



NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of TATA CONSULTING ENGINEERS LIMITED (on a shorter notice) will be held on Monday, June 29, 2026, at 1:30 P.M. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.
3. To declare a dividend of Rs 100 per Equity Shares of face value of Rs 10 each (1000%), of the Company for the financial year ended March 31, 2026.
4. To appoint a Director in place of Mr. L. Krishna Kumar (DIN: 00423616), who retires by rotation and, being eligible, offers himself for re-appointment.

**By order of the Board of Directors
For Tata Consulting Engineers Limited**

**Sachin Mishra
General Counsel & Company Secretary
FCS 11164**

Place: Mumbai
Date: June 18, 2026
Registered Office: 1st Floor, 10, Elphinstone Building,
Veer Nariman Road, Horniman Circle, Fort, Mumbai 400001.
CIN: U74210MH1999PLC123010

TATA CONSULTING ENGINEERS

Tata Consulting Engineers Limited

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NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 20/2020, 9/2023, 09/2024 and 03/2025 dated May 5, 2020, September 25, 2023, September 19, 2024 and September 22, 2025 respectively, and other circulars issued in this respect (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Monday June 29, 2026, at 1:30 P.M. (IST). The deemed venue for the 27th AGM will be Registered Office i.e., 1st Floor, 10, Elphinstone Building, Veer Nariman Road, Horniman Circle, Fort, Mumbai 400001.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Corporate Member pursuant to Section 113 are required to send the scanned Certified True Copy of its Board resolution, authorizing its representatives to attend and vote in the AGM through VC/OAVM on their behalf. The said resolution shall be sent to the Company through email at the email id viz. smishra@tataconsultingengineers.com

4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report of FY 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participant(s). Members may note that the Notice will also be available on the Company's website www.tataconsultingengineers.com. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Members, Register of Directors & Key Managerial Personnel and Register of Contracts or arrangements in which Directors are interested under Section 88, 170 and 189 of the Act respectively will be available for inspection in electronic mode. Members can inspect the same by sending an email to smishra@tataconsultingengineers.com.

7. Members who would like to express their views or ask questions during the AGM may raise at the AGM or send their question in advance from their registered email address mentioning their name and folio number at smishra@tataconsultingengineers.com, on or before Friday, June 26, 2026, (three days before the AGM) through email on smishra@tataconsultingengineers.com. The same will be replied by the Company suitably.

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8. The Notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact Mr. Sachin Mishra on +91 22 6114 8014 and smishra@tataconsultingengineers.com; to register the same.

9. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members as on the date of the notice ('Cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company as on the Cut-off date will be entitled to cast their votes.

10. A brief profile of the Directors proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings are provided in this Notice.

11. Pursuant to the requirement of the Income-Tax Act, 2025, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members. For the prescribed TDS rates for various categories, please refer to the Income-Tax Act, 2025.

The Board of Directors have fixed Friday, June 26, 2026 (three days before the AGM), as record date for purpose of payment of dividend. Members whose name appear on the register of Members on the record date shall be eligible to receive dividend on or before 30 days from the date of declaration of dividend.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the Registrar at csg-unit@in.mpms.mufg.com; in case the shares are held in physical form, quoting your folio no.

14. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit the filled in form to the Company at smishra@tataconsultingengineers.com; or to the Registrar in physical mode, after restoring normalcy or in electronic mode at csg-unit@in.mpms.mufg.com as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or MUFG Intime India Private Limited.

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM by Microsoft (MS) Team Application. A separate link to join the Meeting will be provided to the Members in this regard on the email.
2. The Members are required to click the link and join the meeting through phone or email either through web browser or Microsoft (MS) Team which is available on the online/application store.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting.
4. Members who need assistance with using the technology before or during the AGM, can contact Mr. Kunal Pednekar, IT Administrator at kspednekar@tataconsultingengineers.com; / +91 22 6114 8905.
5. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case the poll is required, members can cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails can only be sent to Mr. Sachin Mishra at smishra@tataconsultingengineers.com.

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Disclosure as per Secretarial Standards -2 on General Meetings

Re-appointment of Mr. Lakshmanan Krishna Kumar

Name of the Director	Mr. Lakshmanan Krishna Kumar
DIN	00423616
Designation	Non-Executive Non-Independent Director
Age	67
Qualification	A Chartered luminary member of the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India, and the Institute of Company Secretaries of India.
Experience	Mr. L. Krishna Kumar stands out as a distinguished finance and corporate governance leader, embodying a rich tapestry of expertise across consulting, manufacturing, service, and consumer industries in India and internationally. Mr. Krishna Kumar embarked on his illustrious career with A.F. Ferguson and Co., honing his skills as a Senior Consultant within their management consultancy division. His journey through the corporate landscape led him to Larsen and Toubro Ltd., a renowned diversified conglomerate, where he engaged in multifaceted roles spanning business support, treasury, mergers and acquisitions (M&A), and more. His tenure at L&T culminated as the General Manager - Finance, alongside the pivotal role of Company Secretary for L&T Infotech, marking significant milestones in fund-raising and strategic alliances.
	In 2000, Krishna Kumar's professional voyage took a pivotal turn as he joined the Tata Group, initially serving as the VP - Finance at IHCL. Notable transactions, including acquiring Taj Lands End and forming joint ventures such as Taj Sats and Taj Asia, marked his tenure at IHCL. Transitioning to Tata Tea in India in 2004 as the head of finance, Mr. Krishna Kumar has since navigated through various roles within the company in India and the UK, spearheading growth, acquisitions, and transformation initiatives. As Ex-Executive Director and Group CFO of Tata Consumer Products, he has managed the Finance, Governance, Strategy, M&A, and IT functions, playing a crucial role in steering the Company towards its strategic objectives and ensuring robust financial health and governance.

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	Detailed profile of Mr. L. Krishna Kumar is available at the website of the Company at https://www.tataconsultingengineers.com/our leadership/ ;
Terms and conditions of appointment	As per the Company Policy
Remuneration last drawn	Refer Financial Statements for FY 2025-26
Date of first appointment on the Board	March 01, 2024
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Meetings of the Board attended during the financial year 2025-26	6
Other Directorships	Infiniti Retail Limited Pfizer Limited
Membership/ Chairmanship of Committees of other Boards	1. <u>Infiniti Retail Limited:</u> - Audit and Risk Management Committee – Chairperson 2. <u>Pfizer Limited:</u> - Audit Committee – Chairman - Nomination & Remuneration Committee - Member - Stakeholder's Relationship Committee - Member

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