



January 20, 2023

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

**Sub: Submission of Compliance Report on Corporate Governance for the quarter ended December 31, 2022**

**Ref.: Scrip Code - 959246/ 960213/ 960358 / 973249/ 973922/ 973974**

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/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, we are enclosing the Compliance Report on Corporate Governance, only Annexure I in the prescribed format for the quarter ended December 31, 2022.

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 Website: www.tatarealty.in

**Annexure I**

**Compliance Report on Corporate Governance for the quarter ended December 31, 2022**

1. Name of Listed Entity: **Tata Realty and Infrastructure Limited** [BSE Security Code: 959246/ 960213/ 960358 / 973249/ 973922/ 973974]

2. Quarter ending: **December 31, 2022**

<b>I. Composition of Board of Directors</b> [As per clarificatory note given below]													
Title (Mr./Ms.)	Name of the Director	PAN <sup>5</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re- appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Disqualification of Directors under section 164 of the Companies Act, 2013: i-Whether the director is disqualified? ii-Start Date of disqualification iii-End Date of disqualification iv-Details of disqualification
Mr.	BANMALI AGRAWALA	PAN: AANPA3617N DIN: 00120029	Non- Executive – Chairman	24-03- 2018	-	-	-	30-04- 1963	1	0	2	2	i) No (ii), (iii), (iv) – NA
Mr.	SANJAY DUTT	PAN: AAQPD9159F DIN: 05251670	Executive, MD & CEO	01-04- 2018	-	-	57 months	16-06- 1966	0	0	3	0	i) No (ii), (iii), (iv) – NA
Mr.	FAROKH NARIMAN SUBEDAR	PAN: AAGPS8433B DIN: 00028428	Non- Executive– Director	02-03- 2007	-	-	-	24-09- 1955	1	0	3	2	i) No (ii), (iii), (iv) – NA
Mr.	RAJIV SABHARWAL	PAN: AAKPS9088G DIN: 00057333	Non- Executive– Director	24-03- 2018	-	-	-	28-09- 1965	0	0	4	1	i) No (ii), (iii), (iv) – NA
Mrs.	SANDHYA SHAILESH KUDTARKAR	PAN: AAEPK7373E DIN: 00021947	Non- Executive– and Independent Director	22-03- 2022	15-06- 2022	-	9 months	09-04- 1958	0	0	6	6	i) No (ii), (iii), (iv) – NA

Mr.	PRABHAKAR PANDA	PAN: AIKPP2747B DIN: 02860918	Non-Executive and Independent Director	08-10-2021	15-06-2022	-	14 months	15-07-1957	0	0	2	0	i) No (ii), (iii), (iv) – 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) became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. The Board at its meeting held on March 22, 2022, appointed Mrs. Sandhya Shailesh Kudtarkar as an Additional and Independent Director of the Company w.e.f. March 22, 2022 and also constituted the requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations, effective from April 1, 2022. The members at its Extra-Ordinary General Meeting held on June 15, 2022, has regularized and approved the appointment of Mrs. Sandhya Shailesh Kudtarkar and Mr. Prabhakar Panda as Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors and 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.*

II. Composition of Committees*					
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. Farokh Nariman Subedar	Member (Non-Executive Director)	01-04-2022	-
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. Farokh Nariman Subedar	Member (Non-Executive Director)	01-04-2022	-
3. Risk Management Committee	Yes	Mr. Farokh Nariman Subedar	Chairman (Non-Executive Director)	01-04-2022	-
		Mr. Sanjay Dutt	Member (Executive Director)	01-04-2022	-
		Mrs. Sandhya Shailesh Kudtarkar	Member (Non-Executive and Independent Director)	01-04-2022	-

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	-
§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) became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. The Board at its meeting held on March 22, 2022, appointed Mrs. Sandhya Shailesh Kudtarkar as an Additional and Independent Director of the Company w.e.f. March 22, 2022 and also constituted the requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations, effective from April 1, 2022. The members at its Extra-Ordinary General Meeting held on June 15, 2022, has regularized and approved the appointment of Mrs. Sandhya Shailesh Kudtarkar and Mr. Prabhakar Panda as Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors and 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.*

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)
10-08-2022	09-11-2022	Yes	6	6	2	90
* 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*
09-11-2022	Yes	3	3	2	10-08-2022	90
Risk Management Committee						
-	Yes	3***	3***	1	09-08-2022	NA
<p>* This information has to mandatorily be given for Audit committee, for rest of the committees giving this information is optional  ** to be filled in only for the current quarter meetings  *** 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) became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. The Board at its meeting held on March 22, 2022, appointed Mrs. Sandhya Shailesh Kudtarkar as an Additional and Independent Director of the Company w.e.f. March 22, 2022 and also constituted the requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations, effective from April 1, 2022. The members at its Extra-Ordinary General Meeting held on June 15, 2022, has regularized and approved the appointment of Mrs. Sandhya Shailesh Kudtarkar and Mr. Prabhakar Panda as Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors and 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>V. Related Party Transactions#</b>	
Subject	Compliance status (Yes/No/NA) 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
<b>Note</b>	
<p>1. 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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b> [As per clarificatory note given below]	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk Management Committee (applicable to the top 100 listed entities)</li> </ol> <p>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.</p>	

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) became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. The Board at its meeting held on March 22, 2022, appointed Mrs. Sandhya Shailesh Kudtarkar as an Additional and Independent Director of the Company w.e.f. March 22, 2022 and also constituted the requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations, effective from April 1, 2022. The members at its Extra-Ordinary General Meeting held on June 15, 2022, has regularized and approved the appointment of Mrs. Sandhya Shailesh Kudtarkar and Mr. Prabhakar Panda as Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors and 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.*

**For Tata Realty and Infrastructure Limited**

**Rashmi Jain**

**Company Secretary**

(ICSI Membership No.: A18978)

Date: January 20, 2023

Place: Mumbai