

April 17, 2025

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Subject: Submission of Compliance Report on Corporate Governance for the quarter ended March 31, 2025

Ref.: Scrip Code – 976138, 975909 and 976013

Dear Sir / Madam,

In compliance with Regulation 27(2) and 62Q (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with SEBI Master Circular No. SEBI/HO/DDHS/DDHSPoD1/P/CIR/2024/48 dated May 21, 2024 (as amended from time to time), we are enclosing the Compliance Report on Corporate Governance as Annexure I in the prescribed format for the quarter ended March 31, 2025.

We request you to take the same on record.

Thanking You,
For Tata Housing Development Company Limited

MRUNAL
AMOGH
MAHAJAN

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 MAHAJAN
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Mrunal Mahajan
Company Secretary and Compliance Officer
Membership No.: A31734

Encl.: As above



Annexure I

Compliance Report on Corporate Governance for the quarter ended March 31, 2025

1. Name of Listed Entity: **Tata Housing Development Company Limited**

2. Quarter ending: **March 31, 2025**

Title (Mr./Ms./Mrs.)	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) and 62E of Listing Regulations] *	No. of Independent directorship in listed entities including this listed entity [In reference to Regulation 17A (1) and 62E of Listing Regulations]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) and 62O of Listing Regulations) #	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) and 62O of Listing Regulations) #
Mr.	Banmali Agrawala	DIN: 00120029	Non-Executive - Chairperson	24-03-2018	-	10-03-2025	-	30-04-1963	NA	NA	NA	NA
Mr.	Sanjay Dutt	DIN: 05251670	Executive Director	01-04-2018	01-04-2023	-	-	16-06-1966	3	0	5	0
Mrs.	Sandhya Kudtarkar	DIN: 00021947	Non-Executive - Independent Director	24-12-2021	23-12-2024	31-03-2025	39 months	09-04-1958	2	2	4	1
Mr.	Kamlesh Parekh	DIN: 00059140	Non-Executive - Independent Director	24-12-2021	23-12-2024	31-03-2025	39 months	08-10-1955	1	1	3	1



Mr.	Sudip Mullick	DIN: 06942241	Non-Executive - Independent Director	31-03-2023	-	-	24 months	08-10-1966	2	2	0	0
Mr.	Ritesh Mandot	DIN: 02090270	Non-Executive Director	13-08-2024	-	-	-	14-02-1982	2	0	0	0
Mr.	Praveer Sinha	DIN: 01785164	Non-Executive - Chairperson	18-03-2025	-	-	-	08-04-1962	5	0	1	0
Mrs.	Sucheta Shah	DIN: 00322403	Non-Executive - Independent Director	18-03-2025	-	-	-	31-08-1966	6	6	9	3
Mr.	Saurabh Sonthalia	DIN: 01355617	Non-Executive - Independent Director	18-03-2025	-	-	-	19-12-1965	3	3	5	0
Mr.	Nipun Sahni	DIN: 01447756	Non-Executive - Independent Director	18-03-2025	-	-	-	01-12-1970	3	2	3	3
Whether regular chairperson appointed – Yes												
Whether Chairperson is related to managing director or CEO – No												

*Only Directorship in equity and high value debt listed Company is included

While calculating committee ship, public companies including companies identified as high-value debt listed entities have been considered.

Clarificatory Note: Prior to notification dated March 27, 2025, the Company was categorized as a High-Value Debt Listed (HVDL) Company, accordingly the Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations were applicable to the Company on a "comply or explain" basis, effective from September 7, 2021 until March 31, 2025. Post notification dated March 27, 2025, SEBI amended the definition of HVDL and introduced Chapter VA, prescribing Corporate Governance norms for HVDL entities (entities with an outstanding principal amount of ₹1,000 crore or more as on March 31, 2025), with effect from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore.



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	Mr. Nipun Sahni	Chairperson/ Non-Executive - Independent Director	18-03-2025	-
		Mrs. Sucheta Shah	Member/ Non-Executive - Independent Director	18-03-2025	-
		Mr. Sanjay Dutt	Member/ Executive Director	01-04-2022	-
		Mr. Saurabh Sonthalia	Member/ Non-Executive - Independent Director	18-03-2025	-
		Mrs. Sandhya Kudtarkar	Chairperson/ Non-Executive - Independent Director	01-04-2022	18-03-2025
		Mr. Sudip Mullick	Member/ Non-Executive - Independent Director	06-04-2023	18-03-2025
2. Nomination & Remuneration Committee	Yes	Mr. Kamlesh Parekh	Member/ Non-Executive - Independent Director	01-04-2022	18-03-2025
		Mrs. Sucheta Shah	Chairperson/ Non-Executive - Independent Director	18-03-2025	-
		Mr. Saurabh Sonthalia	Member/ Non-Executive - Independent Director	18-03-2025	-
		Dr. Praveer Sinha	Member/ Non-Executive Director	18-03-2025	-
		Mrs. Sandhya Kudtarkar	Member / Non-Executive - Independent Director	01-04-2022	18-03-2025
		Mr. Banmali Agrawala	Member/ Non-Executive Director	01-04-2022	10-03-2025
3. Risk Management Committee	Yes	Mr. Kamlesh Parekh	Chairman/ Non-Executive - Independent Director	01-04-2022	18-03-2025
		Mr. Sanjay Dutt	Chairman/ Executive Director	01-04-2022	-
		Mr. Nipun Sahni	Member/ Non-Executive - Independent Director	18-03-2025	-
		Mr. Saurabh Sonthalia	Member/ Non-Executive - Independent Director	18-03-2025	-
		Mr. Sudip Mullick	Member/ Non-Executive - Independent Director	06-04-2023	18-03-2025
		Mrs. Sandhya Kudtarkar	Member / Non-Executive - Independent Director	01-04-2022	18-03-2025



4. Stakeholders Relationship Committee	Yes	Mrs. Sucheta Shah	Chairperson/ Non-Executive - Independent Director	18-03-2025	-
		Mr. Saurabh Sonthalia	Member/ Non-Executive - Independent Director	18-03-2025	-
		Mr. Sanjay Dutt	Member/ Executive Director	01-04-2022	-
		Mr. Kamlesh Parekh	Chairman/ Non-Executive - Independent Director	01-04-2022	18-03-2025
		Mrs. Sandhya Kudtarkar	Member / Non-Executive - Independent Director	01-04-2022	18-03-2025

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	Total Number of Directors as on the date of the Meeting	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
13-11-2024	-	-	-	-	-	-
11-12-2024	31-01-2025	Yes	6	5	3	50
-	18-03-2025	Yes	5	5	3	45



IV. Meetings of Committees						
Audit Committee						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of Directors as on the date of the Meeting	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
31-01-2025	Yes	4	4	3	13-11-2024	78
Nomination and Remuneration Committee						
NA	NA	NA	NA	NA	NA	NA
Risk Management Committee						
31-01-2025	Yes	3	3	2	NA	NA
Stakeholders Relationship Committee						
NA	NA	NA	NA	NA	NA	NA

Clarificatory Note: Prior to notification dated March 27, 2025, the Company was categorized as a High-Value Debt Listed (HVDL) Company, accordingly the Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations were applicable to the Company on a "comply or explain" basis, effective from September 7, 2021 until March 31, 2025. Post notification dated March 27, 2025, SEBI amended the definition of HVDL and introduced Chapter VA, prescribing Corporate Governance norms for HVDL entities (entities with an outstanding principal amount of ₹1,000 crore or more as on March 31, 2025), with effect from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore.



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

VI. Affirmations
<ol style="list-style-type: none"> The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 <ol style="list-style-type: none"> Audit Committee; Nomination & Remuneration Committee; Stakeholders Relationship Committee; Risk Management Committee The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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. This report and/or the report submitted as applicable in the previous quarter has been placed before the Board of Directors. The Board took note of the same and no comments/observations/advice of Board of Directors was mentioned. <p><i>Clarificatory Note: Prior to notification dated March 27, 2025, the Company was categorized as a High-Value Debt Listed (HVDL) Company, accordingly the Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations were applicable to the Company on a "comply or explain" basis, effective from September 7, 2021 until March 31, 2025. Post notification dated March 27, 2025, SEBI amended the definition of HVDL and introduced Chapter VA, prescribing Corporate Governance norms for HVDL entities (entities with an outstanding principal amount of ₹1,000 crore or more as on March 31, 2025), with effect from April 1, 2025. As on March 31, 2025, the principal outstanding of the Company's listed debt securities is less than ₹1,000 Crore.</i></p>

**Details of Cyber Security Incidences**

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	Yes/No
Date of the event	Brief details of the event
NA	NA

For Tata Housing Development Company Limited

MRUNAL
AMOGH
MAHAJAN

Digitally signed by MRUNAL MAHAJAN
DN: cn=MRUNAL MAHAJAN, o=Tata Housing Development Company Limited, email=mrunal.mahajan@tatahousing.com, c=IN
Reason: I am the signatory for the above document
Date: 2025.04.17 12:11:11 +05'30'

Mrunal Mahajan
Company Secretary and Compliance Officer
Membership No.: A31734

Date: April 17, 2025
Place: Mumbai