

TATA HOUSING DEVELOPMENT COMPANY LIMITED

NOTICE

NOTICE is hereby given that Thirty Ninth (39th) Annual General Meeting of Tata Housing Development Company Limited will be held on **Friday, 28th day of September, 2018** at **4:30 p.m.** at **MR 67 on 6th Floor, Fort House**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt

- (a) The Audited Standalone Financial Statements for the financial year ended on March 31, 2018, together with the Report of the Board of Directors and the Auditors thereon; and
- (b) The Audited Consolidated Financial Statements for the financial year ended on March 31, 2018, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. K Venkataramanan (DIN 01728072), who retires by rotation and being eligible, offers himself for reappointment.

3. Ratification of Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all 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 appointment of M/s. B S R & Co. LLP, Chartered Accountants (ICAI registration number 101248W/W-100022), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 40th AGM to be held in the year 2019 to examine and audit the accounts of the Company for the financial year 2018-19, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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SPECIAL BUSINESS

4. Ratification of Remuneration of the Cost Auditor:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Vinod C. Subramaniam & Co, Cost Accountants (bearing Firm registration No.: 102395) appointed as Cost Auditors by the Board of Directors of the Company, be paid a remuneration up to Rs. 2,25,000/- (Rupees Two Lakh Twenty Five Thousand only) for the financial year ending March 31, 2019”

5. Appointment of Mr. Sanjay Bhupender Dutt as a Director of the Company:

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

“RESOLVED THAT Mr. Sanjay Bhupender Dutt (DIN: 05251670), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 1, 2018 in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, and who holds office as an Additional Director up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

6. To approve an appointment of Mr. Sanjay Dutt as Managing Director, designated as 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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(including any statutory modifications or re-enactment(s) thereof for the time being in force) and Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to appoint of Mr. Sanjay Bhupender Dutt (DIN 05251670) as the Managing Director of the Company, designated as 'Managing Director & Chief Executive Officer' (MD & CEO), for a period of 5 years w. e. f. 1st April, 2018.

RESOLVED FURTHER THAT pursuant to Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company 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 Bhupender Dutt as a Managing Director and Chief Executive Officer of the TRIL, for the period of first three years i.e. April 1, 2018 to March 31, 2021.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof 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, for and 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."

7. Appointment of Mr. Banmali Agrawala as a Director

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

"RESOLVED that Mr. Banmali Agrawala (DIN: 00120029) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 24, 2018 and who holds office as an Additional Director, up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act,

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proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. Appointment of Mr. Nipun Aggarwal as Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and the Memorandum of Association and Articles of Association of the Company and any other applicable provisions of the Companies Act, 2013 (“Act”) and the relevant Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Nipun Aggarwal (DIN 08094159) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 24, 2018 and who holds office upto the conclusion of this Annual General Meeting (‘AGM’) in terms of Section 161(1) of the Companies Act, 2013 read with Article 135 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. Re-appointment of Mr. S. Santhanakrishnan as an Independent Director

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

“**RESOLVED** that Mr. Santhanakrishnan Sankaran (DIN: 00032049), who was appointed as an Additional Director of the Company with effect from April 01, 2018 by the Board of Directors and who holds office as an Additional Director, up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

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RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the approval of the Members be and is hereby granted for appointment of Mr. Santhanakrishnan Sankaran (DIN: 00032049), who meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term from April 1, 2018 till September 30, 2021 or until the conclusion of 42nd Annual General Meeting to be held in the year 2021, whichever is earlier.”

10. Re-appointment of Ms. Sucheta Shah as an Independent Director

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

“RESOLVED that Ms. Sucheta Shah (DIN: 00322403), who was appointed as an Additional Director of the Company with effect from April 01, 2018 by the Board of Directors and who holds office as an Additional Director, up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the approval of the Members be and is hereby granted for appointment of Ms. Sucheta Shah (DIN: 00322403), who meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term from April 1, 2018 till September 30, 2021 or until the conclusion of 42nd Annual General Meeting to be held in the year 2021, whichever is earlier.”

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11. Re-appointment of Mr. Dileep Choksi as an Independent Director

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

"RESOLVED that Mr. Dileep Choksi (DIN: 00016322), who was appointed as an Additional Director of the Company with effect from April 01, 2018 by the Board of Directors and who holds office as an Additional Director, up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the approval of the Members be and is hereby granted for appointment of Mr. Dileep Choksi (DIN: 00016322), who meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a second term from April 1, 2018 till September 30, 2021 or until the conclusion of 42nd Annual General Meeting to be held in the year 2021, whichever is earlier."

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



**Raju Bamane
Company Secretary**

Place: Mumbai

Date: May 04, 2018

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Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **In pursuant to Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014, Proxies in Form MGT-11, in order to be valid and effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the date of the meeting.** Proxies submitted on behalf of limited companies, must be supported by appropriate resolutions or 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. Members may avail the facility of nomination in terms of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) 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 the shareholder(s). Form-SH-13 is to be submitted in duplicate to the Company.
4. The requisite document(s) as may be available for inspection by the Shareholders, shall be made available for inspection to the members of the Company at the registered office of the Company between 11:00 a. m. and 1:00 p. m. on any working day of the Company from the date of this notice till the conclusion of this AGM.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item Nos. 4 to 11 of the Notice is annexed hereto. The details of the directors seeking appointment/reappointment as per Item Nos. 5 to 11, as required under Secretarial Standard on General Meetings are also included in the said Explanatory Statement.

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6. Corporate Members are requested to send at the Registered Office of the Company a certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Meeting.
7. The Shareholders may choose to hold the Ordinary Shares of the Company in the demat mode. The ISIN as allotted by NSDL is INE582L01016. In case of any query, you may please get in touch with the Company or the Registrar & Transfer Agent i.e. Link Intime India Pvt. Ltd. Add: 247 Park , C 101 1st Floor , LBS Marg , Vikhroli (W) , Mumbai – 400 083 Phone: +91 22 49186000
8. The Company had filed a Petition with the Honorable High Court at Bombay in the matter of the Scheme of Re-construction. The High Court approved the same vide order dated February 15, 1980. Subsequently, Annual general Meeting was held on October 22, 1980 which is numbered as the first annual general meeting post reconstruction as mentioned above. Thereafter, the Annual General Meeting(s) of the Company are chronologically numbered.
9. Notice of the AGM along with the Annual Report 2017 – 18 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. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2017 – 18 will also be available on the Company's website <https://www.tatahousing.in/>
10. The route map showing directions to reach the venue of the Thirty Ninth AGM is annexed.

By order of the Board

For Tata Housing Development Company Limited



Raju Bamane
Company Secretary

Place: Mumbai

Date: May 04, 2018

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the businesses mentioned at Item Nos. 4 to 11 of the accompanying Notice dated 6th September, 2018, along with the details of the directors seeking appointment/reappointment as per at Item Nos. 5 to 11 of the Notice, as required under Secretarial Standard on General Meetings.

Item 4

The Board of Directors of the Company at its meeting held on May 4, 2018 and upon on the recommendation of the Audit Committee, approved the re-appointment of M/s. Vinod C. Subramaniam & Co, Cost Accountants (bearing Firm registration No.: 102395), as Cost Auditors for auditing the cost records of the Company for the financial year 2018-19 at a remuneration not exceeding Rs.2.25 Lakh plus taxes, out-of-pocket, travelling and living expenses etc.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration payable to the Cost Auditors for the Financial Year 2018 – 19 by way of an Ordinary Resolution is being sought from the members as set out at Item No.4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

None of the Directors and the key managerial personnel(s) and/or relatives of the Directors and key managerial personnel(s) are concerned or interested (financial or otherwise) in the proposed resolution in Item No. 4

Item No. 5 and 6

The Board of Directors, at its Meeting held on March 19, 2018, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sanjay Bhupender Dutt (DIN: 05251670), as an Additional Director of the Company with effect from April 1, 2018. The

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Board, at the same Meeting, also appointed him as Managing Director and Chief Executive Officer ("MD & CEO") of the Company effective the same date, for a period of five years, subject to the approval of the Members. As per the provisions of Section 161(1) of the Act, Mr. Dutt holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company. As per the Articles of Association of the Company, being a Managing Director, Mr. Dutt is not liable to retire by rotation.

Brief profile of Mr. Dutt is as under:

Prior to joining the Company, Mr. Dutt was CEO of Ascendas-Singbridge's India operation and Private Funds, where he was responsible for managing the Real Estate asset management, development, and acquisition predominantly in the space of IT SEZ/Parks and Industrial Township. Previously, Mr. Dutt served as Managing Director at Cushman & Wakefield (India), CEO (Business) of JLL. Early on in his career, he had done noticeable stints at Cushman & Wakefield and CBRE.

Mr. Dutt has over 24 years of experience in Real Estate sector with various 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.

He holds a Post-Graduate Degree in Marketing and HR from the International Management Institute. He is a Governing Council member of Royal Institute of Chartered Surveyors (RICS), Advisory Council member of GRI & GBCI, and member of CoreNet Global.

In compliance with provision of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Mr. Dutt as specified above for a period of five years are now being placed before the Members for their approval.

Further, pursuant to Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), in the event of loss or inadequacy of profits in any financial year, the Company is permitted to pay to the Managerial personnel, the remuneration only up to the

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ceiling limits as specified in Schedule V to the Act. Any remuneration paid/to be paid to the Managerial personnel in excess of the prescribed limits shall be subject to the Members' approval by way of a special resolution and such resolution shall be valid for a period not exceeding three years. In view of the above, approval of Members is also sought for reimbursement of 60% remuneration being paid by TRIL to Mr. Dutt for a period of first three years i.e. April 1, 2018 to March 31, 2021, with requisite disclosures in this regard.

Due to overall economic slowdown in the country, in the past few years, the Real Estate and Infrastructure development sector, is currently experiencing slow growth. The demand for residential, retail and developed commercial assets has not picked-up the required momentum. The Company has been making necessary efforts to improve its performance, pick up on construction linked Project Management Consultancy and has been aggressively pursuing and implementing its strategies and has taken steps for cost reduction. The positive results of these initiatives are expected in the coming years.

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

During the current financial year ended March 31, 2018, the Company recorded a Loss before Tax of Rs.(206.86) Crore and Loss after Tax of Rs.(139.24) Lakh. Owing to the above factors, the financial performance of the Company, down streamed for the FY 2017 – 18 resulting in inadequate profits under Section 198 of the Act, for payment of managerial remuneration.

The Nomination and Remuneration Committee and subsequently, the Board of Directors have, respectively accorded their approvals to the payment of remuneration as proposed in the Item No. 6 of the Notice and in the interest of the Company, have recommended for approval of the aforesaid resolutions.

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

I. GENERAL INFORMATION:

(1) Nature of Industry – Development of Real Estate

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(2) Date or expected date of commencement of commercial operation – The Company was incorporated on 19th March, 1942. The Company had since commenced its business.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.

(4) Financial performance based on given indicators:

Particular	(Rs. in Crore)	
	FY 2017-18	FY 2016-17
Turnover and other income	529.25	619.11
Net Profit/(loss) after tax as per P&L Account	(139.24)	(44.46)
Excess of expenditure over income in so far as such excess has not been deducted.	-	-
Profit/(Loss) as computed under Section 198 of the Act	(199.24)	(65.42)

(5) Foreign investments or collaborators, if any – Rs. 10.96 Cr

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

(1) Background details

- (i) Name : Mr. Sanjay Bhupender 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 24 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.

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(2) Past remuneration:

Mr. Dutt joined the Company with effect from April 1, 2018, as Managing Director and Chief Executive Officer of the Company, hence the details of past remuneration are not applicable.

(3) Recognition or awards: Nil

(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 Tata Realty and Infrastructure Limited (TRIL), a fellow subsidiary of the Company. The Company would reimburse the part of his remuneration to TRIL.

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

(5) Remuneration proposed: To reimburse to Tata Realty and Infrastructure Limited (TRIL), 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.

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

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

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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 appointed as the MD & CEO of the Tata Realty and Infrastructure Limited ("TRIL"), fellow subsidiary of the Company, the remuneration is being paid by TRIL the Board of directors / Nomination and Remuneration Committee has agreed to bear the cost upto 60% of the remuneration being paid by TRIL.

In compliance with provision of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval. The Directors recommend the resolutions set out in Item Nos. 5 and 6 of the accompanying notice.

Mr. Sanjay Dutt is interested and concerned in the resolutions mentioned in item Nos. 5 and 6 in the Notice. Other than Mr. Sanjay Dutt, none of the other Directors, Key Managerial Personnel or their respective relatives are concerned or personally interested in the said Resolutions.

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

Item no. 2

Name	Mr. K. Venkataramanan		
Age	56 years		
Qualification	Chartered Accountant and Cost Accountant		
Experience	20 years of experience in the area of Finance		
Terms of appointment	Terms of appointment are as per provisions of Companies Act, 2013		
Remuneration sought to be paid	Currently, the Director is paid sitting fees as recommended by the Nomination and Remuneration Committee and approved by Board of Directors of Company. However, Mr. Venkataramanan has voluntarily waived off his sitting fees.		
Remuneration last drawn	NIL		
Date of First appointment	June 26, 2013		
Shareholding in the Company	Nil		
Relationship with other Directors, Key managerial personnel	He is not a relative		
No. of Meetings attended during the year	5 (includes only Board Meeting attended during FY 2017-18)		
Other Directorship, membership/chairmanship of committees of the other Boards	Sr. No.	Name of the Company/ LLP	Current designation
	1	Tata Coffee Limited	Whole time Director
	2	Kanan Devan Hills Plantations Company Private Limited	Director
	3	Amalgamated Plantations Private Limited	Director
	4	Tata Starbucks Private Limited	Director
	5	Tata Tea Holdings Private Limited	Director

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	6	Tata Coffee Vietnam Company Limited	Member of the Members' Council
	7	Tetley Clover(Private) Limited	Director
	8	Tata Coffee Limited, Staff Provident Fund	Trustee
	9	Tata Coffee Limited Employees Gratuity Fund	Trustee
	10	Conscofe Coffee Employees Welfare Trust Staff Pension Fund	Trustee
	11	Tata Coffee Limited Superannuation Scheme	Trustee
	12	coffee Lands ltd. Employees Welfare Trust	Trustee
	13	Srishti Trust	Trustee

Item no. 5 & 6:

Name	Mr. Sanjay Dutt
Age	52 years
Qualification	Post graduate in marketing and HR from IMI, New Delhi
Experience	24 years
Terms of appointment	Terms of appointment is as per the provisions of Companies Act, 2013
Remuneration sought to be paid	The is to be proposed by NRC Committee meeting and to be approved by the Board of Directors
Remuneration last drawn	The Company shall reimburse upto 60% of the total remuneration to TRIL towards the managerial services to be discharged by Mr. Dutt to the Company for the Financial Years (FY) 2018 – 19 to 2022 – 2023 (both the FY inclusive).
Date of first appointment	April 1, 2018
Shareholding in	Nil

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the Company			
Relationship with KMP/Director	Mr. Sanjay Dutt is not a relative of any Director or key managerial personnel(s) of the Company.		
No. of meeting attended	2		
Other Directorship, membership/cha irmanship of committees of the other Boards	Sr. No.	Name of the Company/ LLP	Current designation
	1	Kesar Propcon LLP	Designated Partner
	2	Tata Realty and Infrastructure Limited	Managing Director
	3	TRIL Constructions Limited	Additional Director
	4	TRIL Infopark Limited	Additional Director
	5	Tata Value Homes Limited	Additional Director

Item No. 7

Mr. Banmali Agrawala (DIN 00120029) was appointed as an Additional Director of the Company with effect from March 24, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Banmali holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from the Member under Section 160 of the Act, proposing his candidature for the office of Director.

Brief profile of Mr. Banmali Agrawala is as follows;

Mr. Agrawala is the President, Infrastructure and Defense & Aerospace, Tata Sons Limited. In his earlier role, he was President and CEO of GE, South Asia, where he was responsible for all of GE's operations in the South Asia region.

Prior to GE, he was Executive Director (BD & Strategy) and a member of the Board of Tata Power.

A veteran in the Energy domain, Mr. Agrawala has over 30 years of global experience. He started his career with the Wartsila Group where he spent over 20 years, both in India and in Finland. At the time of leaving the Wartsila Group, he was the Managing Director of Wartsila India Ltd, the Global head of the Bio Power Industries and a member of the Global Power Plant Management Board.

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An active member of the Confederation of Indian Industries (CII), Mr. Agrawala has held several official positions within CII such as Chairman of the Western Regional Council, and currently is also a Member of CII's National Council.

Mr. Agrawala is a Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mr. Agrawala as a Director, liable to retire by rotation.

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

Name	Mr. Banmali Agrawala		
Age	55 years		
Qualification	Mechanical Engineer and an alumnus of the Advanced Management Programme of Harvard Business School		
Experience	30 years		
Terms of appointment	Terms of appointment is as per the provisions of Companies Act, 2013		
Remuneration sought to be paid	Currently, the Non-Executive and Non-Independent Directors are paid sitting fees as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.		
Remuneration last drawn	NIL		
Date of first appointment	March 24, 2018		
Shareholding in the Company	Nil		
Relationship with KMP/Director	Mr. Banmali Agrawala is not a relative of any Director or key managerial personnel(s) of the Company.		
No. of meeting attended	2		
Other Directorship,	Sr. No.	Name of the Company/ LLP	Current designation
	1	TAL Manufacturing Solutions Limited	Additional Director

TATA HOUSING DEVELOPMENT COMPANY LIMITED

membership/cha irmanship of committees of the other Boards	2	Tata Projects Limited	Additional Director
	3	Tata Power Company Limited	Additional Director
	4	Tata Advanced Materials Limited	Additional Director
	5	Tata Realty & Infrastructure Limited	Additional Director

Except Mr. Agrawala, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

Item No. 8

Mr. Nipun Aggarwal (DIN 08094159) was appointed as an Additional Director of the Company with effect from March 24, 2018 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Aggarwal holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from the Member under Section 160 of the Act, proposing his candidature for the office of Director.

Brief profile of Mr. Nipun Aggarwal is as follows;

Mr. Nipun is a Senior Vice President, Strategy & M&A at Tata Sons Limited.

He has completed his PGDM from Indian Institute of Management – Kolkata after his Bachelor of Engineering from Delhi College of Engineering.

Prior to joining the Group, he has had extensive experience in the Banking Sector, with SCB and Merrill Lynch, and Corporate Sector with L&T and BP plc. in India & abroad.

He brings with him extensive experience in the areas of Mergers and Acquisition, Capital Raising, Strategy and Business Development.

He holds an Electrical Engineering degree from Delhi College of Engineering and his post graduation in management from Indian Institute of Management, Calcutta.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 8 of the Notice for the appointment of Mr. Aggarwal as a Director, liable to retire by rotation.

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

Name	Mr. Nipun Aggarwal		
Age	45 years		
Qualification	PGDM from Indian Institute of Management Mechanical Engineer		
Experience	PGDM from Indian Institute of Management, holds degree in Electrical Engineering		
Terms of appointment	Terms of appointment is as per the provisions of Companies Act, 2013		
Remuneration sought to be paid	Currently, the Non-Executive and Non-Independent Directors are paid sitting fees as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.		
Remuneration last drawn	NIL		
Date of first appointment	March 24, 2018		
Shareholding in the Company	Nil		
Relationship with KMP/Director	Mr. Nipun Aggarwal is not a relative of any Director or key managerial personnel(s) of the Company.		
No. of meeting attended	-		
Other Directorship, membership/cha irmanship of committees of the other Boards	Sr. No.	Name of the Company/ LLP	Current designation
	1	Tata Value Homes Limited	Additional Director

Except Mr. Aggarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, (financial or otherwise), in the resolution set out at Item No.8.

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Item No. 9 to 11

Mr. S. Santhanakrishnan (DIN 00032049), Ms. Sucheta Shah (DIN 00322403) and Mr. Dileep Choksi (DIN: 00016322) were appointed as Independent Directors by the Members of the Company in 36th Annual General Meeting held on September 28, 2015 for the period of 3 years and has completed their respective 1st term as Independent Directors on 31st March, 2018.

In terms of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the "Act"), Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi, all being Independent Directors and eligible and offering themselves for re-appointment, are proposed to be re-appointed as Independent Directors not liable to retire by rotation, for their respective 2nd term to hold office with effect from 1st April, 2018 till the 30th September, 2021 or conclusion of the 42nd Annual General Meeting to be held in the year 2021, whichever is earlier. In the opinion of the Board, Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi fulfill the conditions specified in the Act for their appointment as Independent Directors of the Company and are independent of the management.

Copy of the draft letter for appointment of Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Based on the performance evaluation and their valuable contributions in the strategic decision making of the Company, the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi as Independent Directors. Accordingly, the Board recommends the resolution as ordinary resolution in relation to re-appointment of Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi as Independent Directors, for the approval by the Shareholders of the Company.

The Board recommends the passing of the Special Resolutions as set out in the Items no. 9 to 11 of the Notice for the respective appointments of Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi as Independent Directors, not liable to retire by rotation.

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None except Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi and their respective relatives are concerned and interested in the Resolutions set out at item nos. 9 to 11 respectively as it relates to their own appointment.

None of the other Directors or Key Managerial Personnel or their respective relatives, are concerned or interested (financially or otherwise) in the Resolution set out at Item nos. 9 to 11 of the Notice.

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

Particulars	Mr. S. Santhanakrishnan	Ms. Sucheta Shah	Mr. Dileep Choksi
Age	68	52	69
Qualification	Science graduate with degree in law and the Fellow member of ICAI.	Masters in Management from S P Jain Institute of Management, Mumbai in the year 1988 with specialization in Finance	chartered accountant, lawyer and cost accountant
Experience	More than 30 years	More than 25 years	43
Terms of appointment	Terms of appointment is as per the provisions of Companies Act, 2013	Terms of appointment is as per the provisions of Companies Act, 2013	Terms of appointment is as per the provisions of Companies Act, 2013
Remuneration sought to be paid	Currently, the Non-Executive and Non-Independent Directors are paid sitting fees as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of	Currently, the Non-Executive and Non-Independent Directors are paid sitting fees as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of	Currently, the Non-Executive and Non-Independent Directors are paid sitting fees as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of

TATA HOUSING DEVELOPMENT COMPANY LIMITED

	the Company.	the Company.	the Company.
Remuneration last drawn	None from the Company (except sitting fees paid during FY 2017-18).	None from the Company (except sitting fees paid during FY 2017-18).	None from the Company (except sitting fees paid during FY 2017-18).
Date of first appointment	September 13, 2010	March 31, 2015	March 31, 2015
Shareholding in the Company	NIL	NIL	NIL
Relationship with KMP/Director	Mr. S. Santhanakrishnan is not a relative of any Director or key managerial personnel(s) of the Company.	Ms. Sucheta Shah is not a relative of any Director or key managerial personnel(s) of the Company.	Mr. Dileep Choksi is not a relative of any Director or key managerial personnel(s) of the Company.
No. of Board meeting attended (during FY 2017-18)	7	7	6
Other Directorship, membership/cha irmanship of committees of the other Boards	As per Annexure A	As per Annexure A	As per Annexure A

Brief profile and other directorships of Mr. S. Santhanakrishnan, Ms. Sucheta Shah and Mr. Dileep Choksi are mentioned below:

➤ **Mr. S Santhanankrishnan**

Mr. Santhanakrishnan is the founder and Managing Partner of the Firm – M/s PKF Sridhar & Santhanam, Chartered Accountants. He is a science graduate with a degree in law and the Fellow member of ICAI. He has more than 30 years of experience in Global Assurance and Consulting. He has been awarded with Professional Excellence Award by Chennai HR Forum.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

He is a member of the Central Council of the Institute of Chartered Accountants of India and is the Chairman of Accounting Standard Board and Committee of Small & Medium Practitioners. He is the Vice-Chairman of the Committee on Corporate Laws of ICAI. He is also the member of Audit & Assurance Standard Board and other 6 Committees of the ICAI including Corporate Governance Committee. He was also the Chairman of Information Technology Committee of ICAI. Mr. Santhanakrishnan is actively involved in numerous industry oriented initiatives of the Reserve Bank of India, the Ministry of Company Affairs and SEBI. He is the member of National Advisory Committee on Accounting Standards and Committee of Central Government for IFRS implementation. He is the Chairman of the Committee of the Central Government for course on Business Valuation. He is also the member of the FICCI Task Force on Corporate Governance.

Sr. No.	Name of the Company/ LLP	Current designation
1	Sridhar & Santhanam LLP	Designated Partner
2	PKF Sridhar & Santhanam LLP	Designated Partner
3	Three D Business Management LLP	Designated Partner
4	Tata Coffee Limited	Director
5	Tata Global Beverages Limited	Director
6	Sands Chembur Properties Private Limited	Director
7	ICICI Home Finance Company Limited	Director
8	PKF Proserv Private Limited	Director
9	IDBI Capital Market Securities Limited	Director
10	TATA Realty and Infrastructure Limited	Director
11	Sands BKC Properties Private Limited	Director
13	The Eight 'O' Clock Coffee Company	Director
14	Consolidated Coffee INC	Director
15	Tata Coffee Vietnam Company Limited	Director

➤ **Ms. Sucheta Shah**

Ms. Sucheta N. Shah is the Promoter Director of Atlas Integrated Finance Ltd. Member - NSE & BSE. She is the Chairperson of the Maharashtra State FICCI MSME sector. She is an Independent Woman Director on the Board of various companies. She has been associated with FICCI Ladies Organisation (FLO) since 2003. She was the Chairperson of the FLO Mumbai Chapter for the year 2011-12 when she launched the project, SWAYAM- a support cell for Women Entrepreneurs and later took it up to the National level'. She is also The Founder Director of Grameen Initiative For Women a Section 8 Company. The main objective is upliftment of Women in our society. She has done her Masters in Management (Finance) from S P Jain Institute of Management, Mumbai in with specialization in Finance.

Sr. No.	Name of the Company/ LLP	Current designation
1	Jayant Agro-Organics Limited	Director

TATA HOUSING DEVELOPMENT COMPANY LIMITED

2	Ihseduagrochem Private Limited	Director
3	Atlas Integrated Finance Limited	Director
4	Atlas Wealth Management Private Limited	Director
5	Grameen Initiative For Women	Director

➤ **Mr. Dileep Choksi**

Mr. Dileep C. Choksi is a qualified chartered accountant, lawyer and cost accountant and has over 40 years of experience. His areas of specialization include business succession, accounting, tax and corporate advisory services. He advises some of India's largest business houses and multinational clients on these matters. Mr. Choksi began his career with C.C. Chokshi & Co., and was the Firm's Managing Partner and Joint Managing Partner of Deloitte India, before his setting up of C.C. Chokshi Advisors Pvt. Ltd. as the Chief Mentor. Mr. Choksi has contributed various papers on business control and succession, mergers and acquisitions, valuation of business enterprises, company law and taxation. He has been a speaker at various seminars and conferences of professional interests organized by the Reserve Bank of India, the Institute of Chartered Accountants, Bombay Chartered Accountants' Society etc. Mr. Choksi is a member of the Society of Trust and Estate Practitioners (STEP). He is also a member of the Managing Committee of the Indian Merchants' Chamber. He is also a trustee of the A.D. Shroff Memorial Trust and member of Council of Forum of Free Enterprise. He is also a director on well-known companies including as a member of their committees. Mr. Choksi contributed in the preparation of Kanga and Palkhivala's The Law and Practice of Income Tax (Eighth Edition) by late Mr. N.A. Palkhivala and Mr. B.A. Palkhivala.

Sr. No.	Name of the Company/ LLP	Current designation
1	Arvind Limited	Director
2	LUPIN LIMITED	Director
3	AIA ENGINEERING LIMITED	Director
4	SWARAJ ENGINES LTD	Director
5	ICICI BANK LIMITED	Director
6	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	Director
7	HEXWARE TECHNOLOGIES LIMITED	Director
8	ICICI HOME FINANCE COMPANY LIMITED	Director
9	GUJARAT INTERNATIONAL FINANCE TEC-CITY COMPANY LIMITED	Director
10	MIRAMAC PROPERTIES PRIVATE LIMITED	Director
11	VARDAN CEQUE ADVISORS PRIVATE LIMITED	Director

By order of the Board
For Tata Housing Development Company Limited



Raju Bamane
Company Secretary

Place: Mumbai
Date: May 04, 2018

TATA HOUSING DEVELOPMENT COMPANY LIMITED**Form No. MGT-11****Proxy form**

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

TATA HOUSING DEVELOPMENT COMPANY LIMITED

CIN: U45300MH1942PLC003573

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

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

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

1. Name:	
Address:	
E-mail Id:	
Signature:	, or failing him

2. Name:	
Address:	
E-mail Id:	
Signature:	, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the _____ at _____ and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Notice
	ORDINARY BUSINESS
1.	To receive, consider and adopt <ul style="list-style-type: none"> a) Adoption of Audited Standalone Financial Statements (including both IND-AS and IGAAP) for the financial year ended on March 31, 2018 b) Adoption of Audited Consolidated Financial Statements (including both IND-AS and IGAAP) for the financial year ended on March 31, 2018
2.	Re-Appointment of a Director liable to retire by rotation (Mr K Venkataramanan)
3.	Ratification of Appointment of Statutory Auditors
	SPECIAL BUSINESS
4.	Ratification of Remuneration of the Cost Auditor

TATA HOUSING DEVELOPMENT COMPANY LIMITED

5.	Appointment of Mr. Sanjay Bhupendar Dutt as a Director of the Company
6.	To approve appointment of Mr. Sanjay Dutt as Managing Director and Chief Executive Officer of the Company
7.	Appointment of Mr. Banmali Agrawala as Director
8.	Appointment of Mr. Nipun Aggarwal as Director
9.	Re-appointment of Mr. S. Santhanakrishnan as an Independent Director
10.	Re-appointment of Ms. Sucheta Shah as an Independent Director
11.	Re-appointment of Mr. Dileep Choksi as an Independent Director

Signed this ____th Day of September, 2018

Signature of shareholder:

Signature of proxy holder:

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

TATA HOUSING DEVELOPMENT COMPANY LIMITED

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 Thirty Ninth (39th) Annual General Meeting of Tata Housing Development Company Limited will be held on _____ the _____, 2018, at ____ a.m. at _____

Folio No./DP ID-Client Id:

Full Name of the Shareholder in Block Letters:

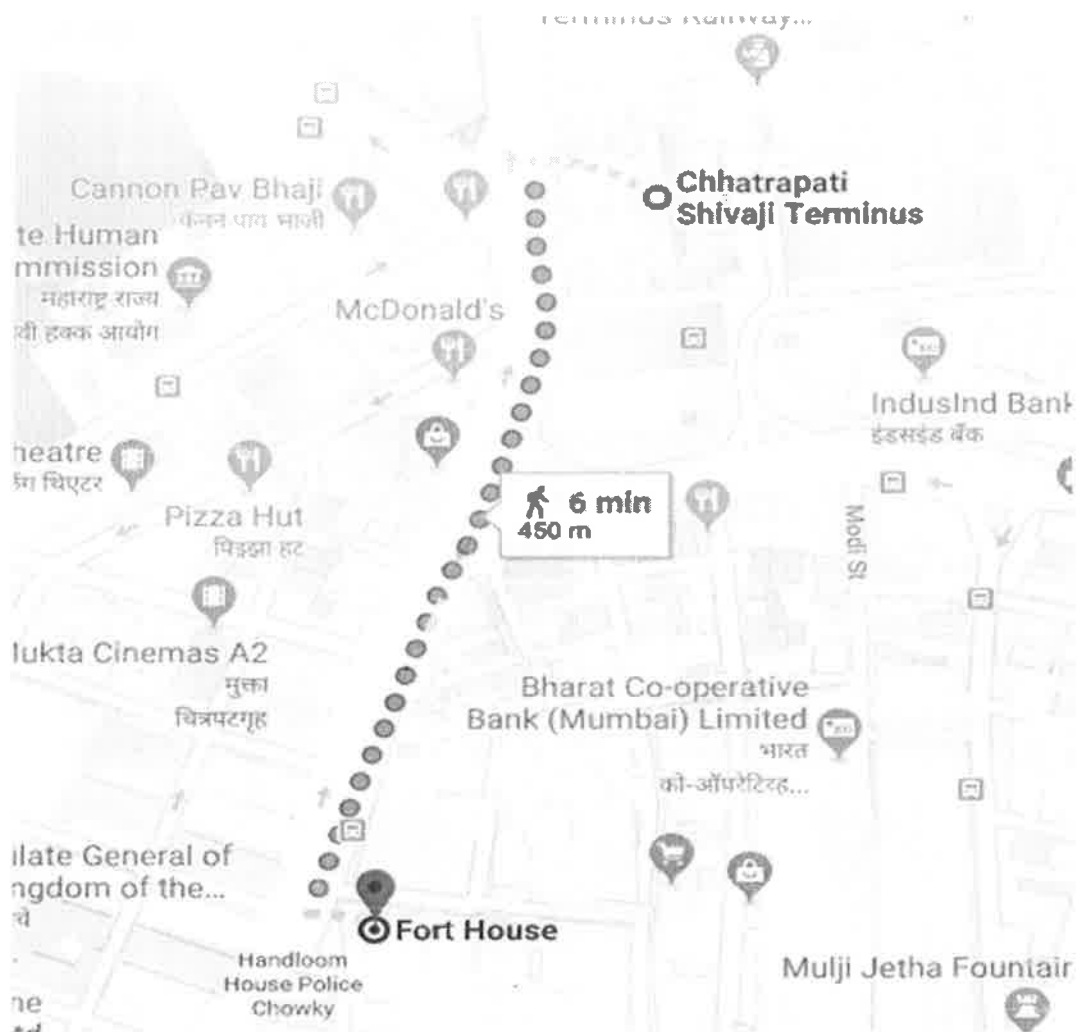
No. of Shares held:

Name of Proxy (if any) in Block Letters:

Signature of the Shareholder/Proxy/Representative

TATA HOUSING DEVELOPMENT COMPANY LIMITED

Route Map of the venue from Chhatrapati Shivaji Maharaj Terminus:



TATA HOUSING DEVELOPMENT COMPANY LIMITED

Route Map of the venue from Churchgate:

