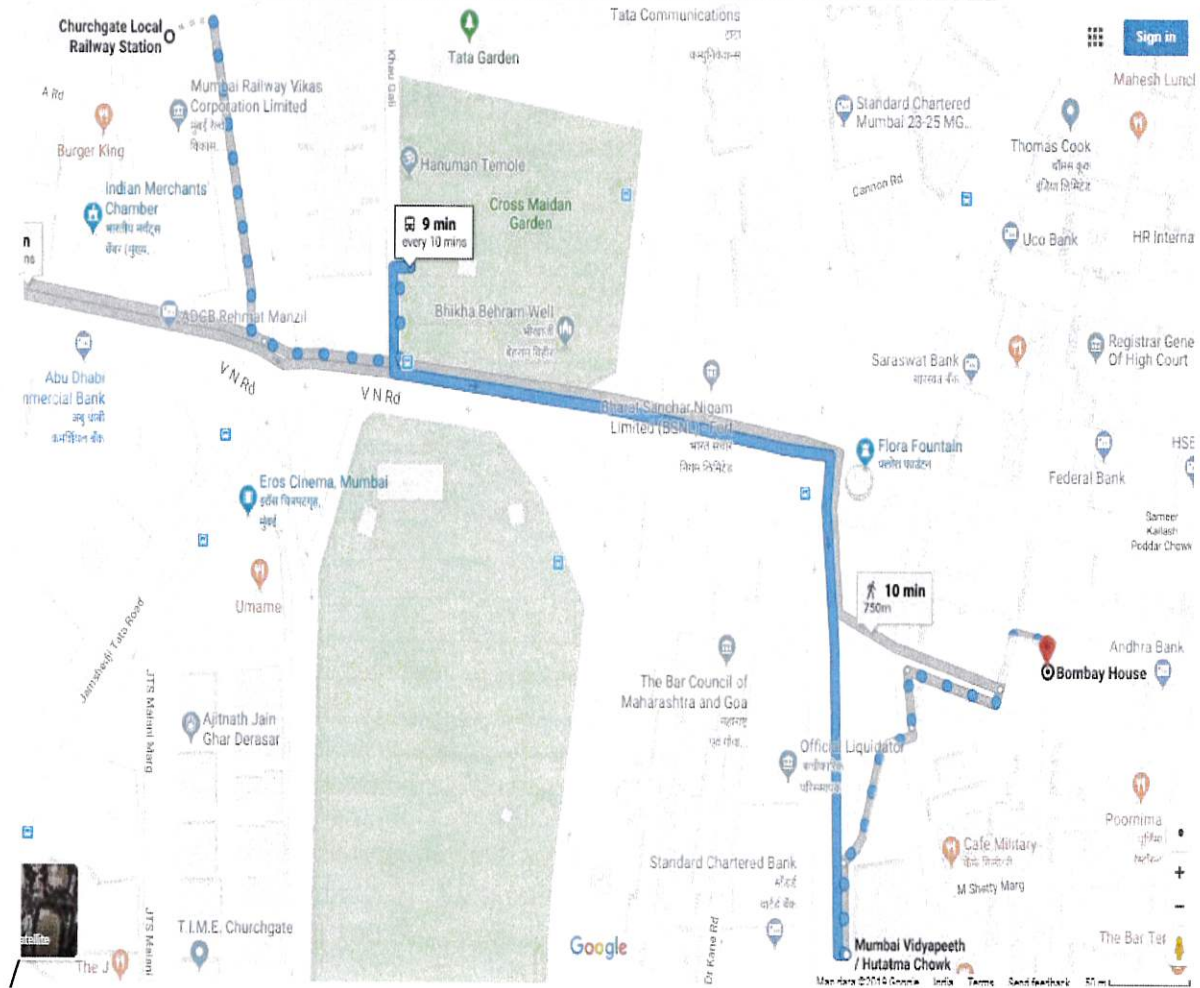
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ROUTE MAP FOR REACHING AT THE EGM VENUE
TATA HOUSING DEVELOPMENT COMPANY LIMITED



Landmark: Flora Fountain

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