



April 17, 2025

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Sub: Compliance Report on Corporate Governance for the quarter ended March 31, 2025

Ref.: Scrip Code - 975011/975636/975734

Dear Sir / Madam,

Pursuant to Regulation 27(2) and Regulation 62Q of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the quarterly Compliance Report on Corporate Governance for the quarter ended March 31, 2025.

We request you to take the same on record.

Thank you.

For **Tata Realty and Infrastructure Limited**

Rashmi Jain
Company Secretary and Compliance Officer
(ICSI Membership No.: A18978)

TATA REALTY AND INFRASTRUCTURE LIMITED

E Block Valtas Premises T B Kadam Marg Chinchpokli Mumbai 400 033 India Tel 91226661 4444

Fax 91 22 6661 4452 email id trilsec@tatarealty.in Website www.tatarealty.in

CIN U70102MH2007PLC168300

Compliance Report on Corporate Governance for the quarter ended March 31, 2025

1. Name of Listed Entity: Tata Realty and Infrastructure Limited

2. Quarter ending: March 31, 2025

| Title (Mr./Ms) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) | Initial Date of Appointment | Date of Reappointment | Date of Cessation | Tenure | Date of Birth | No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1) and 62E of Listing Regulations]* | No. of Independent directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1) and 62E of Listing Regulations] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) and 62O of Listing Regulations)# | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) and 62O of Listing Regulations)# |
|----------------|----------------------------|---------------|--|-----------------------------|-----------------------|-------------------|-----------|---------------|---|---|--|--|
| Mr. | BANMALI AGRAWALA | DIN: 00120029 | Non-Executive – Chairman | 24-03-2018 | - | 10-03-2025 | - | 30-04-1963 | NA | NA | NA | NA |
| Mr. | PRAVEER SINHA | DIN:01785164 | Non-Executive – Chairman | 18-03-2025 | - | - | - | 08-04-1962 | 5 | 0 | 1 | 0 |
| Mr. | SANJAY DUTT | DIN: 05251670 | Executive, MD & CEO | 01-04-2018 | 01-04-2023 | - | - | 16-06-1966 | 3 | 0 | 5 | 0 |
| Mrs. | SANDHYA SHAILESH KUDTARKAR | DIN: 00021947 | Non-Executive– and Independent Director | 22-03-2022 | 15-06-2022 | 21-03-2025 | 36 months | 09-04-1958 | NA | NA | NA | NA |
| Mr. | PRABHAKAR PANDA | DIN: 02860918 | Non-Executive and Independent Director | 08-10-2021 | 07-10-2024 | - | 41 months | 15-07-1957 | 1 | 1 | 0 | 0 |
| Mr. | SUDIP MULLICK | DIN: 06942241 | Non-Executive - Independent Director | 29-03-2023 | 16-06-2023 | - | 24 months | 08-10-1966 | 2 | 2 | 0 | 0 |
| Mr. | NIPUN SAHNI | DIN: 01447756 | Non-Executive - Independent Director | 18-03-2025 | - | - | - | 01-12-1970 | 3 | 2 | 3 | 3 |
| Mrs. | SUCHETA SHAH | DIN: 00322403 | Non-Executive - Independent Director | 18-03-2025 | - | - | - | 31-08-1966 | 6 | 6 | 9 | 3 |
| Mr. | SAURABH SONTHALIA | DIN: 01355617 | Non-Executive - Independent Director | 18-03-2025 | - | - | - | 19-12-1965 | 3 | 3 | 5 | 0 |
| Mr. | RITESH KANTILAL MANDOT | DIN: 02090270 | Non-Executive Director | 13-08-2024 | - | - | - | 14-02-1982 | 2 | 0 | 0 | 0 |

* Only Directorship in equity listed company and high-value debt listed entities is included.

While calculating committee, public companies including companies identified as high-value debt listed entities have been considered.

| | |
|--|-----|
| Whether regular chairperson appointed | Yes |
| Whether Chairperson is related to managing director or CEO | No |

Clarificatory Note: Prior to notification dated March 27, 2025, the Company was categorized as a High-Value Debt Listed (HVLD) Company, accordingly the Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations were applicable to the Company on a "comply or explain" basis, effective from September 7, 2021 until March 31, 2025. Post notification dated March 27, 2025, SEBI amended the definition of HVLD and introduced Chapter VA, prescribing Corporate Governance norms for HVLD entities (entities with an outstanding principal amount of ₹1,000 crore or more as on March 31, 2025), with effect from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore.

| II. Composition of Committees | | | | | |
|--|---|---------------------------------|--|---------------------|-------------------|
| Names of Committee | Whether regular chairperson appointment | Name of Committee members | Category(Chairperson/Executive/Non-Executive/independent/ Nominee) | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive Independent Director) | 01-04-2022 | 18-03-2025 |
| | | Mr. Nipun Sahni | Chairperson (Non-Executive Independent Director) | 18-03-2025 | |
| | | Mr. Prabhakar Panda | Member (Non-Executive Independent Director) | 01-04-2022 | 18-03-2025 |
| | | Mr. Sudip Mullick | Member (Non-Executive Independent Director) | 31-03-2023 | 18-03-2025 |
| | | Mrs. Sucheta Shah | Member (Non-Executive Independent Director) | 18-03-2025 | |
| | | Mr. Saurabh Sonthalia | Member (Non-Executive Independent Director) | 18-03-2025 | |
| | | Mr. Sanjay Dutt | Member (Executive Director) | 31-03-2023 | - |
| 2. Nomination & Remuneration Committee | Yes | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive Independent Director) | 01-04-2022 | 18-03-2025 |
| | | Mr. Banmali Agrawala | Member (Non-Executive Director) | 01-04-2022 | 10-03-2025 |
| | | Mr. Sudip Mullick | Member (Non-Executive Independent Director) | 31-03-2023 | 18-03-2025 |
| | | Mrs. Sucheta Shah | Chairperson (Non-Executive Independent Director) | 18-03-2025 | - |
| | | Dr. Praveer Sinha | Member (Non-Executive Director) | 18-03-2025 | - |
| | | Mr. Saurabh Sonthalia | Member (Non-Executive Independent Director) | 18-03-2025 | - |
| 3. Risk Management Committee | Yes | Mr. Sanjay Dutt | Chairman (Executive Director) | 01-04-2022 | - |
| | | Mrs. Sandhya Shailesh Kudtarkar | Member (Non-Executive Independent Director) | 01-04-2022 | 18-03-2025 |
| | | Mr. Sudip Mullick | Member (Non-Executive Independent Director) | 31-03-2023 | 18-03-2025 |
| | | Mr. Nipun Sahni | Member (Non-Executive Independent Director) | 18-03-2025 | |
| | | Mr. Saurabh Sonthalia | Member (Non-Executive Independent Director) | 18-03-2025 | |

| | | | | | |
|--|-----|---------------------------------|--|------------|------------|
| 4. Stakeholders Relationship Committee | Yes | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive Independent Director) | 01-04-2022 | 18-03-2025 |
| | | Mr. Prabhakar Panda | Member (Non-Executive Independent Director) | 01-04-2022 | 18-03-2025 |
| | | Mrs. Sucheta Shah | Chairperson (Non-Executive Independent Director) | 18-03-2025 | - |
| | | Mr. Saurabh Sonthalia | Member (Non-Executive Independent Director) | 18-03-2025 | - |
| | | Mr. Sanjay Dutt | Member (Executive Director) | 01-04-2022 | - |

| 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) |
| 13-11-2024 | 09-01-2025 | Yes | 6 | 6 | 3 | 56 |
| - | 31-01-2025 | Yes | 6 | 5 | 3 | 21 |
| - | 18-03-2025 | Yes | 5 | 5 | 3 | 45 |

| 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 |
| 09-01-2025 | Yes | 4 | 4 | 3 | 13-11-2024 | 56 |
| 31-01-2025 | Yes | 4 | 4 | 3 | 09-01-2025 | 21 |
| | | | | | | |
| Nomination and Remuneration Committee | | | | | | |
| NA | NA | NA | NA | NA | NA | NA |
| Stakeholders Relationship Committee | | | | | | |
| NA | NA | NA | NA | NA | NA | NA |
| Risk Management Committee | | | | | | |
| 31-01-2025 | Yes | 3 | 3 | 2 | NA | NA |

Clarificatory Note: Prior to notification dated March 27, 2025, the Company was categorized as a High-Value Debt Listed (HVDL) Company, accordingly the Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations were applicable to the Company on a "comply or explain" basis, effective from September 7, 2021 until March 31, 2025. Post notification dated March 27, 2025, SEBI amended the definition of HVDL and introduced Chapter VA, prescribing Corporate Governance norms for HVDL entities (entities with an outstanding principal amount of ₹1,000 crore or more as on March 31, 2025), with effect from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore.

| V. Related Party Transactions | |
|--|-------------------------------|
| Subject | Compliance status (Yes/No/NA) |
| 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 |

| VI. Affirmations |
|--|
| <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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. <p>Clarificatory Note: Prior to notification dated March 27, 2025, the Company was categorized as a High-Value Debt Listed (HVDL) Company, accordingly the Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations were applicable to the Company on a "comply or explain" basis, effective from September 7, 2021 until March 31, 2025. Post notification dated March 27, 2025, SEBI amended the definition of HVDL and introduced Chapter VA, prescribing Corporate Governance norms for HVDL entities (entities with an outstanding principal amount of ₹1,000 crore or more as on March 31, 2025), with effect from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore.</p> |

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|---|----------------------------|
| VII. Details of Cyber Security Incidence: | |
| 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 | No |
| Other details of cyber security incidence or breaches or loss of data event | No |
| Number of cyber security incident or breaches or loss of data event occurred during the quarter | No |
| Date of the event | Brief details of the event |
| <p>Rashmi Jain Company Secretary and Compliance Officer (ICSI Membership No.: A18978) Date: April 17, 2025 Place: Mumbai</p> | |