

TRIL INFOPARK LIMITED

NOTICE

10TH ANNUAL GENERAL MEETING

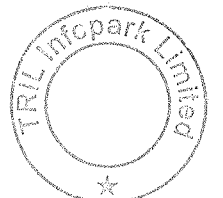
NOTICE is hereby given that the Tenth Annual General Meeting of the Members of **TRIL INFOPARK LIMITED** will be held on Thursday, 27th September 2018, at 3.00 p.m. at the registered office of the Company situated at Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai 600 113 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2018, together with the reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a director in place of Mr. Arvind Chokhany (DIN 06668147) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.**
- 3. To appoint M/s. Deloitte Haskins & Sells 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 and pursuant to the resolution passed by the Members at the ninth Annual General Meeting (AGM) held on September 27, 2017 in respect of appointment of the auditors, M/s.Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration Number 117366W/W-100018) until conclusion of the fourteenth Annual General Meeting ("AGM") of the Company to be held in the year 2022, the Company here by ratifies and confirms the appointment of M/s.Deloitte Haskins & Sells LLP as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the eleventh AGM of the Company to be held



TRIL INFOPARK LIMITED

in the year 2019 to examine and audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

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.”

SPECIAL BUSINESS:

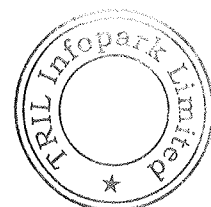
4. To ratify approval of the Board for payment of remuneration to Cost Auditor M/s. SBK & Associates for the cost audit to be carried out for the financial year 2018-19

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 2018-19, be and is hereby ratified.”

5. To appoint Mr.Ramesh Chand Meena-IAS 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:



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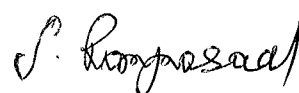
"RESOLVED THAT Mr.Ramesh Chand Meena (DIN: 08009394), who was appointed as an Additional Director of the Company by Board of Directors with effect from 15th January, 2018, and who holds office upto the date of Annual General Meeting of the Company in terms of Section 161 of Companies Act, 2013, and in 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 an Director of the Company, liable to retire by rotation."

6. To appoint Mr.Sanjay Dutt 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.Sanjay Dutt (DIN: 05251670), who was appointed as an Additional Director of the Company by Board of Directors with effect from 7th April, 2018, 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 an Director of the Company, liable to retire by rotation."

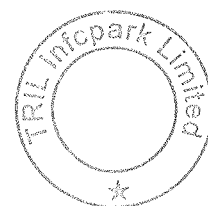
By Order of Board of Directors



S.Ramprasad
Company Secretary
ACS-14324

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

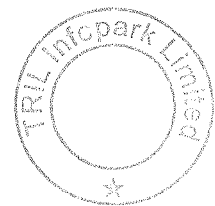
Place: Chennai
Date: 1st September 2018



TRIL INFOPARK LIMITED

NOTES:

- a. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at the registered office of the Company not less than 48 hours before the meeting.
- b. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
- c. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
- d. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out above is annexed hereto.
- e. For the convenience of the members to attend the meeting a route map is enclosed after the explanatory statement.
- f. A copy of Proxy form and Attendance slip is attached.



TRIL INFOPARK LIMITED

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors in their meeting held on 31st July 2018 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 2018-19 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.

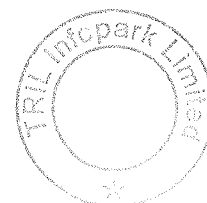
Item No. 5

Tamilnadu Industrial Development Corporation Limited (TIDCO), in its letter dated 29th December, 2017 proposed the appointment of Mr.Ramesh Chand Meena -IAS as its Nominee Director on the Board of the Company.

Accordingly, the Board of Directors appointed Mr.Ramesh Chand Meena (DIN: 08009394) as an Additional Director of the Company with effect from 15th January, 2018. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), Mr.Ramesh Chand Meena 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.

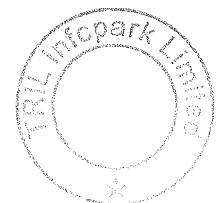
None of the other Directors and Key Managerial Personnel (KMP) other than Mr.Ramesh Chand Meena (DIN: 08009394) is concerned or interested in this resolution.



TRIL INFOPARK LIMITED

Details of Director as per Clause 1.2.5 of Secretarial Standards – 2

Name	:	Mr.Ramesh Chand Meena (DIN: 08009394)
Age	:	53yrs
Qualification	:	B.Tech (Elec), M.Tech (Commn & Radar Engg)
Experience		Presently Chairman and Managing Director of Tamilnadu Industrial Development Corporation (TIDCO), a Government of Tamilnadu enterprise. Prior to joining TIDCO Mr.Ramesh Chand Meena, has held critical and important positions in the Government of Tamilnadu. Mr.Ramesh Chand Meena has over two and a half decades of wide 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	:	15.01.2018
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
Details of other Directorships	:	14
Membership/Chairmanship of Committees	:	3
Remuneration sought to be paid	:	Sitting Fees for attending the Board meeting and its committee thereof.



TRIL INFOPARK LIMITED

Item No. 6

Mr.Sanjay Dut (DIN- 05251670) has been appointed as an Additional Director of the Company with effect from 7th April, 2018. Pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), Mr.Sanjay Dutt 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 Mr.Sanjay Dut (DIN- 05251670) is concerned or interested in this resolution.

Details of Director as per Clause 1.2.5 of Secretarial Standards – 2

Name	:	MrSanjay Dutt (DIN: 05251670)
Age	:	52yrs
Qualification	:	Post Graduate in Marketing & HR from International Management Institute.
Experience	:	Mr. Sanjay Dutt is the 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, Mr. Dutt 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
Relationship with other Directors, Managers or KMP of the Company	:	NIL
Number of Board Meetings attended during the year	:	NIL (in Financial Year 2017-18)
Details of other Directorships	:	6



TRIL INFOPARK LIMITED

Membership/Chairmanship of Committees	:	2
Remuneration sought to be paid	:	NIL.

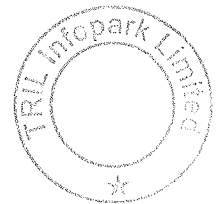
By Order of Board of Directors



S.Ramprasad
Company Secretary

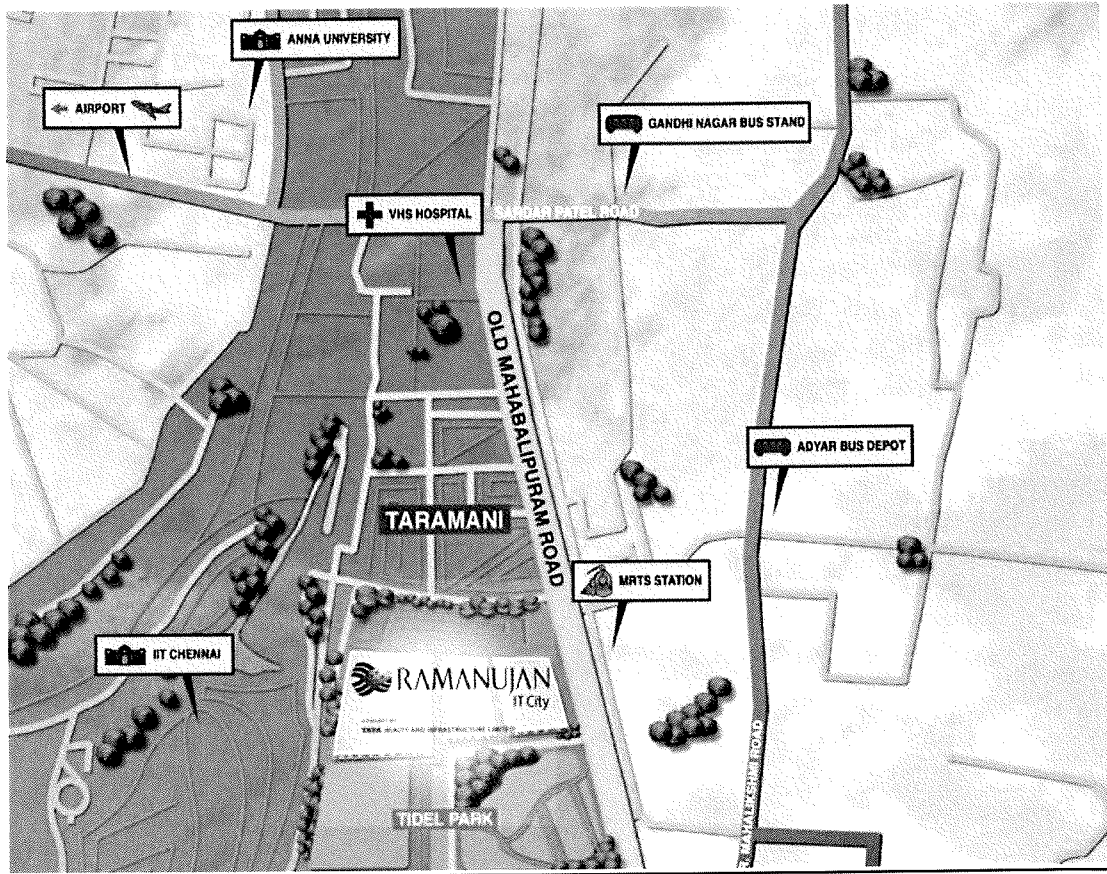
Registered Office Address:
Ramanujan IT City, Rajiv Gandhi Salai (OMR),
Taramani, Chennai – 600113
CIN: U45200TN2008PLC066931

Place: Chennai
Date: 1st September 2018

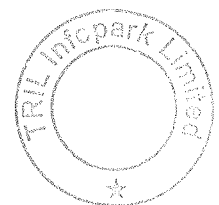


TRIL INFOPARK LIMITED

ROUTE MAP



Nearest Land Mark- Next to TIDEL PARK



Ramanujan IT City, Taramani, Rajiv Gandhi Salai (OMR), Chennai 600 113,
Tel.: 044 – 66855111, Fax: 044 – 668555118,
www.ramanujanitcity.com; www.tata-realty.com
CIN: U45200TN2008PLC066931

TRIL INFOPARK LIMITED

ATTENDANCE SLIP

Extraordinary General Meeting

1. Full Name and Registered Address of the Member	
2. Full Name of the Proxy	
3. No of shares/debentures held	

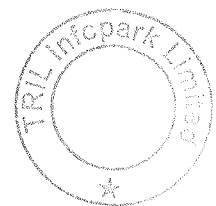
I/ We, being the Registered Shareholder / Proxy for the Registered Holder* of the company, hereby record my / our presence at the Annual General Meeting of the Company held on 27th September 2018 at 3.00 p.m. at Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai-600 113 and at any adjournment(s) thereof.

.....
Member/Proxy's signature

*strike off whichever is not relevant.

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.



TRIL INFOPARK 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]*

CIN: U45200TN2008PLC066931

Name of the company: TRIL INFOPARK LIMITED

Registered office: Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani, Chennai
600 113

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

3. Name:

Address:

E-mail id:

Signature:

or failing him

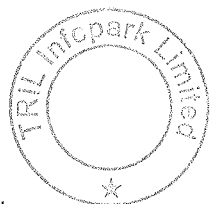
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Annual General Meeting of the Company, to be held on Thursday, 27th September 2018
at 3.00 p.m at Ramanujan IT City, Rajiv Gandhi Salai (OMR), Taramani,

Ramanujan IT City, Taramani, Rajiv Gandhi Salai (OMR), Chennai 600 113,

Tel.: 044 – 66855111, Fax: 044 – 668555118,

www.ramanujanitcity.com; www.tata-realty.com

CIN: U45200TN2008PLC066931



TRIL INFOPARK LIMITED

Chennai 600 113 and at any adjournment thereof in respect of such resolution as are indicated below:

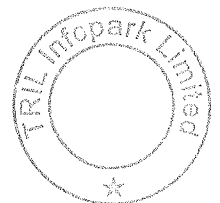
S. No	Resolution	For	Against
ORDINARY BUSINESS			
1.	Adoption of financial statements for the financial year ended 31 st March, 2018 and reports of the Board of Directors and auditors thereon.		
2.	Re-appointment of Mr. Arvind Chokhany (DIN 06668147) who retires by rotation.		
3.	Appointment of M/s. Deloitte Haskins & Sells LLP (Registration No. 117366W/W-100018 with the ICAI), Chartered Accountants, as Auditors.		
SPECIAL BUSINESS			
4.	Payment of remuneration to M/s. SBK & Associates as Cost Auditors of the Company		
5.	Appointment of Mr.Ramesh Chand Meena-IAS as Director		
6.	Appointment of Mr.Sanjay Dutt as Director		

Signed thisday of2018

**Affix Revenue
Stamp**

Signature of the shareholder

Signature of the proxy holder(s)



TRIL INFOPARK LIMITED

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

