

# Corporate Governance

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

## Company's Philosophy on Corporate Governance

Good Governance practices are rooted in the culture and mindset of the organisation. The Company considers fair and transparent Corporate Governance as one of its core management tenets.

TCE follows the best governance practices with highest integrity, transparency and accountability. Strong leadership and effective Corporate Governance practices have been the Company's hallmarks which are 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.

As per Section 149 of the Companies Act, 2013 ("the Act") and as on Financial Year ended March 31, 2025, the Company does not require to have an Independent Director on Board of the Company. However, the Board has voluntarily appointed two Independent Directors on the Company's Board, and has additionally adopted a Code of Conduct for the Non-Executive Directors, and the Code laid down by the Company has been duly complied by them.

While the Company is not mandatorily required to constitute Committees such as the Audit & Risk Management Committee and the Nomination and Remuneration Committee, it voluntarily does so in the spirit of good governance.



These Committees, namely, the Audit & Risk Management Committee and Nomination and Remuneration Committee are governed in accordance with the applicable provisions of the Tata Board and Committee Governance Guidelines, as amended from time to time.

The Committees, i.e., Audit & Risk Management Committee, Nomination and Remuneration Committee, & Banking 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. The Board of Directors have a defined framework for review and control of company's long term strategy, vision, mission & values.

### Board of Directors

As of March 31, 2025, the Company has 4 Directors, out of the 4 Directors, 3 (i.e. 75%) are Non-Executive Directors including one Woman Director. A Brief Profile of all the Directors, nature of their expertise in specific functional areas, etc. is available at <https://www.tataconsultingengineers.com/our-leadership/>. The Composition of the Board conforms with Section 149 of the Act. None of the Directors on the Board hold Directorships in more than ten public Companies.

8 Board Meetings were held during the year under review, and the gap between 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 22, 2024	3	3	100
May 29, 2024	3	3	100
June 24, 2024	3	3	100
July 12, 2024	3	3	100
August 09, 2024	4	4	100
November 15, 2024	4	4	100
December 16, 2024	4	4	100
March 06, 2025	4	4	100

The necessary Quorum was present for all the Meetings.

- i. The Directors have made necessary disclosures regarding Committee positions in other Public Companies as on March 31, 2025. None of the Directors are related to each other.

Based on the confirmations, declarations and disclosures received from the Independent Directors and on evaluation of the relationships disclosed. The Board confirms that, in its opinion, the Independent Directors of the Company fulfil the conditions specified in the Act and are independent of the Company's Management. Further, in terms of section 150 of the Act read with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors have registered themselves on the data bank maintained by the Indian Institute of Corporate Affairs. Requisite disclosures in terms of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, have also been received from the Independent Directors in this regard.

- ii. The Board periodically reviews the compliance reports of all the laws applicable to the Company.
- iii. Details of Equity Shares of the Company held by the Directors as of March 31, 2025: Not Applicable
- iv. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting ("AGM"), names of other Public Companies in which the Director is a Director, the number of Directorships and Committee Chairmanships / Memberships held by them in other Public Limited Companies as on March 31, 2025, 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, no Director is a member of more than ten Committees or Chairperson of more than five Committees across all Public Companies in which they are a Director. Only Memberships in Audit and Stakeholder Relationship Committees are considered while evaluating the above limits.
- v. The Board has identified the following skills/ expertise/competencies fundamental for effective functioning of the Company which are currently available with the Board:
  - **Global Business:** Understanding Global Business dynamics across geographical markets, industry verticals and regulatory jurisdictions.
  - **Strategy and Planning:** Strong appreciation of long-term trends and strategic decision-making, with proven experience in guiding and leading management teams to navigate uncertainty and make informed choices in dynamic environments.

Name of the Director (DIN)	Category	Number of Board Meetings attended during FY 2024-2025	Whether attended last AGM held on June 14, 2024 (Yes/No)	Number of Directorships in other Public Companies as on March 31, 2025		Number of Committee positions held in other Public Companies as on March 31, 2025		Directorship in other Listed Entity (Category of Directorship) as on March 31, 2025
				Chairman	Member	Chairman	Member	
Mr. L. KrishnaKumar, Chairman <sup>#</sup> (DIN 00423616)	Non-Independent, Non- Executive	8	Yes	0	2	2	1	1
Dr. Alka Mittal* (DIN 07272207)	Non- Executive, Independent	7	Yes	0	0	0	0	0
Ms. Anjali Kulkarni** (DIN 06993867)	Non-Independent, Non- Executive	1	NA	0	3	1	1	0
Dr. Kamlesh Nilkanth Vyas*** (DIN 07477510)	Non- Executive, Independent	4	NA	0	0	0	0	0
Mr. Amit Sharma Managing Director & CEO (DIN 03212568)	Non-Independent, Non- Executive	8	Yes	1	1	0	0	0

<sup>#</sup> Mr. L. Krishnakumar, Non-Executive Non-Independent Director was appointed as the Chairman of the Company w.e.f. April 22, 2024.

<sup>\*</sup>Dr. Alka Mittal has been appointed as an Additional Director, (Independent Category) w.e.f. April 23, 2024 and subsequently regularized on June 14, 2024

<sup>\*\*</sup>Ms. Anjali Kulkarni ceased from the office of directorship of the Company due to resignation w.e.f. April 30, 2024 (closure of business hours)

<sup>\*\*\*</sup> Dr. Kamlesh Nilkanth Vyas has been appointed as an Additional Director, (Independent Category) w.e.f. August 09, 2024

- **Governance:** Experience in developing robust governance practices, serving the best interests of all Stakeholders, upholding Board and management accountability, building long-term effective stakeholder engagements and promoting strong corporate ethics and values.
- **Financial Expertise:** Proficiency in financial management, financial reporting process, budgeting, treasury operations, audit and capital allocation. Ability to monitor the effectiveness of the risk management framework and practices.
- **People Management:** Experience in developing talent, planning succession and leading change initiatives to drive long-term growth. Strong understanding of business management, and workplace health and safety.

## 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. In each country where the Company operates, the Remuneration structure is tailored to the regulations, practices and benchmarks prevalent in the industry.

The Company pays remuneration to its Managing Director and employees through a combination of salary, benefits, perquisites, and allowances, comprising both fixed and variable components. Annual increments, effective from April 1 each year, are recommended by the Nomination and Remuneration Committee within the salary scales approved by the Board and, where applicable, the Members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the Annual Bonus payable to the Managing Director, and the commission payable to the Non-Executive Directors from the profits for the financial year.

The Annual Bonus and Commission are decided 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 pays sitting fees of Rs. 40,000 per meeting to its Non-Executive Directors (not in Tata employment) for attending meetings of the Board and its Committees. In addition, the Company proposes to pay commission to the Non-Executive Directors, within the overall ceiling of 1% of the Company's net profits, as calculated in accordance with the applicable provisions of the Act, subject to approval by the Members.

The commission is determined annually by the Board of Directors on recommendation of the Nomination and Remuneration Committee.

It is distributed among the Non-Executive Directors based on the Board evaluation process, taking into account factors such as attendance and contributions at Board and Committee Meetings, as well as the time devoted to operational matters other than at meetings.

### Committees of the Board

In financial year 2024-25, the Board has accepted all recommendations of its Committees. The draft Minutes of the Committee Meetings are circulated to the respective Committee Members for their comments and the final Minutes are thereafter entered into the Minutes Book. Minutes of the proceedings of Committee Meetings are circulated to the Directors and placed before the Board at their Meetings for noting. The details about various Board Committees as on March 31, 2025, which comprises of 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	<ul style="list-style-type: none"> <li>Formulate and recommend to the Board a CSR Policy and CSR Annual Action Plan indicating activities to be undertaken by the Company as specified in Schedule VII of the Act.</li> <li>Recommend amount of the expenditure to be incurred on the activities mentioned in the CSR Policy.</li> <li>Monitor Corporate Social Responsibility Policy of the Company from time to time.</li> </ul>	Dr Alka Mittal – Member, Chairperson Mr L Krishnakumar – Member, Director Dr K N Vyas – Member, Director Mr Amit Sharma – Member, Director	During the year under review, 3 Corporate Social Responsibility Committee Meetings were held.
Nomination & Remuneration Committee	<ul style="list-style-type: none"> <li>Recommend to the Board setup and composition of Board and its committees.</li> <li>Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.</li> <li>Support the Board and Independent Directors in evaluating the performance of the Board, its Committees and Individual Directors.</li> <li>Recommend to the Board, Remuneration Policy for Directors, Executive Team or Key Managerial Personnel, and rest of employees.</li> <li>Oversee familiarisation programs for the Directors.</li> </ul>	Mr L Krishnakumar – Member, Chairman Dr Alka Mittal – Member, Director	During the year under review, 4 Nomination and Remuneration Committee meetings were held, as a good Corporate Governance practice.
Audit & Risk Management Committee	<ul style="list-style-type: none"> <li>Oversight of financial reporting process.</li> <li>Review with the management 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 in relation to the implementation of the Related Party Transactions.</li> <li>To consider matters with respect to the Tata Code of Conduct, Anti-Bribery and Anti- Corruption Policy and Gift Policy.</li> </ul>	Mr L Krishnakumar – Member, Chairman Dr Alka Mittal – Member, Director Dr. K.N. Vyas – Member, Director	During the year under review, 4 Audit & Risk Management Committee Meetings were held, as a good Corporate Governance practice

## Number of Board & Committee Meetings Held and Attendance Record (FY 2024-25)

Name of the Committee	Audit & Risk Management Committee	Nomination and Remuneration Committee	Board	Corporate Social Responsibility Committee
No. of Meetings held	4	4	8	3
Date of Meetings	April 22, 2024 May 29, 2024 November 15, 2024 March 06, 2025	April 22, 2024 May 29, 2024 November 15, 2024 March 06, 2025	April 22, 2024 May 29, 2024 June 24, 2024 July 12, 2024 August 09, 2024 November 15, 2024 December 16, 2024 March 06, 2025	April 22, 2024 May 29, 2024 August 09, 2024
<b>No. of Meetings Attended</b>				
Mr. L Krishnakumar	4	4	8	3
Dr. Alka Mittal*	3	3	7	2
Ms. Anjali Kulkarni**	1	1	1	1
Dr. Kamlesh Nilkanth Vyas***	2	-	4	NA
Mr. Amit Sharma	-	-	8	3
<p>*Dr. Alka Mittal was appointed as an Additional Director, (Independent) with effect from April 23, 2024, and was subsequently regularized on June 14, 2024. She was inducted into the Audit &amp; Risk Management Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee with effect from May 22, 2024.</p> <p>**Ms. Anjali Kulkarni ceased from the office as Director of the Company following her resignation effective from the close of business hours on April 30, 2025.</p> <p>***Dr. Kamlesh Nilkanth Vyas was appointed as an Additional Director (Independent) with effect from August 9, 2024. He was subsequently inducted into the Corporate Social Responsibility Committee on September 25, 2024, and the Audit &amp; Risk Management Committee on October 30, 2024.</p>				
Whether quorum was present for all the Meetings?			The necessary quorum was present for all the above Board & Committee Meetings.	

## General Body Meetings

### a. Annual General Meeting (AGM)

For Financial Year	Date	Time	Venue
2021-22	Tuesday, July 05, 2022	11.00 A.M.	Through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') Deemed Venue: Registered Office, i.e. Elphinstone Building, 10, Veer Nariman Road, Fort, Mumbai - 400 001
2022-23	Friday, May 19, 2023	11.30 A.M.	Through VC / OAVM Deemed Venue: Registered Office, i.e. Elphinstone Building, 10, Veer Nariman Road, Fort, Mumbai - 400 001
2023-24	Friday, June 14, 2024	11.30 A.M.	Through VC / OAVM Deemed Venue: Registered Office, i.e. Elphinstone Building, 10, Veer Nariman Road, Fort, Mumbai - 400 001

- b. Extraordinary General Meeting: No Extraordinary General Meeting of the members was held during FY 2024-25.
- c. Special Resolution(s) for FY 2024-25: No Special Resolution for FY 2024-25.

Secretarial Auditors of the Company, M/s Amrita Nautiyal & Associates, Practicing Company Secretaries, have confirmed that the Board of the Company is duly constituted and processes relating to the changes in the composition of the Board were carried out in compliance with the provisions of the Act.

M/s B S R & Co. LLP Chartered Accountants (FRN 101248W/W-100022) were re-appointed as the Company's Statutory Auditors at the 23<sup>rd</sup> AGM, i.e., for a term of five years commencing from FY 2022-23 till FY 2026-27. Details of the Statutory Auditors' remuneration, on a consolidated basis, are provided in the Statutory Section of the Annual Report.

## Other Disclosures

Particulars	Regulations	Details	Website Link for more information/policy
Related Party Transactions	As defined under the Act	Details of the Related Party Transactions are disclosed in the Board Report which forms part of the Statutory Section. All such transactions entered into during the financial year were in the ordinary course of business and conducted on an arm's length basis, with approval from the Audit and Risk Management Committee. The Board approved Policy on Related Party Transactions is available on the Company's website	<a href="https://www.tataconsultingengineers.com/corporate-governance/">https://www.tataconsultingengineers.com/corporate-governance/</a>
Whistle Blower Policy and Vigil Mechanism	As per 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 Chairperson of the Audit & Risk Management Committee. The said policy has been uploaded on the website of the Company.	<a href="https://www.tataconsultingengineers.com/corporate-governance/">https://www.tataconsultingengineers.com/corporate-governance/</a>
Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013	As per the Act	Details have been disclosed in the Board's Report which forms a part of the Statutory Section of the Annual Report.	
Appointment of Independent Director	As per the Act	The terms & conditions of Appointment of Independent Director are uploaded on the website of the Company.	<a href="https://www.tataconsultingengineers.com/wp-content/uploads/2024/05/Terms-and-Conditions-of-Appointment-of-Independent-Directorss.pdf">https://www.tataconsultingengineers.com/wp-content/uploads/2024/05/Terms-and-Conditions-of-Appointment-of-Independent-Directorss.pdf</a>