

TRIL INFOPARK LIMITED

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **TRIL INFOPARK LIMITED** will be held on Tuesday the 24th day of February, 2015, at 11.00 A.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 businesses:

SPECIAL BUSINESS:

ITEM NO 1 :

To Issue Secured, Non-Convertible Debentures (NCD's) for Rs.1,500 crores on private placement basis

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include person(s) authorized and/ or any committee of the board constituted to exercise its powers, including the powers conferred by the resolution) for making offer(s) or invitations to subscribe to rated, redeemable, Secured Non-Convertible Debentures (hereinafter collectively referred as NCDs) up to an amount of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) on private placement basis to eligible entities, bodies corporate, companies, banks, financial institutions, FII's and any other categories of eligible investors ('**Eligible Investors**') permitted to invest in the NCDs under applicable laws, in one or more tranches, during a period of one year

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from the date of passing of this Resolution and subject to the said borrowing being within the overall borrowing limits of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, or its committee authorized by the Board or its authorised officers thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, doubt that may arise in the respect of the borrowings aforesaid and further to do all such acts, deeds and things and to execute all documents and writing as may be necessary, proper, desirable or expedient."

ITEM NO 2 :

To approve Borrowing limits of the Company.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of resolution passed at Annual General Meeting held on September 9th, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after called the "Board" which term shall be deemed to include person(s) authorized and/ or any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this resolution) to borrow any sum or sum of monies from time to time, from any one or more of the Company's bankers and / or from any one or more other persons, firms, bodies corporate or financial institutions, Non-Banking Finance Companies, whether by way of Cash Credit, advances or deposits, loans or bill discounting, issue of debentures or otherwise and whether unsecured or secured by way of mortgage, hypothecation or lien or pledge of the Company's assets and properties, whether immovable or movable or stock in trade, (including raw

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materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the Company notwithstanding that the monies to be borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the monies borrowed by the Board of Directors and outstanding at any time shall not exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being OR Rs.6,500 Crore (Rupees Six Thousand Five Hundred Crore only) whichever is higher, exclusive of interest and the Board be and is hereby authorised to execute such deeds, mortgages, charges, hypothecation, lien, promissory notes, deposits and other deeds and instruments or writings containing such conditions and covenants as the Board may think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments, forms and writings as may be required and to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

ITEM NO 3 :

Creation of Charges on the movable and immovable properties:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT in supersession of Resolution passed at Annual General Meeting held on September 9th, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company (herein after called the

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"Board" which term shall be deemed to include person(s) authorized and/ or any committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this resolution) to sell / lease or otherwise dispose of the assets of the Company, create charge by way of Hypothecation / Mortgage on all or any of the assets, both present and future, or the whole or substantially the whole of the undertaking of the Company for securing any loans obtained or to be obtained from or debentures issued to any public financial institutions, banks, Non-Banking Finance Companies and/ or any other Bodies Corporate incorporated in India and / or from any one or more other persons or otherwise on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit up to a sum not exceeding the aggregate of the paid-up share capital and free reserves of the Company for the time being or Rs.6,500 Crore (Rupees Six Thousand Five Hundred Crore only)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

By Order of Board of Directors



S.Ramprasad

Company Secretary

Place: Mumbai

Date: 12th February 2015

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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..**
- (b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- (c) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, 06th February, 2015. The Notice of the Meeting is also posted on the website of the Company www.ramanujanitcity.com.
- (d) The businesses as set out in the Notice may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting. Please note that the voting through electronic means is optional.
- (e) The voting through electronic means will commence on February 20, 2015 at 10 A.M and will end on February 20, 2015 at 5 P.M. The Members will not be able to cast their vote electronically beyond the date and time mentioned above.
- (f) The Company has appointed Ms. Smita Chirimar, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner
- (g) The procedure and instructions for the voting through electronic means (EVOTING) is, as follows:
- i. To use the following URL for e-voting:
 - ii. <https://evoting.karvy.com>
 - iii. Enter the login credentials which are being sent to you separately
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e., **TRIL INFOPARK LTD.**
 - viii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You



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are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.

- ix. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
 - x. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail @ csdhanapal@gmail.com
 - xii. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
 - xiii. The Portal will remain open for voting from: **10.00 A.M. on 20th February, 2015 to 5.00 P.M on 20st February, 2015.**
 - xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
 - xv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - xvi. The results of e-voting will be announced by the Company on its website after the completion of the EGM.
 - xvii. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Extra Ordinary General Meeting. However, you can attend the meeting and participate in the discussions, if any.
- (h) Members are requested to give their consent to convene the meeting at a shorter notice.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1:

PRIVATE PLACEMENT OF NON CONVERTIBLE DEBENTURES

The Company is in requirement of funds for repayment of existing borrowings and for the development of the Ramanujan IT City project situated in Chennai. It is proposed that the fund required shall be raised, inter-alia, through issue of rated, secured non-convertible debentures ("NCDs") upto an amount of Rs 1,500 Crore (Rupees One Thousand Five Hundred Crore only).

Pursuant to the provision of Sections 42, 71 of Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules 2014 and Companies (Share Capital and Debentures) Rules, 2014, the Company is required to obtain approval of its members by a way of Special Resolution, for issue of securities on private placement basis. Such an approval can be obtained once a year for all the offers and invitations made for debentures during the year.

The approval of Member is therefore sought for issue of NCDs by way Private Placement basis, in one or more tranches payable at par without any premium, on such terms and Conditions including the price, coupon, tenor, repayment terms etc., as may be mentioned in the Letter of Offer in PAS-4 and Disclosure Document.

Accordingly, the Board recommends the Resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are personally interested or concerned in this Resolution.



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Item No. 2 & 3

APPROVAL FOR BORROWING U/S 180 OF THE COMPANIES ACT 2013

The members of the Company at the Annual General Meeting held on September 09, 2014, have

- (i) approved the borrowing limit pursuant to section 180(1)(c) of the Companies Act, 2013, such that outstanding at any time shall not exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being by more than a sum of Rs.4,000 Crore (Rupees Four Thousand Crore only) exclusive of interest; AND
- (ii) limit for creating charge by way of mortgage or hypothecation on the assets of the Company in favour of lenders, which could contain clause of realisation of assets of the Company by the lenders, in the event of failure to repay the borrowings, up to a sum not exceeding Rs.4,000 Crore (Rupees Four Thousand Crore only) under Section 180(1)(a) of the Companies Act, 2013.

The Company will be availing re-financing facility inter-alia by way of issue of NCD, Term Loans etc to repay the existing debts and for the development of the project. In this process on a particular day on receipt of re-financing amount together with the existing borrowing could exceed the limits sanctioned as above. Hence the Board thought it necessary to seek approval of the members by way of passing Special Resolution for authorising the Board or its Committee thereof to :-

- (i) borrow, from time to time, sums such that outstanding at any time shall not exceed the aggregate of the paid-up share capital and free reserves of the Company for the time being or Rs.6,500 Crores (Rupees Six Thousand Five Hundred Crores only) whichever is higher, exclusive of interest, under section 180 (1)(c) of the Companies Act, 2013.
- (ii) create charge over the assets of the Company by way of mortgage or hypothecation

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towards the borrowings up to a sum not exceeding Rs.6,500 Crores (Rupees Six Thousand Five Hundred Crores only) under section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Resolution at Item No. 2 &3 of the accompanying notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are personally interested or concerned in this Resolution.

By Order of Board of Directors



S.Ramprasad
Company Secretary

Place: Mumbai

Date: 12th February 2015

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