

NOTICE OF 46th ANNUAL GENERAL MEETING

NOTICE is hereby given that 46th Annual General Meeting of Tata Housing Development Company Limited will be held on Friday, September 5, 2025 at 11:00 a.m. via Video Conferencing (VC) or Other Audio Visual Means (OAVM) 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, 2025 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, 2025 together with the Report of Auditors thereon.

2. To appoint a Director in place of Mr. Ritesh Mandot (DIN: 02090270), 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 ₹2,00,000/- (Rupees Two Lakh 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 2025-26."

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."

4. To consider and approve issuance of Non-Convertible Debentures on Private Placement Basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debentures) Rules, 2014, both as amended from time to time, and subject to all other applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Securities and Exchange Board of India ('SEBI'), as amended, including the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended if applicable and the enabling provisions of the listing agreements entered / to be entered into with the Stock Exchanges where the securities of the Company be listed (the 'Stock Exchanges'), and subject to the applicable Regulations, Rules, Notifications, Circulars and Guidelines prescribed by the Reserve Bank of India ('RBI'), the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, SEBI, RBI, the Stock Exchanges or any regulatory or statutory authority as may be required (the 'Appropriate Authority') and subject to such conditions and/or modifications as may be prescribed or imposed by the Appropriate Authority while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), subject to the total borrowings of the Company not exceeding the borrowing powers approved by the Members from time to time under Section 180(1)(c) of the Act, consent of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, invite for subscription, issue and allot from time to time, whether secured or unsecured, rated redeemable, cumulative/non-cumulative, listed/unlisted Non-Convertible Debentures/Bonds (hereinafter collectively referred as NCDs) up to an amount of Rs. 3,800 Crore (Rupees Three Thousand Eight Hundred Crores only) on private placement basis to eligible entities, bodies corporate, companies, banks, financial institutions and any other categories of investors (eligible investors) permitted to invest in the NCDs under applicable laws, in one or more series/tranches, during a period of one year from the date of passing of this Resolution on such terms and conditions as the Board or any Committee authorized by the Board or any person(s) authorized by the Board, may, from time to time, determine and consider

proper and most beneficial to the Company including as to when the said NCDs be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that the said borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized, on behalf of the Company, to determine the terms of issue including the class of investors to whom the NCDs are to be issued, time, the number of NCDs, tranches, issue price, tenor, offer period, interest rate, premium/discount, listing (in India or overseas) and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in respect of the borrowings aforesaid and to execute all documents and writing as may be necessary, proper, desirable or expedient."

5. To approve material related party transactions between the Company and its related parties

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), as may be necessary from time to time and basis the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to to the Board of Directors to enter into material related party transaction(s)/ contract(s)/arrangement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material terms and conditions as detailed in the Explanatory Statement attached to this Notice and as may be mutually agreed between related parties and the Company, provided however that the aggregate amount/value of all such arrangements/transactions/contracts entered/ may be entered into by the Company with the Related Party shall not exceed the value as specified under each category, during the Financial Year 2025-26 and up to one year from the date of approval of members, wherein fresh approval of the Members shall be obtained in this regard, provided that the said transaction(s)/contract(s)/ arrangement(s)/agreement(s) so carried out, whether by way of

continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise, shall be in ordinary course of business and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under

this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects."

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

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

Place: Mumbai

Date: August 8, 2025

Registered Office:

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

Tel No: 022-6661 4444

E-mail: thdcsec@tatarealty.in Website: www.tatahousing.com

CIN: U45300MH1942PLC003573

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 9/2024 dated September 19, 2024, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder" (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act") and MCA Circulars, the Annual General Meeting ("AGM") of the Company is being held through VC / OAVM on Friday, September 5, 2025, at 11:00 a.m. (IST). The deemed venue for the 46th AGM will be the registered office of the Company E Block, Voltas Premises, T B Kadam Marg, Chinchpokli, Mumbai - 400033.
2. Pursuant to the provisions of the act, 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 of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form and attendance slip are not annexed to this notice.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on the applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this AGM shall be deemed to be conducted at the Registered Office of the Company i.e. E Block, Voltas, Dr. Babasaheb Ambedkar Road, Chinchpokli, Mumbai- 400044 shall be the deemed venue of this AGM.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), and the relevant details, pursuant to Secretarial Standards on General Meetings issued by the ICSI, in respect of Directors seeking appointment at this AGM are also annexed herein.
5. Since the ensuing AGM is being held pursuant to the MCA Circulars through VC/OAVM which does not require physical attendance of Members at the AGM, the facility to appoint a proxy by Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map is also not required and hence, not annexed to this Notice.
6. Pursuant to the MCA Circulars, the attendance of Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Corporate Members intending their authorized representative to attend the AGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC on their behalf at the AGM by e-mail to thdcsec@tatarealty.in.
8. In line with the MCA Circulars, the Notice of the AGM is being sent by electronic mode to those Members whose email addresses are registered with the Company and the AGM Notice will also be available on the Company's website at www.tatahousing.com

9. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to thdcsec@tatarealty.in.
10. The Company shall provide the required link to attend the 46th AGM of the Company at their registered email address / at the email address of the authorized representative, as the case may be, before the meeting, which would facilitate the Members/Authorized Representatives, as the case may be, to attend the AGM via VC or OAVM. In case, any Members/ Authorized Representatives, as the case may be, need any assistance with using the technology, can contact the Company at following email id: thdcsec@tatarealty.in or call during the business hours at 022 6661 4444.
11. Members will be provided with a facility to attend the AGM through video conferencing platform. The link for joining the meeting will be provided in the email sent to shareholders to attend the AGM. The link for joining the AGM through VC will be activated 15 minutes before the scheduled start time of the AGM and will remain open throughout the AGM.
12. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25, is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at <https://in.mpms.mufg.com/>.
13. The format of the Register of Members prescribed by the 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 address, bank details for payment of dividend etc. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
14. 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").
15. Members who wish to inspect the relevant documents referred to in the Notice can send an email to thdcsec@tatarealty.in at the conclusion of the Meeting. 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 DP ID; Client ID), at least 3 days prior to the date of the AGM by email at thdcsec@tatarealty.in.
16. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which Directors are interested, if any maintained under Section 189 of the Act will be available electronically for

inspection by the members during the AGM. Members who wish to inspect the same can send an email to thdcsec@tatarealty.in up to the conclusion of the Meeting.

17. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote at the following designated Email ID thdcsec@tatarealty.in.

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

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

Place: Mumbai

Date: August 8, 2025

Registered Office:

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

Tel No: 022-6661 4444

E-mail: thdcsec@tatarealty.in Website: www.tatahousing.com

CIN: U45300MH1942PLC003573

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2:

The brief profile of Mr. Ritesh Mandot (DIN: 02090270) 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.

Item No. 3

The Board of Directors at its meeting held on August 6, 2025, 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 2025-26 at a remuneration not exceeding ₹2,00,000/- (Rupees Two Lakh 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 2025–26 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 ₹3,800 crore (Rupees Three Thousand Eight 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.

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 authorized 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:

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

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.

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 ₹ 3,800 Crore.

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

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

The Shareholders had approved the issuance of NCDs amounting to ₹3,800 Crore *vide* resolution passed at the AGM held on August 01, 2024. The said approval expired on July 31, 2025. If approved by the Members, the proposed resolution shall supersede the previous resolution. The proposed NCDs are within the overall borrowing limits of ₹3,800 Crore, approved by the Shareholders, pursuant to the provisions of Section 180(1)(c) of the Act.

The approval of the Members is being sought for issue of NCDs up to an amount of Rs. 3,800 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.

Item No. 5:

The Company remains a respected brand in residential real estate across the country. It specializes in design, construction and sales of residential projects of varying price ranges and configurations, from plotted developments to premium apartments carried out either directly or through its subsidiaries/joint ventures.

In furtherance of its business activities, the Company and its Subsidiaries entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by the professional firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee.

All related party transactions are unanimously approved by the Audit Committee after satisfying that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its subsidiaries and between the subsidiaries and their related parties are also approved by the audit committee of the Company and audit committees/Board of the respective subsidiaries (wherever applicable).

Pursuant to Listing Regulations, all material related party transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the Shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at arm's length basis. Further, pursuant to the Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds ₹ 1000 crores or exceeds 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. The annual consolidated turnover of the Company as on March 31, 2025, is ₹346 Crore.

The approval of the shareholders is being sought for the material related party transactions between the Company and its related parties, as recommended by the Audit Committee subject to the approval of shareholders

The information as required pursuant to SEBI Master Circular dated July 11, 2025 ("SEBI Master Circular"), for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with the SEBI Master Circular are mentioned below.

i. Tata Housing Development Company Limited and Land Kart Builders Private Limited

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Land Kart Builders Private Limited, Subsidiary of the Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	NA
	c) Type, material terms and particulars of the proposed transaction	Inter Corporate Deposits /Optionally Convertible Debentures /Loans/Investments/Repayments
	d) Tenure of the proposed transaction (particular tenure shall be specified)	As per mutual agreement
	e) Value of the proposed transaction;	INR 200 crore
	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	58%
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	Inter Corporate Deposits /Commercial Paper /Non Convertible Debentures/Internal Accrual
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	<ul style="list-style-type: none"> Cost of Funds - ~ 6% to 7.75% p.a Tenor - ~ 3 Months to 5 Years
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate Purpose
3	Justification as to why the RPT is in the interest of the listed entity	Support from the Parent entity
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

ii. Tata Housing Development Company Limited and Sector 113 Gatevida developers Private Limited

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sector 113 Gatevida developers Private Limited, Subsidiary of the Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	NA
	c) Type, material terms and particulars of the proposed transaction	Inter Corporate Deposits /Optionally Convertible Debentures /Loans/Investments/Repayments
	d) Tenure of the proposed transaction (particular tenure shall be specified)	As per mutual agreement
	e) Value of the proposed transaction;	INR 125 crore
	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a	36%

	subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	Inter Corporate Deposits /Commercial Paper /Non-Convertible Debentures/Internal Accrual
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	<ul style="list-style-type: none"> Cost of Funds - ~ 6% to 7.75% p.a. Tenor - ~ 3 Months to 5 Years
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate Purpose
3	Justification as to why the RPT is in the interest of the listed entity	Support from the Parent entity
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

iii. Tata Housing Development Company Limited and One Bangalore Luxury Projects LLP

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	One Bangalore Luxury Projects LLP, Subsidiary of the Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	NA
	c) Type, material terms and particulars of the proposed transaction	Inter Corporate Deposits /Optionally Convertible Debentures /Loans/Investments/Repayments
	d) Tenure of the proposed transaction (particular tenure shall be specified)	As per mutual agreement
	e) Value of the proposed transaction;	INR 200 crore
	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	58%
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	Inter Corporate Deposits /Commercial Paper /Non Convertible Debentures/Internal Accrual
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	<ul style="list-style-type: none"> Cost of Funds - ~ 6% to 7.75% p.a. Tenor - ~ 3 Months to 5 Years
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate Purpose
3	Justification as to why the RPT is in the interest of the listed entity	Support from the Parent entity
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

iv. Tata Housing Development Company Limited and One Bangalore Luxury Projects LLP

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	One Bangalore Luxury Projects LLP, Subsidiary of the Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	NA
	c) Type, material terms and particulars of the proposed transaction	Inter Corporate Deposits /Optionally Convertible Debentures /Loans/Investments/Repayments
	d) Tenure of the proposed transaction (particular tenure shall be specified)	On demand
	e) Value of the proposed transaction;	INR 100 crore
	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	29%
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	Inter Corporate Deposits /Commercial Paper /Non-Convertible Debentures/Internal Accrual
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	<ul style="list-style-type: none"> Cost of Funds - ~ 6% to 7.75% p.a. Tenor - ~ 3 Months to 5 Years
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate Purpose
3	Justification as to why the RPT is in the interest of the listed entity	Support to the subsidiary
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

v. Tata Housing Development Company Limited and One Bangalore Luxury Projects LLP

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	One Bangalore Luxury Projects LLP, Subsidiary of the Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	NA
	c) Type, material terms and particulars of the proposed transaction	Capital Contribution
	d) Tenure of the proposed transaction (particular tenure shall be specified)	As per mutual agreement
	e) Value of the proposed transaction;	INR 100 crore

	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	29%
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	Inter Corporate Deposits /Commercial Paper /Non-Convertible Debentures/Internal Accrual
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	<ul style="list-style-type: none"> • Cost of Funds - ~ 6% to 7.75% p.a • Tenor - ~ 3 Months to 5 Years
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General Corporate Purpose
3	Justification as to why the RPT is in the interest of the listed entity	Support to the subsidiary
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

vi. Tata Housing Development Company Limited and Titan Company Limited

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Titan Company Limited, Associate of ultimate holding Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	NA
	c) Type, material terms and particulars of the proposed transaction	Inter Corporate Deposits/ Borrowings
	d) Tenure of the proposed transaction (particular tenure shall be specified)	As per mutual agreement
	e) Value of the proposed transaction;	INR 500 crore
	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	145%
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	NA
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	NA
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
3	Justification as to why the RPT is in the interest of the listed entity	To meet funding requirements
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA

5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

vii. Tata Housing Development Company Limited and Tata Projects Limited

Sr. No.	Particulars	Details
1	a) Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Titan Company Limited, Subsidiary of ultimate holding Company
	b) Name of Director(s) or Key Managerial Personnel who is related, if any	Dr. Praveer Sinha
	c) Type, material terms and particulars of the proposed transaction	Purchase of goods or services – EPC Contract
	d) Tenure of the proposed transaction (particular tenure shall be specified)	1 year
	e) Value of the proposed transaction;	INR 200 crore
	f) The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	58%
2	The transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary(ies) company	
	a) details of the source of funds in connection with the proposed transaction	NA
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: • nature of indebtedness • cost of funds; and • tenure	NA
	c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	NA
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NA
3	Justification as to why the RPT is in the interest of the listed entity	NA
4	A copy of the valuation or other external party report, if any such report has been relied upon;	NA
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	NA
6	Any other information that may be relevant	NA

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice for the approval of the Members.

By order of the Board
For Tata Housing Development Company Limited

Mrunal Mahajan
Company Secretary
ICSI Membership No.: A31734

Place: Mumbai
Date: August 8, 2025

Annexure A

Information pursuant to the Secretarial Standard in respect of Appointment/ Re-appointment/ fixation of remuneration of Directors:

Item No. 2:

Name	Mr. Ritesh Mandot
Age/Years	43 years
DIN	02090270
Qualification	Bachelor's 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 re-appointment	To be re-appointed as Director, liable to retire by rotation
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, since sitting fees was only payable
Date of First appointment	August 13, 2024
Shareholding in the Company	Nil
Relationship with other Directors, Key Managerial Personnel	Mr. Mandot is not a relative of any Director or Key Managerial Personnel(s) of the Company
No. of Board Meetings attended during the financial year 2024-25	3 out of 4
Other Directorship, membership/chairmanship of committees of the other Boards	Directorship: (i) Tata Realty and Infrastructure Ltd. (ii) TRIL Urban Transport Private Limited (iii) TRIL Roads Private Limited Chairmanship/Membership of Committees of the Board: None