



D.A.KAMAT & CO  
Partners in Compliance

**D A Kamat & Co**

Company Secretaries

Website: [csdakamat.com](http://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 2022-23.**

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 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 SEBI's Circular No.NSE/CML/ 2023/21 dated 16 March, 2023 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.



**Offices:**

A/308, Royal Sands, Shastri Nagar, Andheri (West),  
Mumbai 400 053

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B/208, Shreedham Classic, S.V. Road, Goregaon (West),  
Mumbai 400 104

Mob.: +91- 9029661169/ 7208023169

Sr. No. 22-23/252



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*Continuation Sheet*

For the purpose of this Certificate, the submissions, records and documents maintained were checked electronically for the period up to 31<sup>st</sup> March, 2023, based on the submissions received from the management of the Company.

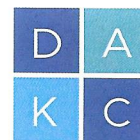


For D. A. Kamat & Co  
Company Secretaries  
Peer Review No: 1714/2022

*[Signature]*  
D.A. Kamat  
Partner  
FCS 3843  
CP 4965

Date: 29/05/2023  
Place: Mumbai

UDIN:F003843E000397654



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*Continuation Sheet*

**Secretarial compliance report of Tata Realty and Infrastructure Limited for the Financial Year ended on 31<sup>st</sup> March, 2023**

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 31<sup>st</sup> March, 2024 and on mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI PR No. 6/2023 dated March 29, 2023 and accordingly,

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

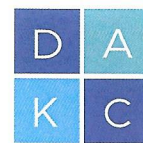
- a) All the documents and records made available to us and explanation provided by **Tata Realty and Infrastructure Limited** ("the listed entity")
- b) The filings/ submissions made by the listed entity to the stock exchanges.
- c) Website of the listed entity.
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31<sup>st</sup> March, 2023 ("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







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2. Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 **(Not applicable)**
3. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not applicable)**
4. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable)**
5. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable)**
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, **(Not applicable)**
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. **(Not applicable)**
9. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable)**
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.

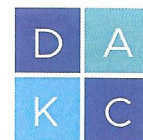
and based on the above examination, we hereby report that, during the Financial Year ending on 31<sup>st</sup> March 2023:

Listed Entity has complied

Additional affirmations in Annual Secretarial Compliance Report:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1	<b>Secretarial Standard</b> The compliances of listed entities are in accordance with the applicable secretarial standards Secretarial Standards (SS) issued by ICSI, as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-

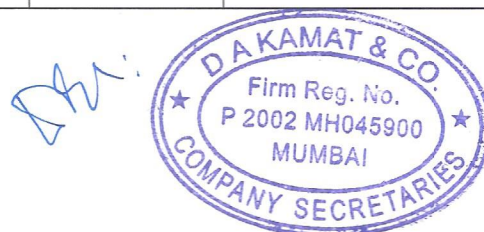




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2	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	-
3	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	YES	-
4	<b><u>Disqualification of Director:</u></b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	-
5	<b><u>To examine details related to Subsidiaries of listed entities:</u></b> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	-
6	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	-
7	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	YES	-
8	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.	YES	-





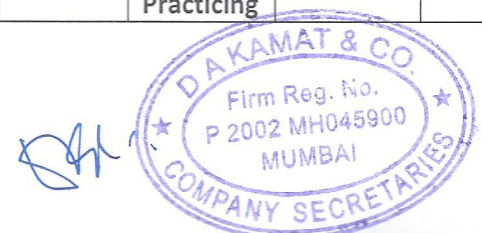
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	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee		
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	The entity is high value debt listed thus comply with the disclosures mentioned under Regulation 51 along with Schedule III Part B of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	-
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	-
12	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	-

- 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 along with the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars):

Sr. No.	Compliance Requirement (Regulations / circulars/)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisor y/ Clar	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing	Management Response	Remarks
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	guidelines including Specific clause)				ification /Fine /Show Cause Notice/ Warning , etc.)			Company Secretary		
1.	NIL									

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

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including Specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/Fine /Show Cause Notice /Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL									

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



D.A. Kamat  
Partner  
FCS 3843  
CP 4965

UDIN:F003843E000397654

Date: 29/05/2023  
Place: Mumbai