



July 3, 2024

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Sub: Compliance Report on Corporate Governance for the quarter ended June 30, 2024

Ref.: Scrip Code - 973249/ 975013/ 975011/975636/975734

Dear Sir / Madam,

Pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the quarterly Compliance Report on Corporate Governance for the quarter ended June 30, 2024.

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

Compliance Report on Corporate Governance for the quarter ended June 30, 2024

1. Name of Listed Entity: Tata Realty and Infrastructure Limited

2. Quarter ending: June 30, 2024

| Title (Mr./Ms) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) | Initial Date of Appointment | Date of Reappointment | 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 | DIN: 00120029 | Non-Executive – Chairman | 24-03-2018 | - | - | - | 30-04-1963 | 0 | 0 | 2 | 2 |
| Mr. | SANJAY DUTT | DIN: 05251670 | Executive, MD & CEO | 01-04-2018 | 01-04-2023 | - | - | 16-06-1966 | 0 | 0 | 5 | 0 |
| Mrs. | SANDHYA SHAILESH KUDTARKAR | DIN: 00021947 | Non-Executive– and Independent Director | 22-03-2022 | 15-06-2022 | - | 27 months | 09-04-1958 | 0 | 0 | 7 | 5 |
| Mr. | PRABHAKAR PANDA | DIN: 02860918 | Non-Executive and Independent Director | 08-10-2021 | 15-06-2022 | - | 32 months | 15-07-1957 | 0 | 0 | 2 | 0 |
| Mr. | SUDIP MULLICK | DIN: 06942241 | Non-Executive - Independent Director | 29-03-2023 | 16-06-2023 | - | 15 months | 08-10-1966 | 0 | 0 | 2 | 0 |
| Mr. | ANKUR DALWANI | DIN: 10091697 | Non-Executive Director | 29-03-2023 | 16-06-2023 | 14-052024 | - | 09-11-1973 | 0 | 0 | 0 | 0 |

* Only Directorship in equity listed company is included.

While calculating committee, public companies identified as high-value debt listed entities have been considered.

| | |
|--|-----|
| Whether regular chairperson appointed | Yes |
| Whether Chairperson is related to managing director or CEO | No |

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, 2025 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) (Amendment) Regulations, 2024 dated May 17, 2024. Pursuant to resignation of Mr. Ankur Dalwani- Non Executive Director, the Company is under the process to identify the candidate and shall ensure compliance as per the provisions of Listing Regulations. The Company is fully compliant with respect to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.

| II. Composition of Committees | | | | | |
|--|---|---------------------------------|---|---------------------|-------------------|
| Names of Committee | Whether regular chairperson appointment | Name of Committee members | Category(Chairperson/Executive/NonExecutive/independent/ Nominee) | Date of Appointment | Date of Cessation |
| 1. Audit Committee | Yes | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive Independent Director) | 01-04-2022 | - |
| | | Mr. Prabhakar Panda | Member (Non-Executive Independent Director) | 01-04-2022 | - |
| | | Mr. Sudip Mullick | Member (Non-Executive 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 Independent Director) | 01-04-2022 | - |
| | | Mr. Banmali Agrawala | Member (Non-Executive Director) | 01-04-2022 | - |
| | | Mr. Sudip Mullick | Member (Non-Executive 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 Independent Director) | 01-04-2022 | - |
| | | Mr. Sudip Mullick | Member (Non-Executive Independent Director) | 31-03-2023 | - |
| 4. Stakeholders Relationship Committee | Yes | Mrs. Sandhya Shailesh Kudtarkar | Chairperson (Non-Executive Independent Director) | 01-04-2022 | - |
| | | Mr. Prabhakar Panda | Member (Non-Executive Independent Director) | 01-04-2022 | - |
| | | Mr. Sanjay Dutt | Member (Executive Director) | 01-04-2022 | - |

| 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) |
| 12-02-2024 | 02-05-2024 | Yes | 6 | 6 | 3 | 80 |

| 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 |
| 02-05-2024 | Yes | 4 | 4 | 3 | 12-02-2024 | 80 |

| | | | | | | |
|---------------------------------------|-----|----|----|----|----|----|
| | | | | | | |
| Nomination and Remuneration Committee | | | | | | |
| 06-05-2024 | Yes | 3 | 3 | 2 | NA | NA |
| Stakeholders Relationship Committee | | | | | | |
| NA | NA | NA | NA | NA | NA | NA |
| Risk Management Committee | | | | | | |
| NA | NA | NA | NA | NA | NA | NA |

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, 2025 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) (Amendment) Regulations, 2024 dated May 17, 2024. Pursuant to resignation of Mr. Ankur Dalwani- Non Executive Director, the Company is under the process to identify the candidate and shall ensure compliance as per the provisions of Listing Regulations. The Company is fully compliant with respect to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.

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| V. Related Party Transactions | |
| Subject | Compliance status (Yes/No/NA) |
| 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 |

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| VI. Affirmations |
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1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - Pursuant to resignation of Mr. Ankur Dalwani, Non-Executive Director the Company is under the process to identify the candidate and shall ensure compliance as per the provisions of Listing Regulations.
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, 2025 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) (Amendment) Regulations, 2024 dated May 17, 2024. Pursuant to resignation of Mr. Ankur Dalwani- Non Executive Director, the Company is under the process to identify the candidate and shall ensure compliance as per the provisions of Listing Regulations. The Company is fully compliant with respect to Regulation 18, 19, 20 and 21 of the Listing Regulations. The Company shall take further steps to comply with the requirements pertaining to the other regulations of the Listing Regulations.

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| VII. Details of Cyber Security Incidence: | |
| 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 | No |
| Date of the event | Brief details of the event |
| NOT APPLICABLE | NOT APPLICABLE |
| <p>Rashmi Jain Company Secretary and Compliance Officer (ICSI Membership No.: A18978) Date: July 3, 2024 Place: Mumbai</p> | |