



January 19, 2024

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 December 31, 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 December 31, 2023.

You are requested to take the above on record.

Thanking you.

Yours faithfully,

For, **Tata Projects Limited**

Sanjay Dubey
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

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Report on Corporate Governance

1. Name of Listed Entity :- **Tata Projects Limited**
2. Quarter ending : - **December 31, 2023**

I. Composition of Board of Directors												
Title (Mr. /Ms)	Name of the Director	DIN	Category (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 9 M	26/03/1968	4	4	8	3
Ms.	Nishi Vasudeva	03016991	Independent	01/12/2022	--	--	1 Y 1 M	30/03/1956	2	2	6	1

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Mr.	T.R Rangarajan	10089416	Independent	29/03/2023	--	--	9 M	01/11/1960	1	1	2	--
Mr.	Vinayak Pai	03637894	Managing Director	12/05/2022	--	--	--	19/09/1966	2	--	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 onecategory write all categories separating them with hyphen

** to be filled only for Independent Director. Tenure would mean total period from which Independent director is servingon Board of directors of the listed entity in continuity without any cooling off period.*

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II. Composition of Committees					
Name of Committee	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	Chairman (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	Chairperson (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	Chairman (Independent)	22-10-2021	---
		Ms. Nishi Vasudeva	Independent	23-01-2023	
		Mr. Ritesh Mandot	Non-Executive & Non-Independent	22-10-2021	27/10/2023
		Mr. Sanjay Sharma	Chief Financial Officer	22-10-2021	---
4. Stakeholders Relationship Committee	Yes	Mrs. Nishi Vasudeva	Chairperson (Independent)	23-01-2023	---
		Mr. T R Rangarajan	Independent	29-03-2023	---
		Mr. Ritesh Mandot	Non-executive & Non-Independent	22-10-2021	27/10/2023
		Mr. Vinayak Pai	Managing Director	28-10-2023	
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					

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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*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
22/07/2023	17/10/2023	Yes	6	3	48
30/08/2023	27/10/2023	Yes	6	3	
	14/11/2023	Yes	5	3	
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
A. Audit Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)*	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*
17/10/2023	Yes	3	3	21/07/2023	76
01/11/2023	Yes	3	3	02/08/2023	
2. NRC Committee					
Date(s) of meeting of the committee in therelevant quarter	Whether requirement of Quorum met(details)*	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*
27/12/2023	--	--	--	30/08/2023	N.A.

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3. CSR Committee					
<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>
16/10/2023	--	--	--	13/06/2023	N.A.
4. Risk Management Committee					
<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>
01/11/2023	--	--	--	--	N.A.
--	--	--	--	--	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

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	<p>No</p> <p>Transactions occurred with certain related parties during Q3 without prior approval of audit committee, due to error in estimations. However, the same were duly ratified by the Board and Audit Committee in their meeting held on January 18, 2024 as per RPT Policy framed under sections 177 and 188 of the Companies Act. Robust procedures are being implemented to identify all related parties and transactions with them to adhere to required compliances.</p>

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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
Note: <i>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.</i> <i>1 If status is "No" details of non-compliance may be given here.</i>	
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 October 17, 2023. The Board took note of the same without any comments/observations. Further, this report was also placed before the Board at their meeting held on January 18, 2024

Sanjay Dubey
Company Secretary

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