



October 15, 2024

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

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

Ref.: Scrip Code - 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 and half-year ended September 30, 2024.

We request you to take the same on record.

Thank you.

For **Tata Realty and Infrastructure Limited**

Rashmi Jain
Company Secretary and Compliance Officer
(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 September 30, 2024

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

2. Quarter ending: September 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	-	30 months	09-04-1958	0	0	8	5
Mr.	PRABHAKAR PANDA	DIN: 02860918	Non-Executive and Independent Director	08-10-2021	15-06-2022	-	35 months	15-07-1957	0	0	2	0
Mr.	SUDIP MULLICK	DIN: 06942241	Non-Executive - Independent Director	29-03-2023	16-06-2023	-	18 months	08-10-1966	0	0	2	0
Mr.	RITESH KANTILAL MANDOT	DIN: 02090270	Non-Executive Director	13-08-2024	-	-	-	14-02-1982	0	0	0	0

* Only Directorship in equity listed company is included.

While calculating committee membership, public companies including 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. 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.

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)	01-04-2022	-
		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)
02-05-2024	01-08-2024	Yes	5	5	3	90

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
01-08-2024	Yes	4	4	3	02-05-2024	90

Nomination and Remuneration Committee						
NA	NA	NA	NA	NA	06-05-2024	NA
Stakeholders Relationship Committee						
01-08-2024	Yes	3	3	2	NA	NA
Risk Management Committee						
22-Jul-2024	Yes	3	3	2	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. 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)
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

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.

VI. Affirmations
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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. <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, 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. The Company is fully compliant with respect to the composition of Board of Directors and requisite committees pursuant to Regulation 17, 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.</p>

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: October 15, 2024 Place: Mumbai</p>	

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.										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/ inter-corporate deposit/ investment)	Interest Rate (%)	Tenure	Secured/ unsecured	Purpose for which the funds will be utilised by the ultimate recipient of funds (if any)
1	Durg Shivash Earthmover Private Limited	AA0C521582	PUNE IT CITY METRO RAIL LIMIT	AA0CF269R	Pune IT City Metro is Joint Venture of listed entities Subsidiary	The Company had provided unsecured funds to in the form of ICD to Pune IT City Metro for operation purposes	NA	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TRIL Urban at any point in time during FY2025 would be upto Rs. 200 Crores	None	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TRIL Urban at any point in time during FY2025 would be upto Rs. 200 Crores	Nil	Nil	NA	NA	NA	NA	Inter-Corporate Deposit	10%	Repayable on demand	NA	Business purpose
2	Durg Shivash Earthmover Private Limited	AA0C521582	TATA PROJECT LIMITED	AAACT411R	TATA Projects in subsidiary of ultimate holding company of listed entity	The Company had provided unsecured funds to in the form of ICD to TATA Projects for operation purposes	NA	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TATA Projects at any point in time during FY2025 would be upto Rs. 25 Crores	None	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TATA Projects at any point in time during FY2025 would be upto Rs. 25 Crores	Nil	Nil	NA	Nil	NA	NA	Inter-Corporate Deposit	9%	Repayable on demand	NA	Business purpose
3	Pune IT City Metro Rail Limited	AA0CF269R	PUNE IT CITY METRO RAIL LIMITED	AA0CF269R	Pune IT City Metro is Joint Venture of listed entities Subsidiary	The Company had provided unsecured funds to in the form of ICD to Pune IT City Metro for operation purposes	NA	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TRIL Urban at any point in time during FY2025 would be upto Rs. 200 Crores	None	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TRIL Urban at any point in time during FY2025 would be upto Rs. 200 Crores	Nil	Nil	NA	NA	NA	NA	Inter-Corporate Deposit	10	Repayable on demand	NA	Business purpose
4	Pune IT City Metro Rail Limited	AA0CF269R	TATA PROJECT LIMITED	AAACT411R	TATA Projects in subsidiary of ultimate holding company of listed entity	The Company had provided unsecured funds to in the form of ICD to TATA Projects for operation purposes	NA	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TATA Projects at any point in time during FY2025 would be upto Rs. 25 Crores	None	The Company estimates that monetary value for transfer of resources by way of ICD to be provided by the Company to TATA Projects at any point in time during FY2025 would be upto Rs. 25 Crores	Nil	Nil	NA	Nil	NA	NA	Inter-Corporate Deposit	9	Repayable on demand	NA	Business purpose