



May 05, 2025

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

Ref.: Scrip Code: 975011/975636/975734

Sub:- Submission of Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A and 62M of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025, issued by M/s. D A Kamat & Co, Company Secretaries.

We request you to please take the above on record.

For **Tata Realty and Infrastructure Limited**

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

Encl: As above

TATA REALTY AND INFRASTRUCTURE LIMITED

E Block Valtas Premises T B Kadam Marg Chinchpokli Mumbai 400 033 India Tel 91226661 4444

Fax 91 22 6661 4452 email id trilsec@tatarealty.in Website www.tatarealty.in

CIN U70102MH2007PLC168300



D.A. KAMAT & CO
Partners in Compliance

D A Kamat & Co
Company Secretaries
Website: 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 of Tata Realty and Infrastructure Limited for the Financial Year ended 2024-25.

Dear Sirs/Madam,

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 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.



Offices:

A/308, Royal Sands, Shastri Nagar, Andheri (West),
Mumbai 400 053
Email: office@csdakamat.com

B/208, Shreedham Classic, S.V. Road, Goregaon (West),
Mumbai 400 104
Mob.: +91- 9029661169/ 7208023169



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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.

For the purpose of this Certificate, the submissions, records and documents maintained were checked both physically and electronically for the period up to 31st March 2025, based on the submissions received from the Management of the Company.

**For D. A. Kamat & Co
Company Secretaries**



**D.A. Kamat
Partner
FCS 3843
CP 4965**

Peer Review No: 1714/2022

UDIN: F0038436000272771

Date: 05.05.2025

Place: Mumbai



D A Kamat & Co

Company Secretaries

Website: csdakamat.com

**Secretarial Compliance Report of Tata Realty and Infrastructure Limited for the
Financial Year ended on 31st March, 2025**

To,

Tata Realty and Infrastructure Limited

E Block, Voltas Premises, T B Kadam Marg,

Chinchpokli, Mumbai- 400033.

The provisions relating to Regulations 15-27 of the 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 the notification of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2024 w.e.f. 17.05.2024 read with the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and pursuant to SEBI Press Release No. 05/2024 dated March 15, 2024, the timelines for mandatory applicability of Regulations 16 to 27 of Listing Regulations had been further extended till March 31, 2025.

Further, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 dated 27th March, 2025, the compliance of the Regulations 15 to 27 of the Listing Regulations are applicable to those high value debt listed entities which has its outstanding value of principal outstanding of listed debt securities is above Rupees 1,000 Crore (Rupees One Thousand Crore only) as on 31st March, 2025. Since the Company has no other securities listed on any stock exchange apart from its debt securities and the outstanding value of principal outstanding of listed debt securities is less than the threshold limit of Rs. 1,000 Crore only, the Regulations 16 to 27 of Listing Regulations are not applicable to the Company as at 31st March, 2025.

Offices:

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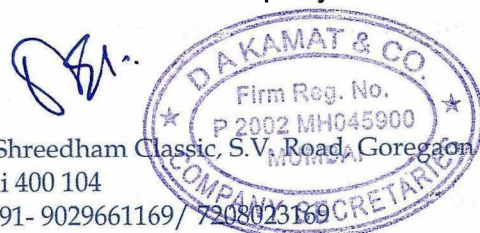
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We, M/s. D. A. Kamat & Co, Company Secretaries, have examined:

- 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 report for the year ended 31st March 2025 ("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 –

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**As applicable to Debt Listed Entity**)
- b. The provisions relating to Regulations 15-27 of the 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 the notification of the SEBI (Listing Obligations and Disclosure





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Requirements) Amendment Regulations, 2024 w.e.f. 17.05.2024 read with the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and pursuant to SEBI Press Release No. 05/2024 dated March 15, 2024, the timelines for mandatory applicability of Regulations 16 to 27 of Listing Regulations had been further extended till March 31, 2025.

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- c. Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021.
- d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(As applicable to a Debt Listed Entity)**
- e. Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 **(Not applicable for the Review Period)**





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- f. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not applicable)**
- g. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable)**
- h. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 **(Not applicable)**
- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. **(Not applicable)**
- j. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable)**; and circulars/ guidelines issued thereunder.
- k. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable)**
- l. The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. - **(Not applicable)**

Based on the above examination, we hereby report that, during the Financial Year ending on 31st March, 2025 ('Review Period'):

- (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:





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

(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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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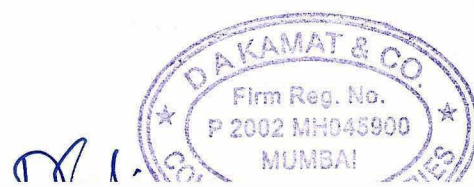




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	including Specific clause)							ry (PCS)		
1	Intimation of record date, pursuant to sub-regulation 2 of Regulation 60 of Listing Regulation w.r.t Non-Convertible Debentures of the listed entity	Regulation 60 of the SEBI (LODR) Regulations, 2015	Intimation was filed on 27.03.2023 for record date fixed as 10.04.2023	BSE Limited	Fine levied by BSE	Delay of 2 days in filing of the intimation of record date for payment of interest/redemption.	Rs. 11,800/-	There was a calculation error in determining the filing of intimation for record date not taking trading holiday into consideration.	The delay in reporting was mainly due to miscalculation of trading holidays for debt listed entities.	The Company paid the fine to BSE.





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(a) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable secretarial standards Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	-
2	<u>Adoption and timely Updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the	YES	-





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	regulations/ circulars/ guidelines issued by SEBI.		
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • 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. 	YES	-
4	<u>Disqualification of Director(s):</u> 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	<u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u> (a) Identification of material subsidiary companies.	NA	-



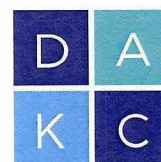


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	(b) Disclosure requirement of material as well as other subsidiaries.		
6	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7	<u>Performance Evaluation:</u> 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	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation	YES	-





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	whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.		
9	<u>Disclosure of events or information:</u> 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 a high value debt listed company; thus it is required to 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	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/	NA	-





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	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.		
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	-
13	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above.</p>	NA	-





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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For D. A. Kamat & Co
Company Secretaries**



**D. A. Kamat
Partner
FCS 3843
CP 4965**

Peer Review No: 1714/2022

UDIN: F0038436000272771

Date: 05.05.2025

Place: Mumbai