NOTICE OF 47th ANNUAL GENERAL MEETING

NOTICE is hereby given that 47th Annual General Meeting of Tata Housing Development Company Limited will be held on Thursday, July 30, 2026 at 5:15 p.m. at shorter notice 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, 2026 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, 2026 together with the Report of Auditors thereon.

2. To appoint a Director in place of Dr. Praveer Sinha (DIN: 01785164), Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To ratify 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 is 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 2026-27.

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 re-appoint Mr. Sudip Mullick as Non-Executive Independent Director 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 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, the provisions of the Articles of Association of the Company of the Company and as recommended by the Nomination and Remuneration Committee after taking into consideration the performance evaluation summary and that of the Board of Directors, Mr. Sudip Mullick (DIN: 06942241), who was appointed as an Independent Director of the Company by the Members for a first term up to March 30, 2026, 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 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 a second term of three years with effect from March 31, 2026 up to March 30, 2029, 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. Mullick shall 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."

5. To approve remuneration of Mr. Sanjay Dutt 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 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 for payment of remuneration to Mr. Sanjay Dutt (DIN: 05251670), Managing Director & Chief Executive Officer of the Company with effect from April 1, 2026 until the remaining period of his tenor, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice, in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors of the Company to alter and vary terms and conditions as may be agreed to between the Board and Mr. Dutt.

RESOLVED FURTHER THAT 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 remaining period of his tenor.

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."

6. 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 ₹3,800 Crore (Rupees Three Thousand Eight Hundred Crore 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."

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

MRUNAL AMOGH MAHAJAN
Digitally signed by MRUNAL AMOGH MAHAJAN
Date: 2026.07.17 17:44:52 +05'30'

Mrunal Mahajan
Company Secretary and Compliance Officer
ICSI Membership No.: A31734

Place: Mumbai
Date: July 17, 2026

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") allows companies to hold AGM through VC/OAVM, without physical presence of Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"]

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. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning business under Item No. 3 to 6 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

4. 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.

5. 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

6. 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.

7. The Company shall provide the required link to attend the 47th 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.

8. 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.

9. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26, is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

10. 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/.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at https://in.mpms.mufg.com/ in case the shares are held in physical form, quoting your folio no.

12. 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.

13. 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").

14. 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

15. 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.

16. 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 AMOGH MAHAJAN
Digitally signed by MRUNAL AMOGH MAHAJAN
Date: 2026.07.17 17:45:21 +05'30'

Mrunal Mahajan
Company Secretary and Compliance Officer
ICSI Membership No.: A31734

Place: Mumbai
Date: July 17, 2026

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 Dr. Praveer Sinha (DIN: 01785164) 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 May 27, 2026, 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 2026-27 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 2026–27 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:

On recommendation of Nomination and Remuneration Committee (“NRC”), the Board of Director of the Company had approved the re-appointment of Mr. Sudip Mullick (DIN: 06942241), as Independent Director, subject to the approval of Members w.e.f. March 31, 2026, pursuant to provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder.

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. 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. He is 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. His Directorships/ Committee memberships are within the statutorily permitted limits. He is registered with the Independent Directors Databank maintained by the Indian Institute of Corporate Affairs (“IICA”). The terms and condition of appointment/reappointment of the Independent Directors are uploaded on the website of the Company https://www.tatahousing.in/investor-info and are available for inspection.

In the opinion of the Board, Mr. Mullick, fulfils the criteria of Independence as specified under Section 149 of the Act 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 his candidature for the office of Director.

Pursuant to the performance evaluation of Mr. Mullick and contributions made by him during his tenure, his 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. Mullick as Independent Director for a second term of 3 years w.e.f. March 31, 2026 to March 30, 2029 and proposed Resolution no. 4 for approval by the Members as a Special Resolution.

Brief profile of Mr. Mullick along with details required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed to the Notice.

Except Mr. Mullick 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.

Item No. 5:

Pursuant to Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Members, at their Meeting held on June 27, 2023, approved the appointment of Mr. Sanjay Dutt as Managing Director & Chief Executive Officer and Key Managerial Personnel of the Company for a five-year term from April 01, 2023 to March 31, 2028.

While his appointment was approved for five years, the remuneration approval was limited to three years (April 01, 2023 to March 31, 2026) due to loss or inadequacy of profits, in line with the permissible limits under Schedule V.

In view of Mr. Sanjay Dutt's experience and continued contributions to the real estate sector and based on the recommendations of the Nomination & Remuneration Committee and Audit Committee, along with the Board's approval, it is proposed to seek Members' approval for payment of remuneration for the remaining period of his tenor. The remuneration shall be on the same terms as previously approved, subject to adjustments based on performance evaluation to be carried out for FY 2025-26 and applicable statutory requirements, subject to Shareholder's approval.

As per Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, in view of loss or inadequate profits, remuneration to managerial personnel may be paid only within the prescribed limits unless approved by Members through a special resolution. Accordingly, Members' approval is sought for reimbursing up to 60% of the remuneration paid by Tata Realty & Infrastructure Limited (TRIL) to Mr. Dutt for the remaining period of his tenor, along with the requisite disclosures.

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

During the Financial Year ended March 31, 2026, the Company recorded a Loss before Tax of ₹ 452.14 and Loss after Tax of ₹ 455.04. 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, Audit Committee and subsequently, the Board of Directors have, respectively accorded their approvals at their respective meetings, to the payment of remuneration as proposed in the Item No. 5 of the Notice and have recommended the same for approval of the Members by way of Special Resolution.

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 March 19, 1942. The Company had commenced its business operations since then.

(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:

			(Rs. in Crore)
Particular	**FY 2023-24**	**FY 2024-25**	**FY 2025-26**
Turnover and other income	340.30	334.14	223.59
Net Profit/(loss) after tax as per P&L Account	(364.14)	(193.71)	(455.04)
Profit/(Loss) as computed under Section 198 of the Act	(363.82)	(192.37)	(449.16)

(5) Foreign investments or collaborators, if any – ₹ 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

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: The Company have reimbursed 60% of the total remuneration to TRIL, as per the approval of the Members for previous Financial Year 2023-24, 2024-25, 2025-26.

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

- Chairman – RICS - World Reginal Board, (APAC)
- Chairman – APREA -Advocacy Committee, Asia
- Founding Member – ULI
- Executive Managing Committee – NAREDCO
- Advisory Board - Bombay Chamber of Commerce

(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, Holding Company of the Company. The Company would reimburse 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 paid to persons holding comparable senior level positions in other companies. The proposed benefits are being paid taken into account the significant contribution expected to be made by Mr. Dutt during his tenure to the Company and group as a whole.

(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, Holding Company of the Company, the remuneration is being paid by TRIL and the Board of Directors and NRC of the Company has agreed to bear the cost upto 60% of the remuneration being paid by TRIL.

In view of above, the remuneration specified above are now being placed before the Members for their approval. The Directors recommend the resolution set out in Item No. 5 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. 5 in the Notice. Except Mr. Sanjay Dutt and/or his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the said Resolution.

Item No. 6:

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 ₹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 September 5, 2025. Accordingly, the said approval shall valid till September 4, 2026. 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 ₹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. 6 of the accompanying Notice, for the approval of the Members.

By order of the Board
For Tata Housing Development Company Limited

MRUNAL AMOGH MAHAJAN
Digitally signed by MRUNAL AMOGH MAHAJAN
Date: 2026.07.17 17:45:46 +05'30'

Mrunal Mahajan
Company Secretary and Compliance Officer
ICSI Membership No.: A31734

Place: Mumbai
Date: July 17, 2026

Annexure A

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

Particulars	**Dr. Praveer Sinha (DIN: 01785164)**	**Mr. Sudip Mullick (DIN 06942241)**	**Mr. Sanjay Dutt (DIN: 05251670)**
Designation	Non-Executive Director	Non-Executive Director, Independent Director	Executive Director
Age	64 Years	59 Years	60 Years
Qualification	Dr. Sinha is a qualified Electrical Engineer and has a degree in master's in business law. He received his PhD from Indian Institute of Technology, Delhi and completed his Advanced Management Programme from IIM Ahmedabad.	Law degree from Calcutta University (Hazra Campus). He completed a course on leadership in law firms from Harvard University in 2017	Post-Graduate in Marketing & HR from the International Management Institute
Experience and expertise in specific functional areas	A seasoned power professional, with an illustrious career spanning nearly four decades, Dr. Sinha has held pivotal leadership roles across the power sector value chain. A strong advocate of 'Sustainable Is Attainable', his vision aims to empower millions of Indians across urban and rural areas, facilitating the transition of enterprises, homes, mobility, and beyond towards a sustainable future, thus advancing the country's energy transition agenda. Besides leading the growth in renewable energy, he has incubated and scaled several new-age energy solutions businesses such as solar rooftop, EV charging, micro grids and smart energy management solutions within the Company, marking significant milestones in India's energy landscape.	Mr. Sudip Mullick is the Real Estate, Construction (Contracts and Disputes), and Hospitality Partner at Economic Laws Practice. He was previously associated with Khaitan & Company for nearly three decades, where he was an integral part of the team that established the firm's Mumbai office and served on the national executive committee of his erstwhile firm for several years. Throughout his career, he has consistently been recognised as a leading practitioner and has been regularly featured by Chambers & Partners, Legal 500, and Benchmark Litigation for real estate, construction, and dispute resolution. Most recently, Asia law named him an Elite Practitioner for Real Estate in its 2024–25 edition. His professional experience is diverse and encompasses real estate, construction,	Mr. Sanjay Dutt has over 30 years of experience in the Real Estate Development, Investment and Consulting space. In his previous role, he was the CEO India Operations & Private Funds with CapitaLand, a multinational Alternative Asset Management Company focusing on Real Estate Infrastructure and Private Equity. Mr. Dutt spent 23 years with top 3 Global Real Estate Consulting companies. He was MD 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.

	Currently chairing CII's National Committee on Power. He is Honorary Professor at University of Warwick, Visiting Research Associate at MIT and has been nominated to the External Advisory Board at MIT's Energy Initiative. Dr. Sinha has also been nominated as a founding member of the Advisory Group for the WRI Polsky Center for the Global Energy Transition. Dr. Sinha is passionate about technology and has led collaborations with technology partners both nationally & internationally. He played a significant role in setting up the first international incubator in India for promoting innovations in the clean energy space. His contributions to the energy sector have earned him recognition from esteemed publications such as BT, Forbes, and Fortune, establishing him as one of the industry's best CEOs.	hospitality and related disputes. As a senior member of the profession, he also serves as an Independent Director on the Boards of several reputable organisations. He has been recognised by Legal 500 as a Leading Individual in Real Estate and Construction from 2018 to 2024. He was ranked Band 1 by Chambers and Partners Asia Pacific for Real Estate from 2020 to 2024 and continues to be recognised in the 2024–25 rankings. Benchmark Litigation has named him a Dispute Resolution Star from 2021 to 2024 and previously recognised him as a Litigation Star in 2020. Asia law has recognised him as an Elite Practitioner for Real Estate in 2024–25 and as a Distinguished Practitioner from 2019 to 2022. He has also been featured in the India Business Law Journal "A List" for 2023–24 and was awarded Leading Lawyer by Legal Era in the 2024–25 rankings.	
Terms and Conditions of Re-Appointment	To be re-appointed as a Director, liable to retire by rotation.	Mr. Mullick was appointed on the Board w.e.f. March 29, 2023 for a period of 3 years and proposed to be re-appointed for further period of 3 years w.e.f. March 29, 2026	As detailed in the explanatory statement
Remuneration (Proposed)	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	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	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

	for participating in the Board and/or Committee meetings of the Company.	for participating in the Board and/or Committee meetings of the Company	
Remuneration (Drawn)	Not Applicable	Not Applicable except sitting fees	As detailed in the explanatory statement
Date of First Appointment	March 18, 2025	March 29, 2023	April 1, 2018
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors	Dr. Sinha 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. Dutt is not a relative of any Director or key managerial personnel(s) of the Company.
Number of Meetings of the Board Attended during the year	For FY 2025-26 – 6 out of 6	For FY 2025-26 – 6 out of 6	For FY 2025-26 – 6 out of 6
Other Directorships/ Chairman/Membership in committees of the Board	**Directorship:** 1. Tata Projects Limited 2. Tata Power Renewables Energy Limited 3. TP Central Odisha Distribution Limited 4. Tata Power Delhi Distribution Limited 5. TP Southern Odisha Distribution Limited 6. The Tata Power Company Limited 7. Tata Realty and Infrastructure Limited 8. Pune IT City Metro Rail Limited **Membership/chairmanship of committees of the other Boards:** **1. Member of following committees of The Tata Power Company Limited**: i. Corporate Social Responsibility and Sustainability Committee, ii. Executive Committee of Board,	**Directorship:** 1. Tata Realty and Infrastructure Limited 2. Pune IT City Metro Rail Limited 3. GFL Limited 4. Hampi Expressways Private Limited 5. Uchit Expressways Private Limited **Membership/Chairmanship of Committees of the other Boards** None	**Directorship:** 1. Infopark Properties Limited 2. Promont Hilltop Private Limited 3. Tata Realty and Infrastructure Limited 4. Tata Value Homes Limited 5. Smart Value Homes (Peenya Project) Private Limited 6. Apex Realty Private Limited, Maldives 7. World-One Development Company Pte. Ltd. 8. World-One (Sri Lanka) Projects Pte. Ltd. 9. Bombay Chamber of Commerce and Industry **Membership/Chairmanship of Committees of the other Boards** **1. Chairman/Member of the following committees of Tata Realty and Infrastructure Limited** i. Risk Management Committee – Chairman ii. Audit Committee – Member iii. Risk Management Committee - Member

	iii. Committee of Directors for Tata Power Group Re-structuring and iv. Committee of Sale of Properties v. Stakeholder's Relationship Committee **2. Member of following committees of Tata Power Delhi Distribution Limited:** i. Nomination & Remuneration Committee and ii. Long- Term Loans and Borrowings Committee **3. Member of following committees of TP Central Odisha Distribution Limited, TP Southern Odisha Distribution Limited** : i. Nomination & Remuneration Committee and ii. Committee of Directors **4. Member of following committee of Tata Projects Limited:** i. Nomination & Remuneration Committee **5. Member of following committee of Tata Housing Development Company Limited:** i. Nomination & Remuneration Committee **6. Member of the following committee of Bombay Chamber of Commerce and Industry:**		

	i. Power and Infrastructure Committee **7. Chairman of CII National Committee of Power** **8. Member of CII Western Region Council** **9. Member of Central Advisory Committee of Central Electricity Regulatory Commission** **10. Chairman of CII India Business & Biodiversity Initiative**		