

- Compliance Report on Corporate Governance**  
(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)
1. Name of Listed Entity: Tata Cleantech Capital Limited
  2. Quarter ending : June 30, 2022

**1. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN's & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Initial date of Appointment	Date of Re-appointm ent	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 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)
Ms.	Varsha Purandare	05288076	Chairperson and Non-Executive Independent Director	January 25, 2020	-	-	29 months	December 7, 1958	3	3	8	3
Ms.	Padmini Kaicker	00296388	Non-Executive Independent Director	March 11, 2015	March 11, 2018	-	87 months	April 15, 1965	4	4	7	5
Mr.	Sujit Kumar Varma	09075212	Non-Executive Independent Director	May 05, 2022	-	-	1 month	January 16, 1961	0	0	6	2
Mr.	Rajiv Sabharwal	00057333	Non-Executive Director	April 1, 2018	-	-	N.A.	September 28, 1965	0	0	4	1
Mr.	Manish Chourasia	03547985	Managing Director	August 21, 2015	August 21, 2020	-	N.A.	February 27, 1970	0	0	1	0

Whether Regular chairperson appointed: Yes

**1. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>§</sup>	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 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)
<p>Whether Chairperson is related to managing director or CEO: <u>No</u></p> <p>*PAN of any director would not be displayed on the website of Stock Exchange &amp; 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.</p>												

**Note:**

1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations.
2. While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered.
3. Number of memberships in Audit/Stakeholder Committee includes Chairpersonship, wherever applicable.

II. Composition of Committees						
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>2</sup>	Date of Appointment	Date of Cessation	
1. Audit Committee of Directors	Yes	Ms. Padmini Khare Kaicker	Chairperson and Non-Executive - Independent Director	March 16, 2015	-	
		Ms. Varsha Purandare	Non-Executive - Independent Director	January 25, 2020	-	
		Mr. Sujit Kumar Varma	Non-Executive - Independent Director	May 05, 2022	-	
2. Nomination & Remuneration Committee <sup>1</sup>	Yes	Mr. Rajiv Sabharwal	Non-Executive Director	April 1, 2018	-	
		Ms. Padmini Khare Kaicker	Non-Executive - Independent Director	March 16, 2015	-	
		Mr. Rajiv Sabharwal	Non-Executive Director	April 1, 2018	-	
		Mr. Sujit Kumar Varma	Chairman and Non-Executive - Independent Director	May 05, 2022	-	
		Ms. Padmini Khare Kaicker	Non-Executive - Independent Director	March 16, 2015	-	
3. Risk Management Committee	Yes	Mr. Rajiv Sabharwal	Non-Executive Director	April 1, 2018	-	
		Mr. Manish Chourasia	Managing Director	January 25, 2020	-	
		Mr. Sujit Kumar Varma	Chairman and Non-Executive - Independent Director	May 05, 2022	-	
4. Stakeholders Relationship Committee	Yes	Mr. Rajiv Sabharwal	Non-Executive Director	April 1, 2018	-	
		Mr. Manish Chourasia	Managing Director	January 25, 2020	-	
		Mr. Manish Chourasia	Managing Director	January 25, 2020	-	

5. Corporate Social Responsibility Committee	Yes	Ms. Varsha Purandare	Chairperson and Non-Executive - Independent Director	January 25, 2020	-
		Ms. Padmini Khare Kaicker	Non-Executive - Independent Director	April 21, 2015	-
		Mr. Rajiv Sabharwal	Non-Executive Director	July 1, 2020	-
		Mr. Manish Chourasia	Managing Director	January 25, 2020	-

& 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.

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* Yes/No	Number of Directors present*	Number of independent directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)	
January 21, 2022	-	-	-	-	-	-	
-	April 03, 2022	Yes (3 Directors were present)	3	1	1	71 days (i.e. between January 21, 2022 and April 03, 2022)	
-	April 20, 2022	Yes (All 4 Directors were present)	4	2	2	16 days (i.e. between April 03, 2022 and April 20, 2022)	
-	May 16, 2022	Yes (All 5 Directors were present)	5	3	3	25 days (i.e. between April 20, 2022 and May 16, 2022)	
* to be filled in only for the current quarter meetings							
IV. Meeting of Committees							
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) Yes/No	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	-	-	-	-	January 21, 2022	-	
	-	-	-	-	March 07, 2022	44 days (i.e. between January 21, 2022 and March 07, 2022)	
	April 20, 2022	Yes (All 3 Directors were present)	3	2	-	43 days (i.e. between March 07, 2022 and April 20, 2022)	
Nomination & Remuneration Committee	-	-	-	-	No meeting was held in the previous quarter	-	
	May 16, 2022	Yes (All 4 Directors were present)	4	3	-	-	
Risk Management	-	-	-	-	February 03, 2022	-	

Committee	May 02, 2022	Yes (All 3 Directors were present)	3	1	The Committee was constituted w.e.f May 5, 2022, therefore there was no meeting held during the previous quarter.	87 days (i.e. between February 03, 2022 and May 02, 2022)
Stakeholders Relationship Committee						
Corporate Social Responsibility Committee	May 23, 2022	Yes (All 4 Directors were present)	4	2	March 25, 2022	58 days (i.e. between March 25, 2022 and May 23, 2022)

\*This information has to be mandatorily 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**

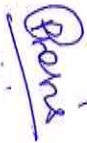
Subject	Compliance status (Yes/No/NA) <sup>(refer note below)</sup>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

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

## VI. Affirmations

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 & Remuneration Committee: Yes
  - c. Stakeholders Relationship Committee: Yes
  - d. Risk management committee (applicable to the top 500 listed entities): 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
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.
  - a. This report has been placed before Board of Directors: This Corporate Governance Report for the quarter ended June 30, 2022, will be placed before the Board of Directors at its meeting scheduled on July 20, 2022.
  - b. The report submitted in the previous quarter has been placed before Board of Directors: Yes
  - c. Any comments/observations/advice of the board of directors may be mentioned here: None.



Rajesh Gosia  
Company Secretary  
Mumbai