



May 29, 2025

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Dear Sir / Madam,

Ref: Scrip Code: 976138, 975909 and 976013

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2025

Dear Sir/Madam,

Pursuant to Regulation 24A and 62M of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2025, issued by M/s. Amos Archapelli & Associates, Company Secretaries.

We request you to please take the above on record.

Yours faithfully,
For Tata Housing Development Company Limited

Mrunal Mahajan
Company Secretary
(ICSI Membership No.: A31734)

TATA HOUSING DEVELOPMENT COMPANY LIMITED

E Block Valtas Premises T B Kadam Marg Chinchpokli Mumbai 400 033 India
Tel 022 6661 4444 Fax 022 6661 4452 email thdcsec@tatarealty.in Website www.tatahousing.com
CIN U45300MH1942PLC003573

Amosh Archapelli & Associates

Practicing Company Secretary

MOB: +91 9699019961

Email Id – amosarshanapally@gmail.com

M.com, CS, LLB

Secretarial Compliance Report of Tata Housing Development Company Limited for the Financial Year ended on March 31, 2025

To,

Tata Housing Development Company Limited

E Block, Voltas Premises, T. B. Kadam Marg,

Chinchpokli, Mumbai – 400033

**Subject: Annual Secretarial Compliance Report of Tata Housing Development Company Limited
(CIN: U45300MH1942PLC003573) for the Financial Year ended 2024-25**

The provisions relating to Regulations 15-27 of the 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 the notification of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2024 w.e.f. 17.05.2024 read with the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and pursuant to SEBI Press Release No. 05/2024 dated March 15, 2024, the timelines for mandatory applicability of Regulations 16 to 27 of Listing Regulations had been further extended till March 31, 2025.

Further, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 dated 27th March, 2025, the compliance of the Regulations 15 to 27 of the Listing Regulations are applicable to those high value debt listed entities which has its outstanding value of principal outstanding of listed debt securities is above Rupees 1,000 Crore (Rupees One Thousand Crore only) as on March 31, 2025. Since the Company has no other securities listed on any stock exchange apart from its debt securities and the outstanding value of principal outstanding of listed debt securities is less than the threshold limit of Rs. 1,000 Crore only, the Regulations 16 to 27 of Listing Regulations are not applicable to the Company as at March 31, 2025.



Amosh Archapelli & Associates

Practicing Company Secretary

MOB: +91 9699019961

Email Id – amosarshanapally@gmail.com

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We, M/s. Amosh Archapelli & Associates, have examined:

(a) all the documents and records made available to us and explanation provided by Tata Housing Development Company Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the Stock Exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (LODR) Regulations, 2015 (As applicable to Debt Listed Entity);

(b) The provisions relating to Regulations 15-27 of the 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 the notification of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2024 w.e.f. 17.05.2024 read with the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021 read with the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023 and pursuant to SEBI Press Release No. 05/2024 dated March 15, 2024, the timelines for mandatory applicability of Regulations 16 to 27 of Listing Regulations had been further extended till March 31, 2025.

Further, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015 dated 27th March, 2025, the compliance of the



Regulations 15 to 27 of the Listing Regulations are applicable to those high value debt listed entities which has its outstanding value of principal outstanding of listed debt securities is above Rupees 1,000 Crore (Rupees One Thousand Crore only) as on March 31, 2025. Since the Company has no other securities listed on any stock exchange apart from its debt securities and the outstanding value of principal outstanding of listed debt securities is less than the threshold limit of Rs. 1,000 Crore only, the Regulations 16 to 27 of Listing Regulations are not applicable to the Company as at March 31, 2025.

(c) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

(d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **(Not applicable for the Review Period).**

(e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable)**

(f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable)**

(g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable)**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(As applicable to a Debt Listed Entity): During the period under review, there has been a delayed capture of 1 event with respect to change in Key Managerial Personnel which has been captured in the current Financial Year i.e. 2025-26.**

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. **(Not applicable)**

(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable)**; and circulars/ guidelines issued thereunder.

(k) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable)**

(l) The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. - **(Not applicable)**

Based on the above examination, we hereby report that, during the Financial Year ending on March 31, 2025 ('Review Period'):



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Intimation of payment towards commercial papers within 1 working day of making payment.	Para 8.4 of Chapter XVII of SEBI circular dated August 10, 2021 Non-submission of certificate relating to fulfillment of payment obligation by issuers of Commercial Paper.	Delay in submission	BSE Limited	Fine imposed	Delay in submission	Rs. 42,480/-	Delay in submission of disclosures	The Company has paid the fine	NA

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	



2.	<p><u>Adoption and timely updation of the Policies:</u></p> <p>1. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>2. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.</p>	YES	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Refer below*	
4.	<p><u>Disqualification of Director(s):</u></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Refer below*	
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Refer below*	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	Refer below*	
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	The entity is a debt listed Company, thus it is required to comply with the disclosures mentioned under Regulation 51 along with Schedule III Part B of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory	NA	



	auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc. except as reported above.	NA	

* Further, the provisions relating to Regulations 15 - 27 of the Listing Regulations (as amended) became applicable to the High Value Debt Company with effect from September 7, 2021 on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter. However, SEBI in its board meeting held on March 15, 2024 decided to extend the 'comply or explain' for the High Value Debt Companies in respect of Corporate Governance norms till March 31, 2025.



Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

UDIN: F010064G000481051

Peer review No.:6414/2025

**For Amos Archapelli & Associates
Company Secretaries**


Amosh Archapelli

Proprietor

Membership No.: F10064; CP No. 12945

Date: 29/05/2025

Place: Thane

