



October 18, 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 September 30, 2023

Ref.: Scrip Code - 960213/ 960358 / 973249/975013/975011

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/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dated July 29, 2022, we are enclosing the Compliance Report on Corporate Governance as Annexure I in the prescribed format for the quarter ended September 30, 2023.

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 email id – trilsec@tatarealty.in

Website: www.tatarealty.in

Annexure I

Compliance Report on Corporate Governance for the quarter ended September 30, 2023

1. Name of Listed Entity: **Tata Realty and Infrastructure Limited** [BSE Security Code: 960213/ 960358 / 973249/975013/975011]

2. Quarter ending: **September 30, 2023**

I. Composition of Board of Directors [As per clarificatory note given below]													
Title (Mr./Ms)	Name of the Director	PAN ⁵ & 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)	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	0	0	1	1	i) No (ii), (iii), (iv) - NA
Mr.	SANJAY DUTT	PAN: AAQPD9159F DIN: 05251670	Executive, MD & CEO	01-04- 2018	01-04- 2023	-	-	16-06-1966	0	0	5	0	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	-	18 months	09-04-1958	0	0	8	5	i) No (ii), (iii), (iv) - NA
Mr.	PRABHAKAR PANDA	PAN: AIKPP2747B DIN: 02860918	Non- Executive and Independent Director	08-10- 2021	15-06- 2022	-	23 months	15-07-1957	0	0	2	0	i) No (ii), (iii), (iv) - NA

Mr.	Sudip Mullick	PAN: ADOPM0560E DIN: 06942241	Non- Executive - Independent Director	29-03- 2023	-	-	6 months	08/10/1966	0	0	2	0	i) No (ii), (iii), (iv) – NA
Mr.	Ankur Dalwani	PAN: AFNPD1830P DIN: 10091697	Non- Executive Director	29-03- 2023	-	-	-	09/11/1973	0	0	0	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>& 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) ("Listing Regulations") became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2024 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining 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) [§]	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. Sudip Mullick	Member (Non-Executive and Independent Director)	31-03-2023	-
		Mr. Sanjay Dutt	Member (Executive Director)	31-03-2023	-
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. Sudip Mullick	Member (Non-Executive and Independent Director)	31-03-2023	-
3. Risk Management Committee	Yes	Mr. Sanjay Dutt	Chairman (Executive Director)	01-04-2023	-
		Mrs. Sandhya Shailesh Kudtarkar	Member (Non-Executive and Independent Director)	01-04-2022	-
		Mr. Sudip Mullick	Member (Non-Executive and Independent Director)	31-03-2023	-
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	-
⁵ 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.					

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)
06.04.2023	21-07-2023	Yes	6	5	3	57
25.05.2023	02-08-2023	Yes	6	6	3	
	12.09.2023	Yes	6	6	3	
*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*
02.08.2023	Yes	4	4	3	06.04.2023	
	Yes	4	4	3	25.05.2023	69
Nomination and Remuneration Committee						

Nomination and Remuneration Committee

NA	NA	NA	NA	NA	25.05.2023	-
Stakeholders Relationship Committee						
NA	NA	NA	NA	NA	24-05-2023	-
Risk Management Committee						
18.07.2023	Yes	3	3	2	20.01.2023	179
	<p>* This information has to mandatorily be given for Audit committee, for rest of the committees giving this information is optional</p> <p>** to be filled in only for the current quarter meetings</p> <p>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) ("Listing Regulations") became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2024 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining other regulations of the Listing Regulations.

V. Related Party Transactions#	
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
<p>Note</p> <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> <p><i>Note: In terms of Regulation 23(4) of the SEBI Listing Regulations, all material RPTs shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. In this connection, it is submitted that the Company is a wholly owned subsidiary of Tata Sons Private Limited. Accordingly, Tata Sons Private Limited is a related party of the Company and hence the requirement of only unrelated shareholders voting to approve material RPTs cannot be met. Hence, owing to the impossibility of complying with this voting requirement, the shareholders' approval cannot be sought for the material RPTs. As required under Regulation 27(2)(b), the details of material related party transactions entered into by the Company for the quarter ended September 30, 2023 are provided as Annexure A.</i></p>	

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
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) ("Listing Regulations") became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2024 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining other regulations of the Listing Regulations.

Details of Cyber Security Incidences

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	Yes/No
Date of the event	Brief details of the event
NA	NA

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

Date: October 18, 2023
Place: Mumbai

										Additional disclosure of related party transactions - applicable only in case the related party transaction relates to loans, inter-corporate deposits, advances or investments made or given by the listed entity/subsidiary. These details need to be disclosed only once, during the reporting period when such transaction was undertaken.												
Details of the party (listed entity /subsidiary) entering into the			Details of the counterparty							In case monies are due to either party as a result of the transaction		In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments					Details of the loans, inter-corporate deposits, advances or investments					Notes
Sr No.	Name	PAN	Name	PAN	Relationship of the counterparty with the listed entity or its subsidiary	Type of related party transaction	Details of other related party transaction	Value of the related party transaction as approved by the audit committee	Remarks on approval by audit committee	Value of transaction during the reporting period	Opening balance	Closing balance	Nature of indebtedness (loan/ issuance of debt/ any other etc.)	Details of other indebtedness	Cost	Tenure	Nature (loan/ advance/ intercorporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (endusage)	
1	Tata Realty and Infrastructure Limited	AACCT6242L	Dharamshala Ropeway Limited (DRL)	AAFCID3476K	DRL is a joint venture of the company. The company holds 74% of paid up capital of the DRL	The Company had provided undertaking/ guarantees to /on behalf of DRL to avail external financing from Bank / financial institutions.	NA	The Company estimates that monetary value for transfer of resources by way of Undertaking / guarantees to be provided by the Company to / on behalf of DRL and outstanding at any point in time from FY2023-24 to FY 2027-28 upto Rs. 110 Crore	None	The Company has issued Undertaking /Guarantee amounting Rs. 110 Crores to /on behalf of DRL.	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA	
2	Tata Realty and Infrastructure Limited	AACCT6242L	Industrial Minerals and Chemicals Company Private Limited	AAAC0958C	IMCC is a joint venture of the company. The company holds 74% of paid up capital of the IMCC	The Company had provided undertaking/ guarantees to / on behalf of IMCC to avail external financing from Bank / financial institutions to the extent of shortfall in debt servicing	NA	The Company estimates that monetary value for transfer of resources by way of Undertaking / guarantees to be provided by the Company to / on behalf of IMCC and outstanding at any point in time from FY2023-24 to FY 2027-28 to be Rs. 419.64 Crore	None	The Company has issued Undertaking /Guarantee against the loan amounting Rs. 419.64 Crores to /on behalf of IMCC.	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA	
3	Tata Realty and Infrastructure Limited	AACCT6242L	Mikado Realtors Private Limited	AAECM7429E	MRPL is a joint venture of the company. The company holds 74% of paid up capital of the MRPL	The Company had make investments by providing undertaking / guarantees to / on behalf of MRPL to avail external financing from Bank / financial institutions to the extent of shortfall in debt servicing	NA	The Company estimates that monetary value for transfer of resources by way of Undertaking / guarantees to be provided by the Company to / on behalf of MRPL and outstanding at any point in time from FY2023-24 to FY 2027-28 to be Rs. 730 Crore (Rs. 720 crore Rupee loan + Rs. 10 crore Bank Guarantee)	None	The Company has issued Undertaking /Guarantee against the loan amounting Rs. 730 Crores to /on behalf of Mikado.	Nil	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA	
4	Tata Realty and Infrastructure Limited	AACCT6242L	Mikado Realtors Private Limited	AAECM7429E	MRPL is a joint venture of the company. The company holds 74% of paid up capital of the MRPL	The Company had provided unsecured funds to in the form of CD MRPL for operation purposes viathrough Inter Corporate Deposit and Non-Convertible Debentures.	NA	The Company estimates that monetary value for transfer of resources by way of investments in securities / debt instruments/loans/advances to be provided by the Company to MRPL and outstanding at any point in time from FY 2023-24 to be upto Rs 720 Crore.	None	Company had made investment in securities / debt instruments/loans/advances to MRPL amounting Rs 720 Crores.	Nil	360 crore	Issuance of Commercial Paper	Nil	7.40%	41 days	Inter-Corporate Deposit	10%	Maximum 2 months	Unsecured	Repayment of external debt	