

Tata Industries Limited**ANNEXURE - E****CORPORATE GOVERNANCE REPORT****Company's Philosophy on Corporate Governance**

The Company recognises its role as a corporate citizen and endeavours to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, Government, and others.

The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to raise the bar by adopting best practices.

The Company believes that good governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximising value for all its stakeholders. The Company will continue to focus its resources, strengths and strategies to achieve its vision, while upholding the core values of transparency, integrity, honesty and accountability, which are fundamental to a Tata company.

As a part of the Tata Group, Tata Industries Limited has a strong legacy of fair, transparent and ethical governance practices. The Corporate Governance philosophy is further strengthened with the adherence to the principles of Tata Business Excellence Model as a means to drive excellence, the Key Performance Metrics for tracking progress on long-term strategic objectives and the TCOC, which articulates the values, ethics and business principles and serves as a guide to the Company, its directors and employees, supplemented with an appropriate mechanism to report any concern pertaining to non-adherence to the TCOC. In addition, the Company has adopted a Policy against Sexual Harassment in the Workplace, a Fit and Proper Policy for ascertaining the fit and proper criteria of the directors at the time of appointment and on a continuing basis, an Anti-Bribery and Anti-Corruption Policy, an Anti-Money Laundering Policy, a Gifts and Hospitality Policy and a Whistle Blowers' Policy.

The Company has signed the Tata Brand Equity and Business Promotion ("BEBP") Agreement with Tata Sons Private Limited for subscribing to the TATA BEBP Scheme. The Company abides by the TCOC and the norms for using the Tata Brand identity.

a. Board of Directors

The Board of Directors, along with its Committees, provides leadership and guidance to the Company's Management and directs, supervises, and controls the activities of the Company.

The size of the Board is commensurate with the size and business of the Company. As on March 31, 2022, the Board comprised four Directors viz., Mr. F. N. Subedar, Mr. N. Srinath, Ms. Aarthi Subramanian and Mr. K. R. S. Jamwal.

Mr. Subedar, Mr. Srinath and Ms. Subramanian are Non-Independent Non-Executive Directors, while Mr. Jamwal is the Executive Director.

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During FY 2021-22, eight Meetings of the Board of Directors were held on the following dates: April 29, 2021, July 30, 2021, September 9, 2021, October 22, 2021, October 26, 2021, November 11, 2021, January 25, 2022 & March 30, 2022.

The Annual General Meeting held on 28th June, 2021 was attended by Mr. K.R. S. Jamwal.

b. Remuneration to the Directors:

I. Remuneration of the Executive Director, Mr. K.R.S. Jamwal for FY 2021-22 :

| | | |
|----|----------------------|-----------------|
| 1. | Salary and allowance | Rs. 3,61,48,792 |
| 2. | Value of perquisites | Rs. 44,84,923 |
| 3. | Others | Rs. – |

Tenure of appointment : July 1, 2020 to June 30, 2025

Notice period : Six months from either side

Severance pay : NIL

II. The Company paid Sitting fees to Non-Executive Directors for attending meetings of the Board and the Committees and were within the maximum prescribed limits.

The details of the same are as under :

| Name of Director(s) | Sitting Fees paid for attending Board and Committee Meetings during FY 2021-22 |
|------------------------|--|
| Mr. F. N. Subedar | Rs. 3,60,000 |
| Mr. N. Srinath | Rs. 2,80,000 |
| Ms. Aarthi Subramanian | Rs. 4,40,000 |

None of the Non-Executive Directors had any pecuniary relationships or transactions with the Company during the year under review.

c. Committees of the Board

The Board has constituted Committees with specific terms of reference to focus effectively on specific issues and ensure expedient resolution of diverse matters. The Company Secretary is the Secretary of the Committees. The Board of Directors and the Committees also take decisions by Resolutions passed through Circulation which are noted by the Board / Committee of the Board at their next meetings. The Minutes of meetings of the Committees of the Board are circulated to the Board of Directors for noting.

Tata Industries Limited**ANNEXURE - E****CORPORATE GOVERNANCE REPORT (Continued)****i) Corporate Social Responsibility (“CSR”) Committee**Composition

The composition of the CSR Committee during FY 2021-22 is given below:

| Name of the Member | Category |
|---------------------------|-----------------|
| Mr. F. N. Subedar | Non-Executive |
| Mr. K. R. S. Jamwal | Executive |

During FY 2021-22, 3 CSR Committee Meetings were held on the following dates: May 21, 2021, August 27, 2021 & January 12, 2022.

Terms of reference

Given below, inter alia, is a gist of the responsibilities of the CSR Committee:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act (“CSR Activities”);
- To recommend the amount of expenditure to be incurred on CSR activities;
- To monitor the CSR Policy from time to time and instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company; and
- To oversee the Company’s conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen.

ii) Risk Management Committee.Composition

The composition of the Risk Management Committee during FY 2021-22 is given below:

| Name of the Member | Category |
|---------------------------|-----------------------------|
| Ms. Aarthi Subramanian | Chairperson |
| Mr. K.R.S. Jamwal | Member |
| Mr. S. Sriram | Member |
| Mr. Tarun Bhojwani | Member & Chief Risk Officer |
| Mr. Mangesh Sathe | Member |
| Mr. Milind Shahane | Member |
| Mr. Tarun George | Member |
| Mr. Manzoor Ameen | Member |
| Mr. Anish Raghunandan | Member |

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During FY 2021-22, 3 Risk Management Committee Meetings were held on the following dates: September 27, 2021, December 21, 2021 & March 14, 2022.

Terms of reference

Given below, inter alia, is a gist of the responsibilities of the Risk Management Committee:

- Overseeing the Company's risk management process and controls;
- Reviewing strategic plans and objectives for risk management, risk philosophy and risk optimisation;
- Reviewing compliance with risk management policies implemented by the Company and procedures used to implement the same;
- Reviewing risk assessment of the Company annually and exercising oversight of various risks including credit risk, financial & operational risks, technology risk, market risk, liquidity risk, investment risk, cyber security risk, forex risk, commodity risk, enterprise risk etc; and
- Exercising oversight of the Company's risk tolerance, capital liquidity and funding.

iii) **Asset Liability Management Committee**

Composition

The composition of the Asset Liability Management Committee during FY 2021-22 is given below:

| Name of the Member | Category |
|---------------------------|-----------------|
| Mr. F.N. Subedar | Chairman |
| Mr. K.R.S. Jamwal | Member |
| Mr. S. Sriram | Member |
| Mr. Tarun Bhojwani | Member |
| Mr. Anish Raghunandan | Member |
| Ms. Deepika Bhagwagar | Member |
| Mr. Mahendra Mandhana | Member |

During FY 2021-22, one Asset Liability Management Committee Meeting was held on March 14, 2022.

Terms of reference

Given below, inter alia, is a gist of the responsibilities of the Asset Liability Management Committee:

- Asset Liability Management;
- Debt composition and plan of the Company for fund raising; and
- Resource raising policy of the Company.

Tata Industries Limited**ANNEXURE - E****CORPORATE GOVERNANCE REPORT (Continued)****iv) Approvals Committee**Composition

The composition of the Approvals Committee during FY 2021-22 is, given below:

| Name of the Member | Category |
|---------------------------|-----------------|
| Mr. F. N. Subedar | Non-Executive |
| Mr. N. Srinath | Non-Executive |
| Mr. K. R. S. Jamwal | Executive |

Terms of reference

Given below, inter alia, is a gist of the responsibilities of the Approvals Committee:

- Opening and closing of bank accounts and demat accounts;
- Modifying instructions/changing signatories for the operation of existing bank and demat accounts;
- Approve renewal of facilities with banks;
- Appointing representatives of the Company to attend and vote at general meetings of companies in which Tata Industries Limited (TIL) is a shareholder/debenture holder;
- Grant Specific Powers of Attorney or Authorisations to executives of the Company or other persons in connection with the business of TIL and its Divisions; and
- Approve the affixing of the Common Seal of the Company on any document executed/to be executed by Directors/officials authorised by the Company.

d. Secretarial Standards

The Company is in compliance with SS – 1 i.e., Secretarial Standard on Meetings of the Board of Directors and SS – 2 i.e., Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India.

e. Means of Communication

The 'Investor Relations' section on the Company's website keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports, etc. The debenture holders can also send in their queries/complaints at the designated email address at tataind@tata.com.

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f. General Information for Members and Debenture holders

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identity Number ("CIN") allotted to the Company by the Ministry of Corporate Affairs ("MCA") is U44003MH1945PLC004403.

Details of Debenture Trustees and the Registrar and Transfer Agents for the Debentures issued by the Company are, given below:

| |
|---|
| Debenture Trustees |
| <i>Axis Trustee Services Limited</i> Address : The Ruby, 2nd Floor, SW 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028. Tel : 022 – 62300446, Fax : 022 – 62300700 E-mail : debenturetrustee@axistrustee.com |
| Registrar and Transfer Agents <i>TSR Darashaw Consultants Private Limited</i> Address : C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083. Tel : +91 22 6656 8484 Fax : + 91 22 6656 8494 E-mail : vbrahme@tcplindia.co.in |

For and on behalf of the Board of Directors,

Place : Mumbai
Date : 29th April, 2022

F. N. Subedar
Director

K.R.S. Jamwal
Executive Director