



January 20, 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub.: Corporate Governance Report of Tata International Limited ("Company") for the quarter ended December 31, 2022

Ref.: 1. Regulations 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")
2. BSE Scrip Code: 959218; ISIN: INE751F08048

Dear Sir / Madam,

In terms of the provisions of Regulation 27(2) of the SEBI LODR Regulations, please find enclosed herewith Corporate Governance Report of the Company for the quarter ended December 31, 2022, prepared as per the format prescribed by the Securities and Exchange Board of India vide the Circular dated July 29, 2022 bearing reference no. SEBI/HO/DDHS/DDHS_Div1/P /CIR/2022/0000000103.

The above is for your information and records.

Thanking you,

Yours faithfully,
For **Tata International Limited**

Lalit Kasliwal
Chief Financial Officer & Company Secretary

CC:
Catalyst Trusteeship Limited
Windsor, 6th Floor, Office No. 604,
C.S.T. Road, Kalina, Santacruz (East),
Mumbai - 400 098

TATA INTERNATIONAL LIMITED

24th Floor VIOS Tower New Cuffe Parade Sewri-Chembur Link Road Wadala Mumbai 400 037 India
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CIN U51900MH1962PLC012528



COMPLIANCE REPORT ON CORPORATE GOVERNANCE IN TERMS OF THE REGULATION 27(2) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 ("SEBI LODR REGULATIONS")

Annexure I

Name of the Company	:	Tata International Limited (Scrip Code: BSE - 959218)
Quarter ending	:	December 31, 2022

I. Composition of Board of Directors

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 ⁽¹⁾ (in months)	Date of Birth	No. of Directorships in listed entities including this listed entity⁽²⁾ [in reference to Regulation 17A(1) of SEBI LODR Regulations]	No. of Independent Directorships in listed entities including this listed entity⁽²⁾ [in reference to Proviso to Regulation 17A(1) of SEBI LODR Regulations]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity⁽³⁾ [Refer Regulation 26(1) of SEBI LODR Regulations]	No. of post of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity ⁽³⁾ [Refer Regulation 26(1) of SEBI LODR Regulations]
Mr.	Noel Naval Tata	AAAPT5602P	00024713	Non-Executive-Non-Independent (Chairperson)	November 15, 2021	NA	-	NA	November 12, 1956	5	0	1	1
Mr.	Anand Sen	AIRPS9920Q	00237914	Executive (Managing) Director	October 10, 2019	NA	-	NA	September 17, 1959	1	0	0	1
Mr.	R. Mukundan	AACPR7831C	00778253	Non-Executive - Non-Independent Director	July 29, 2010	NA	-	NA	September 19, 1966	2	0	3	0
Mr.	Gopal Krishna Pillai	AENPP4301G	02340756	Non-Executive-Independent Director	September 25, 2014	September 24, 2020	-	99	November 30, 1949	1	1	2	1

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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 ⁽¹⁾ (in months)	Date of Birth	No. of Directorships in listed entities including this listed entity ⁽²⁾ <i>[in reference to Regulation 17A(1) of SEBI LODR Regulations]</i>	No. of Independent Directorships in listed entities including this listed entity ⁽²⁾ <i>[in reference to Proviso to Regulation 17A(1) of SEBI LODR Regulations]</i>	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity ⁽³⁾ <i>[Refer Regulation 26(1) of SEBI LODR Regulations]</i>	No. of post of Chairperson in Audit/ Stakeholder Committee(s) held in listed entities including this listed entity ⁽³⁾ <i>[Refer Regulation 26(1) of SEBI LODR Regulations]</i>
Ms.	Sandhya Shailesh Kudtarkar	AAEPK7373E	00021947	Non-Executive - Independent Director	March 23, 2015	March 23, 2021	-	21	April 9, 1958	0	0	0	0 ⁽³⁾
Mr.	Rajiv Dube	ABYPD5365Q	00021796	Non-Executive - Independent Director	October 22, 2020	NA	-	26	February 4, 1962	2	2	1	0
Mr.	Praveen P. Kadle	AEEP1052J	00016814	Non-Executive - Non-Independent Director	March 23, 2021	NA	-	NA	January 21, 1957	3	3	2	2
Whether Regular chairperson appointed					Yes								
Whether Chairperson related to Managing Director or CEO					No								

Notes:

- (1) In terms of the circular issued by Securities and Exchange Board of India ("SEBI") bearing No. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 ("SEBI Operational Circular") dated July 29, 2022, the tenure is provided only for the Independent Directors of the Company from the date of their respective appointment up to December 31, 2022.
- (2) In terms of the explanation to Regulation 17A of SEBI LODR Regulations, the count for the number of listed entities on which a person is a Director / Independent Director shall include only those Companies whose Equity Shares are listed on a Stock Exchange. Accordingly, since the Company's Equity Shares are not listed on any Stock Exchange, the Directorships in the Company have not been counted for the purpose of this report.
- (3) For counting memberships and chairmanships in Audit Committee and Stakeholder Relationship Committee, all Public Companies (listed or not) have been considered and wherever, a Director is a Chairman of such committee(s), the same has not been included for counting his/ her memberships in such committees. Further, in terms of the provisions of Regulation 26(1)(a) of SEBI LODR Regulations, membership(s) and chairmanship(s) in the relevant committee(s) of the Board of Directors of the Company (since the Company is a High Value Debt Listed Entity) and other High Value Debt Listed Entities are excluded.

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II. Composition of Committees

Name of the Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Sandhya Shailesh Kudtarkar	Non-Executive - Independent Director - Chairperson	November 6, 2017	NA
		Mr. Gopal Krishna Pillai	Non-Executive - Independent Director - Member	March 18, 2017	NA
		Mr. Praveen P. Kadle	Non-Executive - Non-Independent Director - Member	March 25, 2021	NA
Nomination and Remuneration Committee	Yes	Mr. Gopal Krishna Pillai	Non-Executive - Independent Director - Chairperson	September 25, 2014	NA
		Mr. Rajiv Dube	Non-Executive - Independent Director - Member	March 9, 2021	NA
		Mr. Noel Naval Tata	Non-Executive - Non-Independent Director - Member	November 15, 2021	NA
Risk Management Committee	Yes	Mr. Praveen P. Kadle	Non-Executive - Non-Independent Director - Chairperson	March 25, 2021	NA
		Mr. Gopal Krishna Pillai	Non-Executive - Independent Director - Member	August 4, 2017	NA
		Ms. Sandhya Shailesh Kudtarkar	Non-Executive - Independent Director - Member	November 6, 2017	NA
Stakeholders Relationship Committee	Yes	Mr. Rajiv Dube	Non-Executive - Independent Director - Chairperson	November 15, 2021	NA
		Mr. R. Mukundan	Non-Executive - Non-Independent Director - Member	November 15, 2021	NA
		Mr. Anand Sen	Executive - Non-Independent Director - Member	November 15, 2021	NA
Corporate Social Responsibility Committee	Yes	Mr. R. Mukundan	Non-Executive - Non-Independent Director - Chairperson	January 24, 2014	NA
		Mr. Noel Naval Tata	Non-Executive - Non-Independent Director - Member	January 24, 2014	NA
		Ms. Sandhya Shailesh Kudtarkar	Non-Executive - Independent Director - Member	March 25, 2021	NA

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 ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors' present ⁽¹⁾	Maximum gap between any two consecutive meetings (in number of days)
July 28, 2022	-	-	-	-	-
	November 8, 2022	Yes	7	3	102
	December 2, 2022	Yes	6	3	23

Note –

(1) In terms of the SEBI Operational Circular dated July 29, 2022, details of only the meeting(s) of the Board of Directors, held during relevant quarter, are provided.

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IV. Meetings of Committees

Committee ⁽¹⁾	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
Audit Committee	-	-	-	-	July 28, 2022	-
	November 7, 2022	Yes	3	2	-	101
Nomination & Remuneration Committee	-	-	-	-	July 28, 2022	-
	November 8, 2022	Yes	3	2	-	102
Risk Management Committee	-	-	-	-	July 29, 2022	-
	November 8, 2022	Yes	3	2	-	101

Note –

(1) In terms of the SEBI Operational Circular dated July 29, 2022, details of only those committees, meetings of which were held during the relevant quarter are provided.

V. Related Party Transactions (“RPT”)

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

VI. Affirmations

Sr. No.	Particulars	Yes/ No
1.	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015	Yes
2.	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination and Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	Yes
	d. Risk Management Committee	Yes
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	Yes

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Sr. No.	Particulars	Yes/ No
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	Yes
5.	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/ advice of the Board of Directors may be mentioned here	Yes

For **Tata International Limited**

Lalit Kasliwal
Chief Financial Officer and Company Secretary

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