



July 03, 2023

To  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051

Dear Sir/Madam,

**Sub: Compliance Report on Corporate Governance for the Quarter ended June 30, 2023**

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby submit the Compliance Report on Corporate Governance, in the format prescribed by the SEBI for Quarter ended June 30, 2023.

You are requested to take the above on record.

Thanking you.

Yours faithfully,

For, **Tata Projects Limited**

BANDARU  
SUBRAMANYA  
A BHASKAR

Digitally signed by  
BANDARU  
SUBRAMANYA  
BHASKAR  
Date: 2023.07.03  
10:05:33 +05'30'

**Bhaskar BS**  
**Company Secretary**

**TATA PROJECTS LIMITED**

Registered Office: "Mithona Towers-1" 1-7-80 to 87 Prenderghast Road Secunderabad - 500 003 Telangana India  
Phone +91-40-6623 8801 Fax 6617 2535

CIN U45203TG1979PLC057431 e-mail [tpl@tataprojects.com](mailto:tpl@tataprojects.com) [www.tataprojects.com](http://www.tataprojects.com)



**Report on Corporate Governance**

1. Name of Listed Entity :- **Tata Projects Limited**
2. Quarter ending : - **June 30, 2023**

| <b>I. Composition of Board of Directors</b> |                         |          |   |                             |                        |                   |         |               |  |  |  |   |
|---|-------------------------|----------|---|-----------------------------|------------------------|-------------------|---------|---------------|--|--|--|---|
| Title<br>(Mr./Ms)                           | Name of the Director    | DIN      | Category<br>(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) |
| Dr.   | Praveer Sinha           | 01785164 | Chairman  | 29/03/2023                  | --                     | --                | --      | 08/04/1962    | 4  | --   | 1  | --  |
| Mr.   | Sanjay Vijay Bhandarkar | 01260274 | Independent   | 09/03/2021                  | --                     | --                | 2 Y 3 M | 26/03/1968    | 4  | 4  | 5  | 1   |
| Ms.   | Nishi Vasudeva          | 03016991 | Independent   | 01/12/2022                  | --                     | --                | 7 M     | 30/03/1956    | 3  | 3  | 6  | 1   |

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|     |                        |          |                                 |            |    |    |     |            |   |    |    |    |
|-----|------------------------|----------|---------------------------------|------------|----|----|-----|------------|---|----|----|----|
| Mr. | T.R Rangarajan         | 10089416 | Independent                     | 29/03/2023 | -- | -- | 3 M | 01/11/1960 | 1 | 1  | 2  | -- |
| Mr. | Mandot Ritesh Kantilal | 02090270 | Non-Executive & Non-Independent | 22/10/2021 | -- | -- | --  | 14/02/1982 | 1 | -- | 1  | -- |
| Mr. | Vinayak Pai            | 03637894 | Managing Director               | 12/05/2022 | -- | -- | --  | 19/09/1966 | 2 | -- | -- | -- |

Whether Regular chairperson appointed :- Yes

Whether Chairperson is related to managing director or CEO :- No

*§ PAN 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.*

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| <b>II. Composition of Committees</b>   |                                       |                           |   |                     |                   |
|--|---------------------------------------|---------------------------|---|---------------------|-------------------|
| <i>Name of Committee</i>   | Whether Regular chairperson Appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/ independent/Nominee) | Date of Appointment | Date of Cessation |
| 1. Audit Committee   | Yes                                   | Mr. Sanjay Bhandarkar     | <b>Chairman</b> (Independent)                                       | 12-03-2021          | ---               |
|  |                                       | Mrs. Nishi Vasudeva       | Independent   | 01-12-2022          | ---               |
|  |                                       | Mr. T R Rangarajan        | Independent   | 29-03-2023          | ---               |
| 2. Nomination & Remuneration Committee   | Yes                                   | Mrs. Nishi Vasudeva       | <b>Chairperson</b> (Independent)                                    | 01-12-2022          | ---               |
|  |                                       | Mr. Sanjay Bhandarkar     | Independent   | 12-03-2021          | ---               |
|  |                                       | Dr. Praveer Sinha         | Non-Executive & Non-Independent                                     | 29-03-2023          | ---               |
| 3. Risk Management Committee   | Yes                                   | Mr. Sanjay Bhandarkar     | <b>Chairman</b> (Independent)                                       | 22-10-2021          | ---               |
|  |                                       | Ms. Nishi Vasudeva        | Independent   | 23-01-2023          | ---               |
|  |                                       | Mr. Ritesh Mandot         | Non-Executive & Non-Independent                                     | 22-10-2021          | ---               |
|  |                                       | Mr. Sanjay Sharma         | Chief Financial Officer   | 22-10-2021          | ---               |
| 4. Stakeholders Relationship Committee   | Yes                                   | Mrs. Nishi Vasudeva       | <b>Chairperson</b> (Independent)                                    | 23-01-2023          | ---               |
|  |                                       | Mr. T R Rangarajan        | Independent   | 29-03-2023          | ---               |
|  |                                       | Mr. Ritesh Mandot         | Non-executive & Non-Independent                                     | 22-10-2021          | ---               |
| <i>Category of directors means executive/non-executive/independent/Nominee.</i>                        |                                       |                           |   |                     |                   |
| <i>if a director fits into more than one category write all categories separating them with hyphen</i> |                                       |                           |   |                     |                   |

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| <b>III. Meeting of Board of Directors</b>                          |  |   |   |  |  |
|--|--|---|---|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i>         | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Whether requirement of Quorum met*</i> | <i>Number of Directors present*</i>             | <i>Number of independent directors present*</i>                    | <i>Maximum gap between any two consecutive (in number of days)</i>         |
| 23/01/2023   | 26/04/2023   | Yes                                       | 6   | 3  | 60   |
| 24/03/2023   |  |   |   |  |  |
| 29/03/2023   |  |   |   |  |  |
| <i>* to be filled in only for the current quarter meetings</i>     |  |   |   |  |  |
| <b>IV. Meetings of Committees</b>                                  |  |   |   |  |  |
| <b>A. Audit Committee</b>  |  |   |   |  |  |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met(details)*</i>         | <i>Number of Directors present*</i>       | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| 25/04/2023   | Yes  | 3   | 3   | 21/01/2023   | 86   |
| 10/05/2023   | Yes  | 3   | 3   | 30/01/2023   |  |
| <b>2. NRC Committee</b>  |  |   |   |  |  |
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met(details)*</i>         | <i>Number of Directors present*</i>       | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| 18/04/2023   | --   | --  | --  | --   | N.A.   |

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| <b>3. CSR Committee</b>   |  |                                     |   |  |  |
|---|--|-------------------------------------|---|--|--|
| <i>Date(s) of meeting of the committee in therelevant quarter</i> | <i>Whether requirement of Quorum met(details)*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| 13/06/2023  | --   | --                                  | --  | --   | N.A.   |

| <b>4. Risk Management Committee</b>                               |  |                                     |   |  |  |
|---|--|-------------------------------------|---|--|--|
| <i>Date(s) of meeting of the committee in therelevant quarter</i> | <i>Whether requirement of Quorum met(details)*</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| --  | --   | --                                  | --  | 15/03/2023   | N.A.   |
| --  | --   | --                                  | --  | 24/03/2023   | N.A.   |

\* 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

| <b>V. Related Party Transactions</b>   |   |
|--|---|
| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b><br><i>refer note below</i> |
| Whether prior approval of audit committee obtained   | Yes   |
| Whether shareholder approval obtained for material RPT   | Not Applicable  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | Not Applicable  |

**Note:**  
 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.  
 1 If status is "No" details of non-compliance may be given here.

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## VI. Affirmations

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. the Corporate Governance report submitted in the previous quarter has been placed before Board of Directors at their meeting held on April 26, 2023. The Board took note of the same without any comments/observations.

**BANDARU  
SUBRAMANYA  
A BHASKAR**

Digitally signed by  
BANDARU SUBRAMANYA  
BHASKAR  
Date: 2023.07.03  
11:47:27 +05'30'

**Bhaskar BS**

**Company Secretary**

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