

TRIL INFOPARK LIMITED

NOTICE

12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twelfth Annual General Meeting of the Members of **TRIL INFOPARK LIMITED** will be held on Friday, 18th September 2020, at 11 a.m via Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business at shorter notice:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2020, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr.Sanjay Dutt (DIN 05251670) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

Special Business:

3. Ratification of Cost Auditor's Remuneration:

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

"RESOLVED THAT pursuant to the provisions of section 148(3) read with Rule 14 of the Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013 ("Act"), the approval accorded by the Board of Directors for payment of remuneration of INR 1 lakh per annum plus applicable taxes and out of pocket expenses at actuals to M/s. SBK & Associates (firm registration No.000342), as the Cost Auditor for auditing the cost accounting records of the Company for the financial year 2020-21, be and is hereby ratified."

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4. To appoint Ms.Kakarla Usha(DIN-07283218) as a Director of the Company

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

“RESOLVED THAT Ms.Kakarla Usha (DIN-07283218), who was appointed as an Additional Director of the Company by Board of Directors with effect from 29th November, 2019, and who holds office upto the date of Annual General Meeting of the Company in terms of Section 161 of Companies Act, 2013, and in respect of whom the Company has received a notice in writing pursuant to Section 160 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, liable to retire by rotation.”

By Order of Board of Directors

-Sd-

S.Ramprasad
Company Secretary
ACS-14324

Registered Office Address:
Ramanujan IT City, Rajiv Gandhi Salai (OMR),
Taramani, Chennai – 600113
CIN: U45200TN2008PLC066931

Place: Chennai
Date: 7th September 2020

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Notes:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" read with General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Friday 18th September at 11a.m (IST). The deemed venue for the AGM will be the Registered Office at Chennai 600 113,
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, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Corporate Members intending to appoint their authorised representatives pursuant to Section 112 and 113 of the Act, are requested to send via email at ramprasads@tatarealty.in, certified copy of the Board Resolution/Letter of Authorisation, authorizing their representative to attend via VC or OAVM and vote at the AGM of the Company.
4. As per the provisions of Clause 3.A.III. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at **Item No.3 and 4** of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under **Item No(s).3 and 4** 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 in **Annexure A**. Requisite declarations have been received from Director/s for seeking re-appointment.
6. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
7. The Company shall provide the required link to attend the 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 Representative, as the case may be, to attend the AGM via VC or OAVM. In case, any Members/Authorized Representative, as the case may be, need any assistance with using the technology, can contact the Company at following email id: ramprasads@tatarealty.in or call during the business hours at +91 98418 46218
8. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. 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 folio no.), at least 3 days prior to the date of the AGM at following email id: ramprasads@tatarealty.in
10. 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 by e-mail

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11. During the AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act by writing to the Company in the email id provided.
12. The requisite document(s) as may be required for inspection by the Shareholders, shall be made available for inspection to the members of the Company in electronic mode.
13. Members seeking any information, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM. The Members can write to the Company at following email id: ramprasads@tatarealty.in or call for any information at +91 98418 46218. The email id provided herein would be considered as designated email id for the purpose of this AGM.
14. Notice of the AGM along with the Annual Report is being sent by electronic mode to all the Members at their email addresses as registered with the Company.
15. Before scheduling the AGM, the Company had approached the Members residing out of India, and basis their time zone and convenience, this meeting had been scheduled at the day, date and time as mentioned at the notice of the Meeting.
16. The Shareholders may choose to hold the Ordinary Shares of the Company in the demat mode. The ISIN as allotted by NSDL for its equity shares is INE583J01018. In case of any query, you may please get in touch with the Company or the Registrar & Transfer Agent i.e. M/s. Karvy Fintech Private Limited (Formerly known as Karvy Computershare Private Limited) having corporate office at 7th floor, 701, Hallmark Business Plaza, Sant Dnyaneshwar Marg, Off. Bandra Kurla Complex, Bandra East, Mumbai - 400 051, contact: (022) 6149 1635.
17. Members may avail the facility of nomination in terms of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and 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.
18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to M/s. Karvy Fintech Private Limited in case the shares are held in physical form.

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors in their meeting held on 2nd September 2020 have appointed M/s.SBK & Associates (firm registration No.000342) as Cost Auditor for auditing the cost records of the Company for the financial year 2020-21 on a remuneration of INR 1 lakh plus applicable taxes and out of pocket expenses.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration of the Cost Auditor recommended by the Audit Committee and approved by the Board of Directors need to be ratified by the members of the Company.

Therefore, the members of the Company are requested to ratify the approval accorded by the Board of Directors for payment of remuneration of INR 1 lakh plus applicable taxes and out of pocket expenses at actuals to M/s. SBK & Associates.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the aforesaid business.

Item No. 4

Ms.Kakarla Usha (DIN-07283218) has been appointed as an Additional Director of the Company with effect from 29th November 2019. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), Ms.Kakarla Usha holds office of Director upto the date of this Annual General Meeting.

The Board commends the Ordinary Resolution as set out against this item in the notice for the approval of the members.

None of the other Directors and Key Managerial Personnel (KMP) other than Ms.Kakarla Usha is concerned or interested in this resolution

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

Name	:	Ms.Kakarla Usha (DIN-07283218)
Date of Birth	:	06-03-1969
Qualification	:	Indian Administrative Service (IAS)
Experience		Principal Secretary / Chairperson and Managing Director Tamilnadu Industrial Development Corporation Ltd a Government of Tamilnadu enterprise. Prior to joining TIDCO has held critical and important positions in the Government of Tamilnadu. Has vast experience in Public Administration.
Terms and Conditions of Appointment	:	As per the Governance guidelines for board effectiveness applicable for non-executive directors.
Date of first appointment on Board	:	29-11-2019
Shareholding in the Company	:	NIL
Relationship with other Directors, Managers or KMP of the Company	:	NIL
Number of Board Meetings attended during the year	:	1 out of 2
Other Directorships/ Chairmanship of Committees of the Board	:	Directorship: 13 Companies Chairmanship 4 Companies
Remuneration sought to be paid	:	Sitting Fees for attending the Board meeting and its committee thereof.

Annexure A

Details of the Director seeking re-appointment at the forthcoming Annual General Meeting (In pursuance of Secretarial Standard - 2 on General Meetings)

Name	:	Mr.Sanjay Dutt (DIN: 05251670)
Date of Birth	:	16-06-1966
Qualification	:	Post Graduate in Marketing & HR from International Management Institute

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Experience		Managing Director and Chief Executive Officer of TATA Realty and Infrastructure Limited (TRIL). He has over 24 years of experience in Real Estate sector with various International Real Estate Developers and property consultants. Prior to joining TRIL, was CEO of Ascendas-Singbridge's India operation and Private Funds
Terms and Conditions of Appointment	:	As per the Governance guidelines for board effectiveness applicable for non-executive directors.
Date of first appointment on Board	:	07-04-2018
Shareholding in the Company	:	NIL
Number of Board Meetings attended during the year	:	5 out of 5
Other Directorships/ Chairmanship of Committees of the Board	:	Directorship: 7
Remuneration sought to be paid	:	Nil

By Order of Board of Directors

-Sd-

S.Ramprasad
Company Secretary

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Taramani, Chennai – 600113
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