



October 21, 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 September 30, 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 September 30, 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 | : | September 30, 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 | - | 96 | November 30, 1949 | 1 | 1 | 1 | 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 | - | 18 | April 9, 1958 | 0 | 0 | 0 | 4 |
| Mr. | Rajiv Dube | ABYPD5365Q | 00021796 | Non-Executive - Independent Director | October 22, 2020 | NA | - | 23 | 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 September 30, 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, since the Company is a "High Value Debt Listed Entity", in terms of the provisions of Regulation 26(1)(a) of SEBI LODR Regulations, memberships and chairmanship in the relevant committee of the Board of Directors of the Company 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) |
|---|---|--|--|---|--|
| April 22, 2022 | - | - | - | - | - |
| May 5, 2022 | - | - | - | - | 12 |
| | July 28, 2022 | Yes | 6 | 3 | 83 |

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 | - | - | - | - | April 22, 2022 | - |
| | - | - | - | - | May 4, 2022 | 11 |
| | July 28, 2022 | Yes | 2 | 2 | - | 84 |
| Nomination and Remuneration Committee | - | - | - | - | May 5, 2022 | - |
| | July 28, 2022 | Yes | 3 | 2 | - | 83 |
| Risk Management Committee | July 29, 2022 | Yes | 3 | 2 | - | NA |

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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