



January 17, 2025

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

**Ref: Scrip Code: 976138, 975909 and 976013**

**Sub: Intimation under Regulation 51 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 to be held on January 22, 2025, at a shorter notice.**

Dear Sir / Madam,

Pursuant to Regulation 51 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 Wednesday, January 22, 2025 at a shorter notice to consider proposal for approving re-appointment of Mr. Kamlesh Parekh (DIN: 00059140) as Non-Executive Independent Director and Mrs. Sandhya Kudtarkar (DIN: 00021947) as Non-Executive Independent Director (also as Woman Director) of the Company.

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)**

**TATA HOUSING DEVELOPMENT COMPANY LIMITED**

E Block Valtas Premises T B Kadam Marg Chinchpokli Mumbai 400 033 India  
Tel 022 6661 4444 Fax 022 6661 4452 email thdcsec@tatarealty.in Website www.tatahousing.com  
CIN U45300MH1942PLC003573



EOGM No.: 3/2024-25

## NOTICE

Notice is hereby given that the 3<sup>rd</sup> Extra-Ordinary General Meeting (EOGM) of the Members of Tata Housing Development Company Limited will be held on Wednesday, January 22, 2025 at 11.00 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 at shorter notice.

### **SPECIAL BUSINESS:**

#### **Item no.1:**

#### **To consider and approve re-appointment of Mr. Kamlesh Parekh (DIN: 00059140) as Non-Executive Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule IV to the Act, as per applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Mr. Kamlesh Parekh (DIN: 00059140), who was appointed as an Independent Director of the Company by the members for a term up to December 23, 2024, being eligible for re-appointment and who having submitted declaration of independence as per Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Act, having been received in the prescribed manner, be and is hereby re-appointed as a Non-executive Independent Director of the Company to hold office for the second term of 3 (three) consecutive months with effect from December 23, 2024 till March 31, 2025, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mr. Parekh 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.

**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**

E Block Valtas Premises T B Kadam Marg Chinchpokli Mumbai 400 033 India  
Tel 022 6661 4444 Fax 022 6661 4452 email thdcsec@tatarealty.in Website www.tatahousing.com  
CIN U45300MH1942PLC003573



**Item no.2:**

**To consider and approve re-appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947) as Non-Executive Independent Director (also as Woman Director) of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder read with Schedule IV to the Act, as per applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, Mrs. Sandhya Kudtarkar (DIN: 00021947), who was appointed as an Independent Director of the Company by the members for a term up to December 23, 2024, being eligible for re-appointment and who having submitted declaration of independence as per Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom a notice in writing pursuant to Section 160 of the Act, having been received in the prescribed manner, be and is hereby re-appointed as a Non-executive Independent Director (also as Woman Director) of the Company to hold office for the second term of 3 (three) consecutive months with effect from December 23, 2024 till March 31, 2025, who shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and Rules made thereunder, Mrs. Kudtarkar 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.

**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:** January 17, 2025

**Registered Office:**

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

**CIN:** U45300MH1942PLC003573

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



**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 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.



## **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 and 2:**

On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company had approved the re-appointment of Mr. Kamlesh Parekh (DIN: 00059140) as Non-Executive Independent Director and Mrs. Sandhya Kudtarkar (DIN: 00021947) as Non-Executive Independent Director (also as woman Director) of the Company w.e.f. December 23, 2024 to March 31, 2025 respectively, not liable to retire by rotation, subject to the approval of Members w.e.f. December 23, 2024, pursuant to provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Rules framed thereunder and as per Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended. Further, as per provisions of Regulation 17(1C) of the Listing Regulations, 2015, Mr. Parekh and Mrs. Kudtarkar will hold the office till the next general meeting or three months from the date of appointment, whichever is earlier.

Accordingly, the Company have received consent and eligibility letter from Mr. Parekh and Mrs. Kudtarkar 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 Listing Regulations. The Company has also received a declaration confirming that they are not disqualified from being appointed as a Director in terms of Section 164 of the Act. They are not debarred from holding the office of Director by virtue of SEBI Order or any such authority regarding the appointment of Directors by the listed companies. They are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence, in terms of Regulation 25(8) of the SEBI Listing Regulations or have any conflict of interest. Their Directorships/ Committee memberships are within the statutorily permitted limits. They are registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs ("IICA") and are exempted from appearing for the online proficiency self assessment test conducted by IICA in accordance with the provisions of Section 150 of the Act read with the applicable rules made thereunder.

The terms and condition of re-appointment of the Independent Directors shall be uploaded on the website of the Company <https://www.tatahousing.com/investor-info> and shall be available for inspection.

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



Pursuant to the performance evaluation of Mr. Parekh and Mrs. Kudtarkar and contributions made by them during the tenure, their continuance as an Independent Director would be beneficial to the Company. Hence, the Board (upon the recommendation of NRC), considers it desirable and in the interest of the Company to re-appoint Mr. Parekh and Mrs. Kudtarkar as an Independent Director w.e.f. December 23, 2024 to March 31, 2025 and proposed Resolution no. 1 and 2 for approval by the Members as a Special Resolution.

Brief profile of Mr. Kamlesh Parekh and Mrs. Sandhya Kudtarkar in terms of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to the Notice as "**Annexure A1 and Annexure A2**".

No Director or Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the said resolution except Mr. Kamlesh Parekh and Mrs. Sandhya Kudtarkar.



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

<b>Particulars</b>	<b>Mr. Kamlesh Parekh (DIN: 00059140)</b>	<b>Mrs. Sandhya Kudtarkar (DIN: 00021947)</b>
Age	69	66
Qualification	CAIIB from Indian Institute of Banking; and L.L.B & B.SC from University of Mumbai	Mrs. Kudtarkar is a Commerce Graduate, Qualified Chartered Accountant from ICAI & Qualified Company Secretary from ICSI
Experience	Mr. Parekh is a seasoned in-house corporate lawyer with over 25 years of experience providing senior executive leadership in the legal & compliance functions of Non-Banking Finance Companies ("NBFC"). With expertise in compliance regulations and dispute resolution mechanisms, in his prior roles, he formulated the strategy for the recovery of dues in stressed and delinquent accounts of NBFCs. He also pioneered the outsourced dispute resolution mechanism for retail stressed accounts. He was a member of the task force set up by the Financial Intelligence Unit of the Government of India to provide guidance on the detection of suspicious transactions and reporting for NBFCs. He brings to the Board four decades of rich and varied experience in compliance and corporate laws	<p>Mrs. Kudtarkar has worked with the Tata Group since March 1982. Having held various positions in the Secretarial function with Tata Steel, she was the Company Secretary of Tata Steel from June 1994 till October 2001 when she moved to the Group Legal Department. She retired from Tata Services Ltd from the position of Sr. Vice President - Legal Services in April 2018.</p> <p>Her scope of work included providing support to the senior management team of the Tata Group, handling transactions of mergers, acquisitions, joint ventures, foreign collaborations, divestments and corporate restructuring and providing legal advice to all the Tata Companies on corporate laws. Her strengths are sound domain knowledge of Company Law, SEBI Regulations and Foreign Exchange Regulations.</p> <p>She is a director of various companies, including Tata International Ltd., Tata Realty and Infrastructure Limited, Universal MEP Projects &amp; Engineering Services Limited (subsidiary of Voltas Ltd.), Fiora Business Support Services Ltd. &amp; Nahar Retail Trading Services Ltd. (subsidiaries of Trent Ltd.).</p>





Terms of re-appointment	As per the Companies Act, 2013	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	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, since sitting fees was only payable	Not Applicable, since sitting fees was only payable
Date of first appointment/re-appointment	Mr. Parekh was appointed on the Board w.e.f. December 24, 2021 and proposed to be re-appointed w.e.f. December 23, 2024	Mr. Kudtarkar was appointed on the Board w.e.f. December 24, 2021 and proposed to be re-appointed w.e.f. December 23, 2024
Shareholding in the Company	NIL	NIL
Relationship with KMP/Director	Mr. Parekh is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Kudtarkar is not a relative of any Director or key managerial personnel(s) of the Company.
No. of Board meeting attended during FY 24-25	5/5	5/5
Other Directorship, membership/ chairmanship of committees of the other Boards	<p><b><u>Directorship:</u></b></p> <p>(i) Niskalp Infrastructure Services Limited  (ii) Inshaallah Investments Limited  (iii) India Emerging Companies Investment Limited  (iv) Infopark Properties Limited</p> <p><b><u>Membership/chairmanship of committees of the other Boards</u></b></p> <p>(i) Niskalp Infrastructure Services Limited  (ii) Inshaallah Investments Limited</p>	<p><b><u>Directorship:</u></b></p> <p>(i) Tata International Limited  (ii) Tata Realty and Infrastructure Limited.  (iii) Fiora Business Support Services Limited  (iv) Universal MEP Projects &amp; Engineering Services Limited  (v) Nahar Retail Trading Services Limited  (vi) TS Investments Limited  (vii) Simto Investment Co Ltd  (Viii) Fiora Online Limited  (Ix) Infopark Properties Limited</p>



	(iii) India Emerging Companies Investment Limited (iv) Infopark Properties Limited	<b><u>Membership/chairmanship of committees of the other Boards</u></b> (i) Tata International Limited (ii) Tata Realty and Infrastructure Limited. (iii) Universal MEP Projects & Engineering Services Limited (iv) Infopark Properties Limited (v) Simto Investment Co Ltd (vi) TS Investments Limited
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**For Tata Housing Development Company Limited**

**Place:** Mumbai

**Date:** January 17, 2025

**Registered Office:**

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

**CIN:** U45300MH1942PLC003573

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



**TATA HOUSING DEVELOPMENT COMPANY LIMITED**

CIN: U45300MH1942PLC003573

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 to be held on Wednesday, January 22, 2025 at 11:00 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

**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 Wednesday, January 22, 2025 at 11.00 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 re-appointment of Mr. Kamlesh Parekh (DIN: 00059140) as Non-Executive Independent Director of the Company;
2. To consider and approve re-appointment of Mrs. Sandhya Kudtarkar (DIN: 00021947) as Non-Executive Independent Director (also as Woman Director) of the Company

Signed this .....day of .....2025.

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.*



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

