

# TRIL INFOPARK LIMITED

## NOTICE

### FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of TRIL INFOPARK LIMITED will be held on Thursday, September 29, 2022, at 1:15 P.M. via Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business at shorter notice:

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#### Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022, 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 re-appointment.
3. To appoint M/s. B S R & Co. LLP as Statutory Auditors and fix their 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 Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No.:101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Fourteenth Annual General Meeting ("AGM") until conclusion of the Nineteenth Annual General Meeting ("AGM") of the Company to be held in the calendar year 2027, at such remuneration as may be mutually agreed between the Auditors and the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary or expedient to give effect to this Resolution or incidental thereto."



Hardy Tower, Ground Floor, Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai - 600 113.

Tel : 044 - 6685 5111, Fax : 044 - 66855118

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# TRIL INFOPARK LIMITED

## Special Business:

### 4. 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) and other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) 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 up to Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and out-of-pocket expenses to be incurred in connection with the cost audit, payable to M/s. SBK & Associates, Cost Accountants (Firm Registration No:000342), who are appointed by Board as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year 2022-23.

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution or incidental thereto."

### 5. Appointment of Mr. Ritesh Sachdev (DIN: 08099511) 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** Mr. Ritesh Sachdev (DIN: 08099511), who was appointed as an Additional Director of the Company with effect from August 10, 2022, by the Board of Directors and who holds office upto the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 (the "Act"), be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters, things and take all



# TRIL INFOPARK LIMITED

such steps as may be deemed necessary, proper, or expedient to give effect to this resolution or incidental thereto.”

Registered Office Address:

Ramanujan IT City, Rajiv Gandhi  
Salai (OMR), Taramani,  
Chennai - 600113  
CIN: U45200TN2008PLC066931

By Order of Board of Directors  
For TRIL Infopark Limited



*Arushi*  
Arushi Singhal  
Company Secretary  
ACS-54516

Place: Chennai  
Date: 29.09.2022

# TRIL INFOPARK LIMITED

## Notes:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/ 2020 dated April 13, 2020, followed by General Circular No. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021 and No. 02/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting through Video Conferencing or through other Audio Visual Means, 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 Thursday, September 29, 2022, at 1:15 P.M. (IST). The deemed venue for the AGM will be the Registered Office of the Company i.e. Ramanujan IT City, , Rajiv Gandhi Salai (OMR), Taramani, Chennai - 600 113, Tamil Nadu.
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 [trilsec@tatarealty.in](mailto:trilsec@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.4& 5** of the accompanying Notice, are unavoidable by the Board and hence, forming part of this Notice.



# TRIL INFOPARK LIMITED

5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under **Item No. 2 to 5** 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 the registered email address of Members/ 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: [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) or call during the business hours at +91 96999 47711
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: [trilsec@tatarealty.in](mailto:trilsec@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 except for Item nos. 2 & 5 (for which voting will be conducted through poll only as per Article 142 of Articles of Association of Company), 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 at following email id [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com)
11. The voting at the meeting for business mentioned under Item nos. 2 & 5 shall be conducted through Poll. In compliance with the MCA Circulars, the Members shall cast their vote on the resolution only by sending emails through their registered



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# TRIL INFOPARK LIMITED

email addresses/ email address of authorized representative. The said email shall only be sent to the email id of scrutinizer i.e. [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com)

12. The Company has appointed M/s. S Dhanapal & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the poll process in fair and transparent manner for Item nos. 2 & 5. Polling paper is sent along with notice of the AGM.
13. In case of joint shareholders, the polling paper shall be sent to the first named holder or in their absence to the joint holder attending the meeting as appearing in the chronological order in the folio and the Polling paper shall be in Form No. MGT.12.
14. 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.
15. 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.
16. 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: [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in) or call for any information at +91 9699947711. The email id provided herein would be considered as designated email id for the purpose of this AGM.
17. 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.
18. 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.
19. 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. KFin Technologies Limited (Formerly known as M/s. KFin Technologies Private Limited) having corporate office at 7th floor, 701, Hallmark



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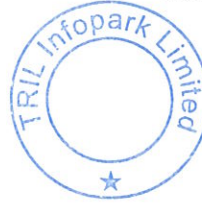
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Business Plaza, Sant Dnyaneshwar Marg, Off. Bandra Kurla Complex, Bandra East, Mumbai - 400 051, contact: (022) 6149 1635.

20. 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.
21. 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.
22. 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. KFin Technologies Limited in case the shares are held in physical form.

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Salai (OMR), Taramani,  
Chennai - 600113  
CIN: U45200TN2008PLC066931

By Order of Board of Directors  
For TRIL Infopark Limited



  
Arushi Singhal  
Company Secretary  
ACS-54516

Place: Chennai  
Date: 29.09.2022

# TRIL INFOPARK LIMITED

## EXPLANATORY STATEMENT

### PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 2

The brief profile of Mr. Sanjay Dutt (DIN: 05251670) 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.

The Board recommends the Ordinary Resolution at Item No.2 of the accompanying Notice for approval by the Members.

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

#### Item No. 3

This explanatory statement in respect of agenda item No.3, is provided though not mandatory as per section 102 of the Companies Act, 2013.

M/s. Deloitte Haskins & Sells LLP were appointed as Statutory Auditors of the Company for a period of five years in the 9<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September 2017 and hold office till the conclusion of this 14<sup>th</sup> Annual General Meeting. The term of M/s. Deloitte Haskins and Sells, LLP, Chartered Accountants, Statutory Auditors, would expire at the conclusion this Annual General Meeting.

The Board, by passing a resolution at its meeting held on September 29, 2022, has recommended to the members, appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of 5 years from the conclusion of fourteenth Annual General Meeting (AGM) till the conclusion of Nineteenth consecutive AGM of the company to be held in calendar year 2027, at such remuneration as may be mutually agreed between the Auditors and the Board of Directors of the Company.

The Company has received a willingness and eligibility letter from M/s. BSR & Co. LLP, Chartered Accountants (ICAI Firm Registration No.:101248W/W-100022) to be appointed as Statutory Auditors of the Company.





# TRIL INFOPARK LIMITED

The Board recommend the Resolution at Item No.3 of the accompanying Notice for approval by the Members.

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

## Item No. 4

The Board of Directors at their meeting held on June 03, 2022, 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 2022-23 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 as 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.

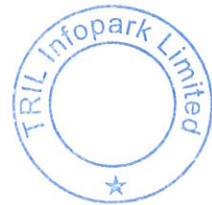
None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the aforesaid business.

## Item No. 5

Mr. Ritesh Sachdev (DIN: 08099511) was appointed as an Additional Director of the Company with effect from August 10, 2022. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Ritesh Sachdev holds office of Director upto the date of this Annual General Meeting.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the notice for the approval of the members.

None of the other Directors and Key Managerial Personnel (KMP) other than Mr. Ritesh Sachdev is concerned or interested in this resolution.

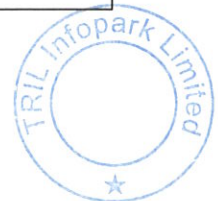


# TRIL INFOPARK LIMITED

## Annexure A

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

<b>Name</b>	:	Mr. Sanjay Dutt (DIN: 05251670)	Mr. Ritesh Sachdev (DIN: 08099511)
<b>Age</b>	:	56 years	47 years
<b>Qualification</b>	:	Postgraduate in Marketing & HR from International Management Institute	Bachelor of Engineering (Civil) and post-graduate Diploma in Business Management
<b>Experience</b>	:	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	Mr. Ritesh has more than 20 years of experience in Commercial Leasing & Asset Management. His last assignment was with Colliers International as Head of Occupier Services, India & MD South India. Prior to joining Colliers International, he was associated with Cushman & Wakefield as MD, South India and was responsible for expansion of commercial leasing services. He also handled various portfolios in Cushman & Wakefield's tenant advisory group.
<b>Terms and Conditions of Appointment</b>	:	Director liable to retire by rotation	Director liable to retire by rotation
<b>Date of first appointment on Board</b>	:	07-04-2018	10-08-2022
<b>Number of Board Meetings attended during the year</b>	:	8 out of 8	NA



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<b>Shareholding in the Company</b>	NIL	NIL
<b>Other Directorships/ Chairmanship of Committees of the Board</b>	<p><b>Directorship:</b>                      Promont Hilltop Private Limited                      Tata Housing Development Company Limited                      Tata Value Homes Limited                      Smart Value Homes (Peenya Project) Private Limited                      Tata Realty and Infrastructure Limited                      Infopark Properties Limited</p> <p><b>Committees:</b>  <u><b>Audit Committee - Member</b></u>                      Tata Housing Development Company Limited</p> <p><u><b>Stakeholder Relationship Committee - Member</b></u>                      Tata Housing Development Company Limited                      Tata Realty and Infrastructure Limited</p> <p><u><b>Risk Management Committee - Member</b></u>                      Tata Realty and Infrastructure Limited</p>	<p><b>Directorship:</b>                      Gurgaon Construct Well Private Limited                      Gurgaon Realtech Limited                      Arrow Infraestate Private Limited                      Infopark Properties Limited                      Industrial Minerals and Chemical Company Private Limited                      Mikado Realtors Private Limited</p>



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	<b>Risk Management Committee - Chairman</b> Tata Housing Development Company Limited	
<b>Remuneration sought to be paid</b>	: Nil	Nil

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By Order of Board of Directors  
For TRIL Infopark Limited



*Arushi*  
Arushi Singhal  
Company Secretary  
ACS-54516

Place: Chennai  
Date: 29.09.2022