



D A Kamat & Co
Company Secretaries
Website: csdakamat.com

To,
The Board of Directors
Tata Realty And Infrastructure Limited
E Block, Voltas Premises, T B Kadam Marg,
Chinchpokli, Mumbai - 400033

Subject: Annual Secretarial Compliance Report for Financial Year 2021-22.

Dear Sirs,

We have been engaged by **TATA REALTY AND INFRASTRUCTURE LIMITED** (hereinafter referred to as the 'Company') bearing **CIN: U70102MH2007PLC168300** whose Debt securities are listed on BSE Limited to conduct an audit in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.



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Offices:

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Partners in Compliance

Continuation Sheet

For the purpose of this Certificate, the submissions, records and documents maintained were checked electronically for the period up to 31st March, 2022, based on the submissions received from the management of the Company.

**For D. A. Kamat & Co
Company Secretaries
Peer Review No: 1714/2022**



**D.A. Kamat
Partner
FCS 3843
CP 4965**

**Date: 30.05.2022
Place: Mumbai**

UDIN: F003843D000393870



D.A. KAMAT & CO
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Continuation Sheet

**Secretarial compliance report of Tata Realty And Infrastructure Limited for the Financial
Year ended on 31st March, 2022**

To,
Tata Realty And Infrastructure Limited
E Block, Voltas Premises, T B Kadam Marg,
Chinchpokli, Mumbai 400033.

The provisions of regulation 16 to 27 of Chapter IV of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been made applicable to high value debt listed entities with effect from September 7, 2021 on a 'comply or explain' basis until 31st March, 2023 and on mandatory basis thereafter and accordingly,

We, M/s D. A. Kamat & Co, Company Secretaries, have examined:

- a) All the documents and records made available to us and explanation provided by **TATA REALTY AND INFRASTRUCTURE LIMITED** ("the listed entity")
- b) The filings/ submissions made by the listed entity to the stock exchanges.
- c) Website of the listed entity.
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:
 - i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include –

1. Securities and Exchange Board of India' (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018
3. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not Applicable to the Company during the year under review.**

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4. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not Applicable to the Company during the year under review.**
5. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable to the Company during the year under review.**
6. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
7. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable to the Company during the year under review.**
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
9. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable to the Company during the year under review.**
10. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
11. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

and based on the above examination, we hereby report that, during the Financial Year ending on 31st March 2022:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Deviations	Observations/ Remarks of Practicing Company Secretary
	NIL	NIL	NIL

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under



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the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken	Details of action taken (eg. Fines, Warning Letter, debarment. etc.)	Observations/ remarks of the Practicing Company Secretary, if any
	NIL	NIL	NIL

d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous Reports	Observations made in the secretarial compliance report for the year end	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA

For D. A. Kamat & Co
Company Secretaries
Peer Review No: 1714/2022



[Signature]

D.A. Kamat
Partner
FCS 3843
CP 4965

UDIN: F003843D000393870

Date: 30.05.2022
Place: Mumbai