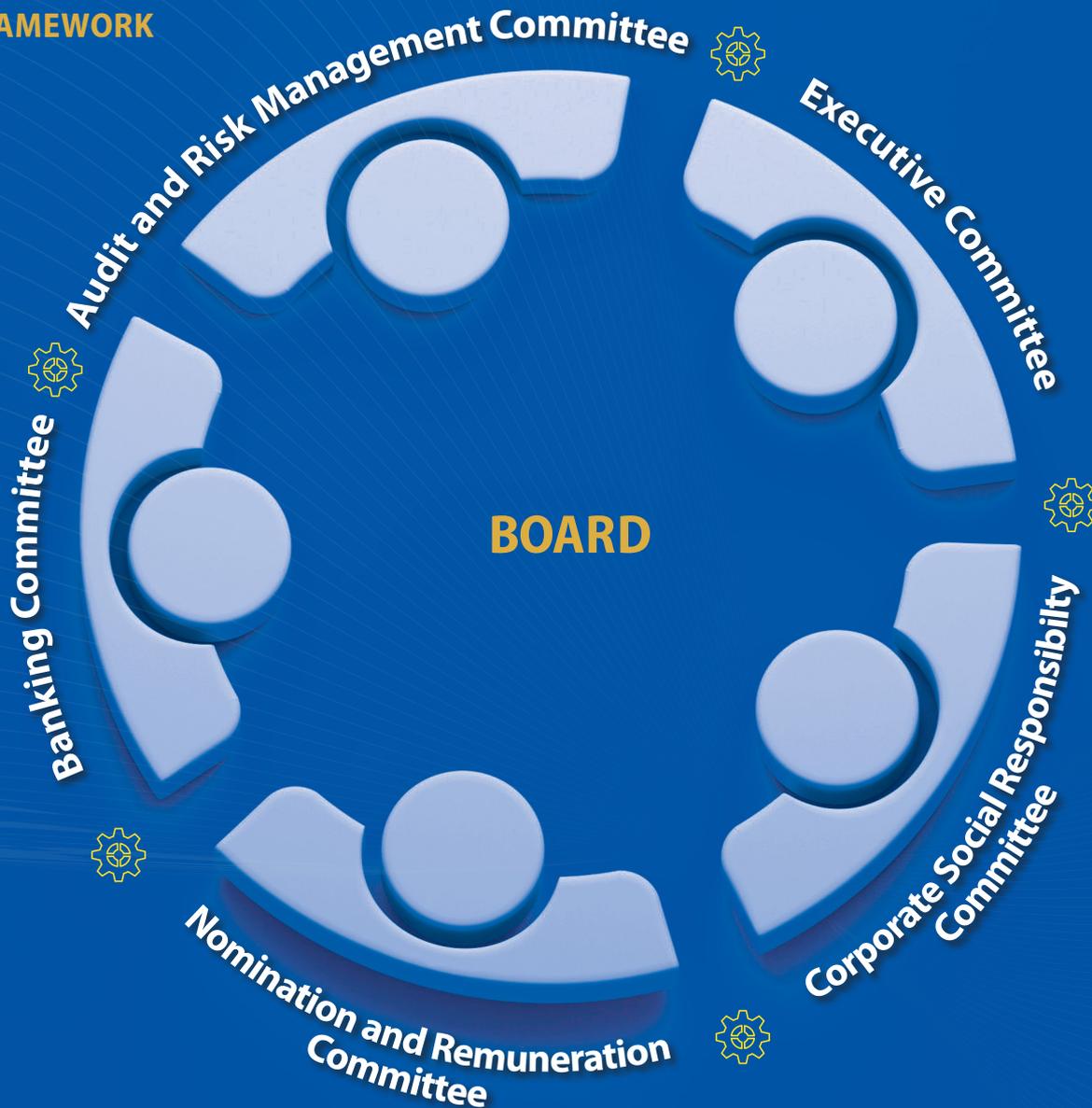


# Corporate Governance

Tata Consulting Engineers Limited (TCE) has a strong legacy of following fair, transparent, and ethical governance practices. Our Board of Directors and Management Committee comprising enlightened leaders, work together to drive the core values that form TCE's guiding philosophy. We believe that good governance is an essential element of business and it helps us fulfil our responsibilities to all the stakeholders. Ethical business conduct, and commitment to values and integrity, which enhance and retain stakeholders' trust, are TCE's Corporate Governance traits. The Management Committee takes business decisions in consultation with the Board.

## OUR GOVERNANCE FRAMEWORK



## Company's Philosophy on Corporate Governance

Good Governance practices stem from our culture and the mindset of the organisation. Your Company considers fair and transparent corporate governance as one of its core management tenets.

**TCE follows the best governance practices with the highest integrity, transparency and accountability. Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the Tata culture and ethos.**

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees, including the Managing Director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

As per Section 149 of the Companies Act 2013, the Company doesn't fall under the requirement of having an Independent Director on the Board or the Committees the like Audit & Risk Management Committee and Nomination & Remuneration Committee. Hence, the Code of Conduct for Independent Directors does not apply to the Company. However, the Company follows the Tata Board and Committee/s Governance Charter 2015. The Committees, i.e. Audit & Risk Management Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Executive Committee are functional in TCE as a good corporate governance practice.

The company's corporate governance philosophy has been further strengthened through the Tata Business Excellence Model.

## Board of Directors

As of March 31, 2022, the Company has 4 Directors of which 3 (i. e. 75%) are Non-Executive Directors. The profile of the Directors is available on the Company's website ([https:// www.tce.co.in/our-leadership/](https://www.tce.co.in/our-leadership/)). The Composition of the Board

conforms with Section 149 of the Act. None of the Directors on the Board hold Directorship in more than ten public companies.

6 Board Meetings were held during the year, and the gap between the two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are given below:

Date of Board Meetings	Number of Directors present at the Board Meeting	Total Number of Directors	Attendance (%)
April 30, 2021	3	4	75
July 05, 2021	4	4	100
August 13, 2021	4	4	100
October 12, 2021	4	4	100
December 17, 2021	4	4	100
March 30, 2022	4	4	100

The necessary quorum was present for all the meetings.

- The Directors have made necessary disclosures regarding Committee positions in other public companies as of March 31, 2022. None of the Directors are related to each other.
- The names and categories of the Directors on the Board, their attendance at the Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), and names of other listed entities/ public companies in which the Director is a Director and the number of Directorships and Committee Chairmanships / Memberships held by them in other Public Limited Companies as of March 31, 2022, are given hereinbelow. Other Directorships do not include Directorships of private limited companies, foreign companies and companies registered under Section 8 of the Act. Further, none of them is a member of more than ten committees or Chairman of more than five committees across all the Public Companies in which they are a Director.

Name of the Director (DIN)	Category	Number of Board Meetings attended during FY 2021-22	Whether attended last AGM held on 04 <sup>th</sup> June 2021 (Yes/No)	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies		Directorship in other Listed Entity (Category of Directorship)
				Chairman	Member	Chairman	Member	
Mr Ashok Sethi (Chairman) (DIN 01741911)	Non-Independent, Non- Executive	6	Yes	0	3	-	6	-
Mr Amit Sharma (Managing Director & CEO)(DIN 03212568)	Non-Independent, Executive	6	Yes	1	1	-	-	-
Ms Anjali Kulkarni (DIN 06993867)	Non-Independent, Non- Executive	5	Yes	-	7	-	7	-
Mr Sriram Kadiyala (DIN 08449772)	Non-Independent, Non- Executive	6	Yes	-	-	-	-	-

- iii. The Board periodically reviews the compliance reports of all the laws as applicable to the Company.
- iv. Details of equity shares of the Company held by the Directors as of March 31, 2022, are given below: **Not Applicable**
- v. The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board:

Global Business	Understanding global business dynamics across various geographical markets, industry verticals and regulatory jurisdictions.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Governance	Experience in developing governance practices, serving the best interests of all Stakeholders, maintaining Board and Management Accountability, building long-term effective Stakeholder engagements and driving Corporate Ethics and Values.

## Committees of the Board

The details of various Board Committees as of March 31, 2022, which comprises the Statutory Committees as well, are as follows:

Name of the Committee	Extract of Terms of Reference	Category and Composition	Other Details
Corporate Social Responsibility Committee	<p>The Committee is constituted in line with Section 135 of the Act.</p> <ul style="list-style-type: none"> <li>Formulate and recommend to the Board a CSR Policy and CSR Annual Action Plan indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.</li> <li>Recommend the amount of the expenditure to be incurred on the activities mentioned in the CSR Policy.</li> </ul>	<p>Ms Anjali Kulkarni, Member Chairman</p> <p>Mr Ashok Sethi, Member Director</p> <p>Mr Amit Sharma, Member Director</p>	The Company held 3 Corporate Social Responsibility Committee Meetings during the year.
Nomination & Remuneration Committee	<p>The Committee is constituted in line with Section 178 of the Act.</p> <ul style="list-style-type: none"> <li>Recommend to the Board the setup and composition of the Board and its committees.</li> <li>Recommend the appointment/re-appointment of Directors and Key Managerial Personnel to the board.</li> <li>Support the Board and Independent Directors in evaluating the performance of the Board, its Committees and Individual Directors.</li> <li>Recommend the Remuneration Policy for Directors, Executive Team or Key Managerial Personnel, and the rest of the employees to the board.</li> <li>Oversee familiarisation programs for the Directors.</li> </ul>	<p>Mr Ashok Sethi, Member Chairman</p> <p>Ms Anjali Kulkarni, Member Director</p> <p>Mr Sriram Kadiyala, Member Director</p>	The Company held 9 Nomination and Remuneration Committee meetings as a good corporate governance practice during the year.
Audit & Risk Management Committee	<p>The Committee is constituted in line with Section 177 of the Act.</p> <ul style="list-style-type: none"> <li>Oversight of financial reporting process.</li> <li>Reviewing with the management the Annual Financial Statements and Auditors' report thereon before submission to the Board for approval.</li> <li>Evaluation of internal financial controls and Risk Management systems</li> <li>Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.</li> <li>Approve policies about the implementation of the Related Party Transactions.</li> <li>To consider matters concerning the Tata Code of Conduct, Anti-Bribery and Anti-Corruption Policy and Gift Policy.</li> </ul>	<p>Mr Sriram Kadiyala, Member Chairman</p> <p>Mr Ashok Sethi, Member Director</p>	The Company held 5 Audit & Risk Management Committee Meetings as a Good Corporate Governance Practice during the year.
Executive Committee	<p>The Executive Committee oversees the operational review and strategic planning implementation review at the Business &amp; Cluster Level.</p> <p>Review and Achievements of Annual Business Plan.</p> <p>Review of Key Commercial Bidding Strategy.</p>	<p>Mr Ashok Sethi, Member Chairman</p> <p>Mr Amit Sharma, Member Director</p>	The Company held 6 Executive Committee meetings during the year.

## Nomination and Remuneration Committee - Other Details

- Remuneration Policy

The Remuneration Policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. The Remuneration Policy supports such mobility through pay models compliant with local regulations. In each country where the Company operates, the Remuneration structure is tailored to the rules, practices and benchmarks prevalent in the industry.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and commission (variable component) to its Managing Director and employees. Annual increments are recommended by the Nomination and Remuneration committee within the salary scale approved by the Board and members and are effective from April 1, each year.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the

commission payable to the Managing Director and the Non-Executive Directors out of the profits for the financial year and within the ceilings prescribed under the Act, based on the Board evaluation process considering the criteria such as the performance of the Company as well as that of the Managing Director and each Non- Executive Director.

The Company also determines to pay commission to the Non-Executive Directors within the ceiling of 1 per cent of the Company's net profits as computed under the Act's applicable provisions, with the members' approval. The said commission is decided each year by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and distributed amongst the Non-Executive Directors based on the Board evaluation process, considering criteria such as their attendance and contribution at the Board and Committee meetings, as well as the time spent on operational matters other than at meetings.

## Number of Board & Committee Meetings Held and Attendance Record

Name of the Committee	Audit & Risk Management Committee	Nomination and Remuneration Committee	Board	Corporate Social Responsibility Committee	Executive Committee
No. of Meetings held	5	9	6	3	6
Date of Meetings	April 30, 2021 July 02, 2021 August 13, 2021 October 12, 2021 December 16, 2021	April 29, 2021 June 09, 2021 June 16, 2021 June 28, 2021 July 19, 2021 August 30, 2021 December 17, 2021 March 21, 2022 March 28, 2022	April 30, 2021 July 05, 2021 August 13, 2021 October 12, 2021 December 17, 2021 March 30, 2022	April 29, 2021 July 05, 2021 March 29, 2022	August 04, 2021 August 31, 2021 December 09, 2021 December 10, 2021 January 17, 2022 March 17, 2022
<b>No. of Meetings Attended</b>					
Mr Ashok Sethi	5	9	6	3	6
Mr Sriram Kadiyala	5	9	6	-	-
Ms Anjali Kulkarni	-	9	5	3	-
Mr Amit Sharma	-	-	6	3	6
Whether quorum was present for all the Meetings			The necessary quorum was present for all the above Board & Committee Meetings		

## General Body Meetings

- I. General Meeting  
 a. Annual General Meeting (AGM)

Financial Year	Date	Time	Venue
2018-2019	July 08, 2019	11.30 AM	Tata Sons Limited. Meeting Room No 301, 3rd Floor, Bombay House, 24 Homi Mody Street, Fort, Mumbai 400001
2019-2020	September 24, 2020	11.00 AM	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Deemed Venue: - Bombay House, 24 Homi Mody Street, Fort, Mumbai 400 001
2020-2021	June 04, 2021	11.30 AM	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). Deemed venue - Registered office, i.e. Matulya Centre 'A', 249, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013

- b. Extraordinary General Meeting:  
 No Extraordinary General Meeting of the members was held during FY 2021-22.

A certificate has been received from M/s Robert Pavrey & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or any such statutory authority and Compliance of the relevant laws under the Companies Act 2013.

The Statutory Auditors M/s. B S R & Co. LLP Chartered Accountants, FRN 101248W/W- 100022, have completed the five-year tenure as per their terms of appointment as approved in the 18th AGM, i.e. for five years tenure starting from FY 2017-18 till FY 2021-22. The Board recommends the appointment of M/s. B S R & Co. LLP (Registration No. 101248W/W-100022), Chartered Accountants as Statutory Auditors to audit the accounts of the Company for the period of 5 years tenure starting from the FY 2022-23.

## Other Disclosures

Particulars	Regulations	Details	Website Link for details/policy
Related Party Transactions	As defined under the Act	The details of the Related Party Transactions are provided in the Boards' Report forming part of the Statutory Section. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arms' length basis and were approved by the Audit and Risk Management Committee. The Board's approved policy for Related Party Transactions is uploaded on the website of the Company.	<a href="https://www.tce.co.in/ethics-and-compliance/">https://www.tce.co.in/ethics-and-compliance/</a>
Whistle Blower Policy and Vigil Mechanism	As defined under the Act	The Company has a Whistle Blower Policy and has established the necessary Vigil Mechanism for Directors and employees to report unethical behaviour concerns. No person has been denied access to the Chairman of the Audit & Risk Management Committee. The said policy has been uploaded on the website of the Company.	<a href="https://www.tce.co.in/ethics-and-compliance/">https://www.tce.co.in/ethics-and-compliance/</a>
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018	As defined under the Act	The details have been disclosed in the Board's Report forming part of the Statutory Section of Annual Report.	