



April 12, 2024

To,  
The General Manager  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

**Sub: Submission of Compliance Report on Corporate Governance for the quarter ended March 31, 2024**

**Ref.: Scrip Code - 960358 / 973249 / 975013 / 975011**

Dear Sir / Madam,

In compliance with BSE Notice No. 20220107-16 & 20221012-44 dated January 07, 2022 and October 12, 2022, respectively, read with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/DDHS/DDHS\_Div1/P/CIR/2022/0000000103 dated July 29, 2022, we are enclosing the Compliance Report on Corporate Governance as Annexure I in the prescribed format for the quarter ended March 31, 2024.

We request you to take the same on record.

Thanking you.

For **Tata Realty and Infrastructure Limited**

**Rashmi Jain**  
**Company Secretary**  
(ICSI Membership No.: A18978)

**TATA REALTY AND INFRASTRUCTURE LIMITED**

CIN: U70102MH2007PLC168300

E Block, Voltas Premises, T. B. Kadam Marg, Chinchpokli, Mumbai – 400 033 India.

Tel. 91 22 6661 4444 Fax: 91 22 6661 4452 email id – [trilsec@tatarealty.in](mailto:trilsec@tatarealty.in)

Website: [www.tatarealty.in](http://www.tatarealty.in)

**Annexure I**

**Compliance Report on Corporate Governance for the quarter ended March 31, 2024**

1. Name of Listed Entity: **Tata Realty and Infrastructure Limited** [BSE Security Code: 960358 / 973249/ 975013/ 975011]

2. Quarter ending: **March 31, 2024**

**I. Composition of Board of Directors** [As per clarificatory note given below]

| Title<br>(Mr./Ms) | Name<br>of the<br>Director       | PAN <sup>5</sup><br>& DIN           | Category<br>(Chairperson/<br>Executive/<br>Non-Executive/<br>Independent/<br>Nominee) <sup>6</sup> | Initial Date of<br>Appointment | Date of Re-<br>appointment | Date of<br>Cessation | Tenure*      | Date of Birth | No. of<br>directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br>[in<br>reference<br>to<br>Regulation<br>17A(1)] | No. of<br>independent<br>directorship<br>in listed<br>entities<br>including<br>this listed<br>entity<br>[in reference<br>to proviso to<br>Regulation<br>17A(1)] | Number of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | No. of post<br>of<br>Chairperson<br>in Audit/<br>Stakeholder<br>Committee<br>held in<br>listed<br>entities<br>including<br>this listed<br>entity<br>(Refer<br>Regulation<br>26(1) of<br>Listing<br>Regulations) | Disqualification<br>of Directors<br>under section<br>164 of the<br>Companies Act,<br>2013:<br>i-Whether the<br>director is<br>disqualified?<br>ii-Start Date of<br>disqualification<br>iii-End Date of<br>disqualification<br>iv-Details of<br>disqualification |
|-------------------|----------------------------------|-------------------------------------|--|--------------------------------|----------------------------|----------------------|--------------|---------------|--|---|--|---|---|
| Mr.               | BANMALI<br>AGRAWALA              | PAN:<br>AANPA3617N<br>DIN: 00120029 | Non-<br>Executive –<br>Chairman  | 24-03-<br>2018                 | -                          | -                    | -            | 30-04-1963    | 0  | 0   | 2  | 2   | i) No<br>(ii), (iii), (iv) -<br>NA  |
| Mr.               | SANJAY DUTT                      | PAN:<br>AAQPD9159F<br>DIN: 05251670 | Executive,<br>MD & CEO   | 01-04-<br>2018                 | 01-04-<br>2023             | -                    | -            | 16-06-1966    | 0  | 0   | 5  | 0   | i) No<br>(ii), (iii), (iv) -<br>NA  |
| Mrs.              | SANDHYA<br>SHAILESH<br>KUDTARKAR | PAN:<br>AAEPK7373E<br>DIN: 00021947 | Non-<br>Executive –<br>and<br>Independent<br>Director  | 22-03-<br>2022                 | 15-06-<br>2022             | -                    | 24<br>months | 09-04-1958    | 0  | 0   | 7  | 5   | i) No<br>(ii), (iii), (iv) -<br>NA  |
| Mr.               | PRABHAKAR<br>PANDA               | PAN: AIKPP2747B<br>DIN: 02860918    | Non-<br>Executive<br>and<br>Independent<br>Director  | 08-10-<br>2021                 | 15-06-<br>2022             | -                    | 29<br>months | 15-07-1957    | 0  | 0   | 2  | 0   | i) No<br>(ii), (iii), (iv) -<br>NA  |

|   |               |                                     |  |                |                |   |              |            |   |   |   |   |                                    |
|---|---------------|-------------------------------------|--|----------------|----------------|---|--------------|------------|---|---|---|---|------------------------------------|
| Mr.   | Sudip Mullick | PAN:<br>ADOPM0560E<br>DIN: 06942241 | Non-<br>Executive -<br>Independent<br>Director | 29-03-<br>2023 | 16-06-<br>2023 | - | 12<br>months | 08/10/1966 | 0 | 0 | 2 | 0 | i) No<br>(ii), (iii), (iv)<br>– NA |
| Mr.   | Ankur Dalwani | PAN:<br>AFNPD1830P<br>DIN: 10091697 | Non-<br>Executive<br>Director                  | 29-03-<br>2023 | 16-06-<br>2023 | - | -            | 09/11/1973 | 0 | 0 | 0 | 0 | i) No<br>(ii), (iii), (iv)<br>– NA |
| Whether regular chairperson appointed -Yes  |               |                                     |  |                |                |   |              |            |   |   |   |   |                                    |
| Whether Chairperson is related to managing director or CEO – No   |               |                                     |  |                |                |   |              |            |   |   |   |   |                                    |
| <p>§ PAN number of any director would not be displayed on the website of Stock Exchange.</p> <p>&amp; Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p> <p>* To be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of directors of the listed entity in continuity without any cooling off period.</p> |               |                                     |  |                |                |   |              |            |   |   |   |   |                                    |

*Clarificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”) became applicable to the Company with effect from September 7, 2021 on a ‘comply or explain’ basis until March 31, 2025 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and PR No. 05/2024 dated March 15, 2024. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.*

*Further, while calculating the committee membership, the entity which are Public Limited Companies classified as High Value Debt Listed Entities had been counted, in the number of committee membership of Directors.*

| <b>II. Composition of Committees*</b>  |   |                                 |   |                     |                   |
|--|---|---------------------------------|---|---------------------|-------------------|
| Name of Committee                      | Whether regular chairperson appointment | Name of Committee members       | Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup> | Date of Appointment | Date of Cessation |
| 1. Audit Committee                     | Yes                                     | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive and Independent Director)                            | 01-04-2022          | -                 |
|  |   | Mr. Prabhakar Panda             | Member (Non-Executive and Independent Director)                                 | 01-04-2022          | -                 |
|  |   | Mr. Sudip Mullick               | Member (Non-Executive and Independent Director)                                 | 31-03-2023          | -                 |
|  |   | Mr. Sanjay Dutt                 | Member (Executive Director)   | 31-03-2023          | -                 |
| 2. Nomination & Remuneration Committee | Yes                                     | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive and Independent Director)                            | 01-04-2022          | -                 |
|  |   | Mr. Banmali Agrawala            | Member (Non-Executive Director)   | 01-04-2022          | -                 |

|  |     |                                 |  |            |   |
|--|-----|---------------------------------|--|------------|---|
|  |     | Mr. Sudip Mullick               | Member (Non-Executive and Independent Director)      | 31-03-2023 | - |
|  |     |                                 |  |            |   |
| 3. Risk Management Committee   | Yes | Mr. Sanjay Dutt                 | Chairman (Executive Director)                        | 01-04-2023 | - |
|  |     | Mrs. Sandhya Shailesh Kudtarkar | Member (Non-Executive and Independent Director)      | 01-04-2022 | - |
|  |     | Mr. Sudip Mullick               | Member (Non-Executive and Independent Director)      | 31-03-2023 | - |
|  |     |                                 |  |            |   |
| 4. Stakeholders Relationship Committee   | Yes | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive and Independent Director) | 01-04-2022 | - |
|  |     | Mr. Prabhakar Panda             | Member (Non-Executive and Independent Director)      | 01-04-2022 | - |
|  |     | Mr. Sanjay Dutt                 | Member (Executive Director)                          | 01-04-2022 | - |
| <sup>5</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen. |     |                                 |  |            |   |

*\*Clarificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations") became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2025 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and PR No. 05/2024 dated March 15, 2024. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.*

| III. Meeting of Board of Directors                     |   |                                    |   |                              |  |  |
|--|---|------------------------------------|---|------------------------------|--|--|
| Date(s) of Meeting (if any) in the previous quarter    | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Total Number of Directors as on date of the meeting | Number of Directors present* | Number of Independent Directors present* | Maximum gap between any two consecutives (in number of days) |
| 03-11-2023   | 12-02-2024  | Yes                                | 6   | 5                            | 3  | 101  |
|  |   |                                    |   |                              |  |  |
|  |   |                                    |   |                              |  |  |
| *to be filled in only for the current quarter meetings |   |                                    |   |                              |  |  |

| IV. Meetings of Committees#                                 |  |   |                              |  |   |   |
|---|--|---|------------------------------|--|---|---|
| Audit Committee   |  |   |                              |  |   |   |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Total Number of Directors as on date of the meeting | Number of Directors present* | Number of Independent Directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| 12-02-2024  | Yes  | 4   | 4                            | 3  | 03-11-2023  | 101   |
|   |  |   |                              |  |   |   |
| Nomination and Remuneration Committee                       |  |   |                              |  |   |   |

|  |  |    |    |    |    |     |
|--|--|----|----|----|----|-----|
| NA   | NA   | NA | NA | NA | NA | -   |
| <b>Stakeholders Relationship Committee</b> |  |    |    |    |    |     |
| NA   | NA   | NA | NA | NA | NA | -   |
| <b>Risk Management Committee</b>           |  |    |    |    |    |     |
| 02-01-2024                                 | Yes  | 3  | 3  | 2  | NA | 168 |
|  | <p>* This information has to mandatorily be given for Audit committee, for rest of the committees giving this information is optional<br/> ** to be filled in only for the current quarter meetings<br/> Number of Members attending the Meeting (Other than Board of Directors) (Mandatory for Risk Management Committee only) – NA, as the Committee consist of only Board members</p> |    |    |    |    |     |

*Clarificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”) became applicable to the Company with effect from September 7, 2021 on a ‘comply or explain’ basis until March 31, 2025 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and PR No. 05/2024 dated March 15, 2024. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.*

| <b>V. Related Party Transactions#</b>   |   |
|---|---|
| Subject   | Compliance status (Yes/No/NA)<br>Refer note below |
| Whether prior approval of Audit Committee obtained  | Yes   |
| Whether shareholder approval obtained for material RPT  | N.A.  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee  | Yes   |
| <p><b>Note</b></p> <ol style="list-style-type: none"> <li>In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</li> <li>If status is “No” details of non-compliance may be given here.</li> </ol> |   |

**VI. Affirmations** [As per clarificatory note given below]

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted as applicable in the previous quarter has been placed before the Board of Directors. The Board took note of the same and no comments/observations/advice of Board of Directors was mentioned.

*# Clarificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) ("Listing Regulations") became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2025 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and PR No. 05/2024 dated March 15, 2024. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.*

**Details of Cyber Security Incidences**

| <b>Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter</b> | <b>Yes/No</b>                     |
|--|-----------------------------------|
| <b>Date of the event</b>   | <b>Brief details of the event</b> |
| NA   | NA                                |

**Rashmi Jain**  
**Company Secretary**  
(ICSI Membership No.: A18978)  
Date: April 12, 2024  
Place: Mumbai