



### Report on Corporate Governance

1. Name of Listed Entity: **Tata Projects Limited**
2. Quarter ending: **June 30, 2024**

| <b>I. Composition of Board of Directors</b> |                            |          |   |                                |                            |                      |         |               |   |  |  |   |
|---|----------------------------|----------|---|--------------------------------|----------------------------|----------------------|---------|---------------|---|--|--|---|
| Title<br>(Mr./Ms)                           | Name of the<br>Director    | DIN      | Category<br>(Chairperson/Executive/<br>Non-Executive/independent/<br>Nominee) | Initial Date of<br>Appointment | Date of Re-<br>appointment | Date of<br>Cessation | Tenure* | Date of Birth | No. of<br>directorship<br>in Listed<br>entities<br>including<br>this listed<br>entity@<br><br>[in<br>reference<br>to<br>Regulation<br>17A(1)] | No. of<br>Independent<br>Directors<br>hip in<br>listed<br>entities<br>including<br>this listed<br>entity@<br><br>[in<br>reference<br>to<br>Regulation<br>17A(1)] | Number of<br>memberships in<br>Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity@<br><br>(Refer<br>Regulation26(1)<br>of<br>Listing<br>Regulations) | No of post of<br>Chairperson<br>in Audit/<br>Stakeholder<br>Committee held<br>in listed entities<br>including this<br>listed entity@<br><br>(Refer Regulation<br>26(1) of Listing<br>Regulations) |
| Mr.   | Praveer Sinha              | 01785164 | Non-Executive<br>Chairman   | 29/03/2023                     | --                         | --                   | --      | 08/04/1962    | 1   | --   | --   | --  |
| Mr.   | Sanjay Vijay<br>Bhandarkar | 01260274 | Independent   | 09/03/2021                     | 09/03/2024                 | --                   | 3 Y 3 M | 26/03/1968    | 3   | 3  | 6  | 2   |
| Ms.   | Nishi Vasudeva             | 03016991 | Independent   | 01/12/2022                     | --                         | --                   | 1 Y 7 M | 30/03/1956    | 3   | 3  | 5  | --  |

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|     |                |          |                               |            |    |    |         |            |    |    |    |    |
|-----|----------------|----------|-------------------------------|------------|----|----|---------|------------|----|----|----|----|
| Mr. | T.R Rangarajan | 10089416 | Independent                   | 29/03/2023 | -- | -- | 1 Y 3 M | 01/11/1960 | -- | -- | -- | -- |
| Mr. | Vinayak Pai    | 03637894 | Executive (Managing Director) | 12/05/2022 | -- | -- | --      | 19/09/1966 | 1  | -- | -- | -- |

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          | ---               |
|  |                                       | Mr. 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. Deepak Natarajan      | Chief Financial Officer   | 10-06-2024          | ---               |
| 4. Stakeholders Relationship Committee   | Yes                                   | Mrs. Nishi Vasudeva       | <b>Chairperson</b> (Independent)                                    | 23-01-2023          | ---               |
|  |                                       | Mr. T R Rangarajan        | Independent   | 29-03-2023          | ---               |
|  |                                       | Mr. Vinayak Pai           | Executive (Managing Director)                                       | 28-10-2023          | ---               |
| <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>         |
| 18/01/2024   | 30/04/2024   | Yes                                       | 5   | 3  | 103  |
|  | 24/05/2024   | Yes                                       | 5   | 3  |  |
|  |  |   |   |  |  |
| <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> |
| 30/04/2024   | Yes  | 3   | 3   | 18/01/2024   | 88   |
| 06/05/2024   | Yes  | 3   | 3   | 02/02/2024   |  |
| 24/05/2024   | Yes  | 3   | 3   |  |  |
| <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> |
| 30/04/2024   | --   | --  | --  | 18/01/2024   | N.A.   |
| 24/05/2024   | --   | --  | --  |  | 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> |
| --  | --   | --                                  | --  | 01/02/2024   | 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> |
| --  | --   | --                                  | --  | 14/03/2024   | N.A.   |
| <b>5. Stakeholder relationship Committee</b>                      |  |                                     |   |  |  |
| --  | --   | --                                  | --  | 08/03/2024   | 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 | Yes   |

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**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.

**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: NIL

Brief details of the event: NIL

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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 30, 2024. The Board took note of the same without any comments/observations.

**Sanjay Dubey**

**Company Secretary & Compliance Officer**

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