



January 19, 2022

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, 2021

Ref.: Scrip Code - 959070/ 959246/ 959269/ 960213/ 960358 / 973090/ 973249

Dear Sir / Madam,

In compliance with BSE Notice No. 20220107-16 dated January 07, 2022 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, 2021.

We request you to take the same on record.

Thanking you.

For **Tata Realty and Infrastructure Limited**

Sudhakar Shetty
Company Secretary
(ICSI Membership No.: A13200)

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, 2021

1. Name of Listed Entity: **Tata Realty and Infrastructure Limited** [BSE Security Code: 959070/ 959246/ 959269/ 960213/ 960358 / 973090/ 973249]

2. Quarter ending: **December 31, 2021**

| I. Composition of Board of Directors [As per clarificatory note given below] | | | | | | | | | | | | |
|-------------------------------------------------------------------------------------|----------------------------|----------------------------------|-----------------------------------------------------------------------------------------|-----------------------------|------------------------|-------------------|------------|---------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title (Mr./ Ms.) | Name of the Director | PAN ^S & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ^{&} | 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) |
| Mr. | BANMALI AGRAWALA | PAN: AANPA3617N DIN: 00120029 | Non-Executive – Chairman | 24-03-2018 | - | - | - | 30-04-1963 | 1 | 0 | 2 | 2 |
| Mr. | SANJAY DUTT | PAN: AAQPD9159F DIN: 05251670 | Executive, MD & CEO | 01-04-2018 | - | - | 45 months | 16-06-1966 | 0 | 0 | 0 | 0 |
| Mr. | FAROKH NARIMAN SUBEDAR | PAN: AAGPS8433B DIN: 00028428 | Non-Executive– Director | 02-03-2007 | - | - | - | 24-09-1955 | 1 | 0 | 3 | 2 |
| Mr. | RAJIV SABHARWAL | PAN: AAKPS9088G DIN: 00057333 | Non-Executive– Director | 24-03-2018 | - | - | - | 28-09-1965 | 0 | 0 | 4 | 1 |
| Mrs | SANDHYA SHAILESH KUDTARKAR | PAN: AAEPK7373E DIN: 00021947 | Non-Executive– Director | 24-06-2021 | - | - | - | 09-04-1958 | 0 | 0 | 4 | 2 |
| Mr. | PRABHAKAR PANDA | PAN:AIKPP2747B DIN: 02860918 | Non-Executive and Independent | 08-10-2021 | - | - | 2.5 Months | 15-07-1957 | 0 | 0 | 0 | 0 |

| | | | | | | | | | | | |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|--|--|--|--|--|--|--|--|
| | | | Director | | | | | | | | |
| | 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. & 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. * 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. During the last report, it was mentioned that the Company is in the process of identifying the Independent Directors and comply with the Composition of Board of Directors in due course. In furtherance to the same, the Company had on October 08, 2021, appointed Mr. Prabhakar Panda as Additional Director as also Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors. Further, while calculating the committee membership, the entity which are Public Limited Companies with 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) [§] | Date of Appointment | Date of Cessation |
| 1. Audit Committee | | | [As per clarificatory note given below] | | |
| 2. Nomination & Remuneration Committee | | | [As per clarificatory note given below] | | |
| 3. Risk Management Committee (if applicable) | | | [As per clarificatory note given below] | | |
| 4. Stakeholders Relationship Committee' | | | [As per clarificatory note given below] | | |
| [§] 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. During the last report, it was mentioned that the Company is in the process of identifying the Independent Directors and comply with the Composition of Board of Directors in due course. In furtherance to the same, the Company had on October 08, 2021, appointed Mr. Prabhakar Panda as Additional Director as also Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors. Further, while calculating the committee membership held by the respective Directors, the membership held in the entity which are Public Limited Companies with High Value Debt Listed, had been counted.

| 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* | Number of Directors present* | Number of Independent Directors present* | Maximum gap between any two consecutive (in number of days) |
| 30-09-2021 | 28-10-2021 | Yes | 6 | - | 27 |
| | 12-11-2021 | Yes | 6 | - | 14 |
| * 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)* | 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* | |
| As per clarificatory note given below. | | | | | | |
| * This information has to be 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 | | | | | | |

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. During the last report, it was mentioned that the Company is in the process of identifying the Independent Directors and comply with the Composition of Board of Directors in due course. In furtherance to the same, the Company had on October 08, 2021, appointed Mr. Prabhakar Panda as Additional Director as also Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors. Further, while calculating the committee membership held by the respective Directors, the membership held in the entity which are Public Limited Companies with High Value Debt Listed, had been counted.

| V. Related Party Transactions | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| Subject | Compliance status (Yes/No/NA) Refer note below |
| Whether prior approval of Audit Committee obtained | N.A. |
| 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 | N.A. |
| Note | |
| 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. | |

2. If status is “No” details of non-compliance may be given here.

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 (applicable to the top 100 listed entities)
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) 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. During the last report, it was mentioned that the Company is in the process of identifying the Independent Directors and comply with the Composition of Board of Directors in due course. In furtherance to the same, the Company had on October 08, 2021, appointed Mr. Prabhakar Panda as Additional Director as also Independent Director of the Company. The Company shall take further steps to comply with the requirements pertaining to Composition of Board of Directors. Further, while calculating the committee membership held by the respective Directors, the membership held in the entity which are Public Limited Companies with High Value Debt Listed, had been counted.

For Tata Realty and Infrastructure Limited

Sudhakar Shetty
Company Secretary
(ICSI Membership No.: A13200)

Date: January 19, 2022
Place: Mumbai