

COMMITTEES OF THE BOARD

The broad terms of reference of the committees are as under:

I) AUDIT COMMITTEE

- i. The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Section 177 of the Companies Act, 2013 (“Act”).
- ii. The broad terms of reference of the Audit Committee is as follows:
 - Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
 - Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 - Review, with the management, the annual financial statements and auditor’s report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Directors’ Responsibility Statement to be included in the Board’s report in terms of clause(c) of sub-section (3) of Section 134 of the Act;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report.
 - Review, with the management, the quarterly financial statements before submission to the Board for approval.
 - Review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised

for purposes other than those stated in the offer document/ prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitor the end use of funds raised through public offers and related matter.
- Review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discuss with internal auditors of any significant findings and follow up there on.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date or such other limit as may be prescribed.

- Review the management discussion and analysis of financial condition and results of operations.
 - Review the statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
 - Review the management letters/letters of internal control weaknesses issued by the statutory auditors.
 - Review the internal audit reports relating to internal control weaknesses.
 - Review the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
 - Review the statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations.
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - Examination of the financial statement and the auditors' report thereon;
 - Review the financial statements, in particular, the investments made by the unlisted subsidiary/ies.
- iii. As per TCS Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Code"):
- To approve policies in relation to the implementation of the Code and to supervise implementation of the Code.
 - To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
 - To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.

- Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

iv. Others

To consider matters relating to the Company with respect to the:

- Tata Code of Conduct;
- Anti-Bribery and Anti-Corruption Policy; and
- Gifts Policy

- v. Such other matters as mentioned in the terms of reference or as may be required to be carried out by the Audit Committee pursuant to amendments under any law, from time to time.

II) NOMINATION AND REMUNERATION COMMITTEE

- i. The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations read with Section 178 of the Act.
- ii. The broad terms of reference of Nomination and Remuneration Committee is as follows:
 - Recommend to the Board the setup and composition of the Board and its committees, including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director.” The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
 - Recommend to the Board the appointment or reappointment of directors.
 - Devise a policy on Board diversity.
 - Recommend to the Board appointment of Key Managerial Personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this Committee).
 - Carry out evaluation of every director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.

- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for Board, KMP and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

III) STAKEHOLDERS' RELATIONSHIP COMMITTEE

- i. The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with Section 178 of the Act.
- ii. The broad terms of reference of Stakeholders' Relationship Committee is as follows:
 - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/notice/annual reports, transfer/transmission of shares, issue of new/duplicate certificates, general meetings etc., and all other securities-holders related matters.
 - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
 - Authorize any person to take such actions as necessary or deemed fit by the Committee for any matter.
 - Review of measures taken for effective exercise of voting rights by shareholders.
 - Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Frame broad guidelines/policies with regard to the Health, Safety and Sustainability activities of the Company.
- Activities with regard to the Health Safety and Sustainability initiatives of the Company would broadly include to:
 - Ensure Occupational Health and Safety to its employees
 - Take steps for Environmental Management
 - Reduce Carbon Foot Print and Resource Consumption
 - Conserve Electricity, Recycling of water and to take efforts to control paper consumption
 - Waste Management initiatives, etc.
- Oversee the implementation of the above mentioned guidelines/policies.
- Review the policies, processes and systems periodically and recommend measures for improvements from time to time.
- Look into various aspects of interest of shareholders, debenture holders and security holders.
- Such other matters as may be required to be carried out by the Stakeholders' Relationship Committee pursuant to amendments under any law, from time to time.

IV) CORPORATE SOCIAL RESPONSIBILITY("CSR") COMMITTEE

- i. CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Act.
- ii. The broad terms of reference of CSR Committee is as follows:
 - Formulate and recommend to the Board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
 - Recommend the amount of expenditure to be incurred on the activities referred to above;
 - Monitor the CSR Policy of the Company from time to time.
 - Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

- Do such other acts, deeds, things and matters as are necessary or expedient in complying with the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

V) RISK MANAGEMENT COMMITTEE

- i. The Risk Management Committee of the Company is constituted in line with the provisions of the Regulation 21 of the SEBI Listing Regulations.
- ii. The broad terms of reference of the Risk Management Committee is as follows:
 - Formulate, monitor and review risk management policy and plan, *inter-alia*, covering investment of surplus funds, management of foreign exchange risks, cyber security risks.
 - Approve addition/deletion of banks and other financial intermediaries and recognised exchanges from time to time for carrying out Treasury transactions and delegate the said power to such person as may be deemed fit.
 - Carry out any other function as is referred by the Board from time to time or required under the relevant provisions of the applicable laws, regulations and various circulars issued by the regulatory authorities, from time to time.

VI) EXECUTIVE COMMITTEE

The Executive Committee's role covers a detailed review of the following matters before these are presented to the Board:

- Business and strategy review;
- Long-term financial projections and cash flows;
- Capital and revenue budgets and capital expenditure programmes;
- Acquisitions, divestments and business restructuring proposals;
- Senior management succession planning;
- Any other item as may be decided by the board.

The above matters are discussed in various board meetings held during the year with the presence of the executive committee members with intent to avail expertise of all the board members.