TATA

October 20, 2021

To,
The General Manager
Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended September 30, 2021

Ref.: Scrip Code - 959270, 959497, 959498, 959624, 959625 & 959641

Dear Sir / Madam,

In compliance with BSE Notice No. 20211001-3 dated October 1, 2021 read with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated May 31, 2021, we are enclosing the Compliance Report on Corporate Governance, only Annexure I in the prescribed format for the quarter ended September 30, 2021.

We request you to take the same on record.

Thanking You,
For Tata Housing Development Company Limited

Ritesh Kamdar
Company Secretary
(ICSI Membership No.: A20154)

Tata Housing Development Company Ltd. *

Encl.: As above

Annexure I

Compliance Report on Corporate Governance for the quarter ended September 30, 2021

1. Name of Listed Entity: **Tata Housing Development Company Limited** [BSE Security Code: 959270, 959497, 959498, 959624, 959625 & 959641]

2. Quarter ending: **September 30, 2021**

I. Composition of Board of Directors [As per clarificatory note given below]

Title (Mr./Ms.)	Name of the Director	PAN$ & 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)
Mr.	Banmali Agrawala	PAN: AANPA3617N DIN: 00120029	Non-Executive - Chairperson	24-03-2018	-	-	-	30-04-1963	1	0	2	2
Mr.	Sanjay Dutt	PAN: AAQPD9159F DIN: 05251670	Executive Director	01-04-2018	-	-	42 Months	16-06-1966	0	0	1	0
Mr.	Venkataramanan Krishnamoorthy	PAN: AFKPK1718E DIN: 01728072	Non-Executive Director	26-06-2013	-	-	-	30-07-1961	1	0	1	0
Mr.	Nipun Aggarwal	PAN: AAFPA2417C DIN: 08094159	Non-Executive Director	29-01-2021	-	-	-	22-02-1973	0	0	1	0
Mr.	Santhanakrishnan Sankaran	PAN: AAVPS8260R DIN: 00032049	Non-Executive - Independent Director	31-03-2015	28-09-2018	28-09-2021	78 Months	01-01-1951	1	1	5	4
Mr.	Dileep Chinubhai Choksi	PAN: AAAPC8266E DIN: 00016322	Non-Executive - Independent Director	31-03-2015	28-09-2018	28-09-2021	78 Months	26-12-1949	5	5	8	1
Mrs.	Sucheta Shah	PAN: AAFPS0922E DIN: 00322403	Non-Executive - Independent Director	31-03-2015	28-09-2018	28-09-2021	78 Months	31-08-1966	2	2	3	1
	Whether regular chairperson appointed – Yes											
	Whether Chairperson is related to managing director or CEO - No											

$ PAN number 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.

larificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from eptember 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) egulations, 2021. The Independent Director of the Company namely Mr. S Santhanankrishnan, Mr. Dileep Choksi and Mrs. Sucheta Shah (including Women Director) had completed their term on September 28, 021. The Company is in the process of identifying the Independent Directors including Women Director and comply with the Composition of Board of Directors in due course.

Vhile calculating the committee membership, the entity which are Public Limited Companies with High Value Debt Listed Entities had been counted, in the number of committee membership of Directors.

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II. Composition of Committees					
Name of Committee	Whether regular chairperson appointment	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Santhanakrishnan Sankaran	Chairperson - Non-Executive – Independent Director	31-03-2015	28-09-2021
		Dileep Chinubhai Choksi	Non-Executive – Independent Director	31-03-2015	28-09-2021
		Sucheta Shah	Non-Executive – Independent Director	31-03-2015	28-09-2021
2. Nomination & Remuneration Committee	Yes	Santhanakrishnan Sankaran	Chairperson - Non-Executive – Independent Director	31-03-2015	28-09-2021
		Dileep Chinubhai Choksi	Non-Executive – Independent Director	31-03-2015	28-09-2021
		Sucheta Shah	Non-Executive – Independent Director	31-03-2015	28-09-2021
3. Risk Management Committee (if applicable)		[As per clarificatory note given below]			
4. Stakeholders Relationship Committee'		[As per clarificatory note given below]			

$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.

Clarificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. The Independent Director of the Company namely Mr. S Santhanankrishnan, Mr. Dileep Choksi and Mrs. Sucheta Shah (including Women Director) had completed their term on September 28, 2021. The Company is in the process of identifying the Independent Directors including Women Director and comply with the requirements pertaining to Composition of Committees in due course.

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)**
29-06-2021	16-08-2021	Yes	4	3	47
	01-09-2021	Yes	4	3	15

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
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**

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					meetings in number of days*
01-09-2021	Yes	0	3	29-06-2021	63

* 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	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

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

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VI. Affirmations [As per clarificatory note given below]

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 (applicable to the top 100 listed entities)
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~~ was not applicable in the previous quarter ~~has been placed before the Board of Directors.~~ Any comments/observations/advice of Board of Directors may be mentioned here: N.A.

Clarificatory Note: The provisions relating to Regulations 15-27 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended) became applicable to the Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter, pursuant to notification of SEBI (Listing Obligation and Disclosure Requirements) (Fifth Amendment) Regulations, 2021. The Independent Director of the Company namely Mr. S Santhanankrishnan, Mr. Dileep Choksi and Mrs. Sucheta Shah (including Women Director) had completed their term on September 28, 2021. The Company is in the process of identifying the Independent Directors including Women Director and it shall take adequate steps in due course to comply with the requirements pertaining to Composition of Board of Directors and Committees alongwith other incidental requirements thereto.

For Tata Housing Development Company Limited

Tata Housing Development Company Ltd.

Ritesh Kamdar
Company Secretary

Date: October 20, 2021
Place: Mumbai