

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, ethical business practices and accountability to its customers, Government, and other stakeholders.

The Company believes that good governance is essential, and also enables 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 Tata Code of Conduct (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 (POSH) 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.

1. 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 business and activities of the Company. As on March 31, 2023, the Board comprised four Directors viz., Mr. F. N. Subedar, Mr. N. Srinath, Ms. Aarthi Subramanian and Mr. K. R. S. Jamwal.

The composition of the Board of Directors, meetings of the Board, remuneration and shareholding in the Company are tabulated below:

Sl. No.	Name of the Director	Director Since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee / Independent)	DIN	Number of Board Meetings		No. of other Directorships	Remuneration*** (In Rs.)			No. of shares and convertible instruments held in the Company
					Held	Attended		Salary and other compensation	Sitting Fee	Commission	
1	Mr. F. N. Subedar	12-12-2016	Non-Executive Director	00028428	8	8	4	-	4,00,000*	-	None
2	Mr. N. Srinath	12-12-2016	Non-Executive Director	00058133	8	7	3	-	2,80,000*	-	None
3	Ms. Aarthi Subramanian	22-06-2018	Non-Executive Director	07121802	8	8	10	-	4,40,000**	-	None
4	Mr. K. R. S. Jamwal	01-07-2010	Executive Director	03129908	8	8	4	4.13 Crs	-	-	None

* The sitting fees for Mr. F. N. Subedar includes fees paid for attending Board Meetings and Asset Liability Management Committee meetings. He had opted not to take sitting fees for attending Corporate Social Responsibility Committee Meetings.

** The sitting fees for Ms. Aarthi Subramanian includes fees paid for attending Board Meetings and Risk Management Committee meetings.

*** The Company has not issued any ESOPs to its Directors.

Additional disclosures pursuant to Schedule V of the Companies Act, 2013 w.r.t. appointment of Executive Director :

1. Current tenure of appointment : July 1, 2020 to June 30, 2025
2. Notice Period : Six months from either side
3. Severance Pay : Nil

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During the year under review, there is no change in the composition of the Board of Directors of the Company.

Except for above, none of the Non-Executive Directors had any pecuniary relationships or transactions with the Company during the year under review.

None of the Directors of the Company are related to each other, inter-se.

2. Committees of the Board and their composition

The Board has constituted Committees with specific terms of reference to focus effectively on specific issues and ensure expedient resolution of diverse matters. The Chief Financial Officer and Company Secretary acts as the Secretary to 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 ensuing meetings, respectively. The Minutes of meetings of the Committees of the Board are circulated to the Board of Directors for noting.

i) Corporate Social Responsibility (“CSR”) Committee

Composition of the Committee and Meetings held during FY 2022-23:

Sl. No.	Name of the Director	Member of the Committee since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee / Independent)	Number of Meetings of the Committee	
				Held	Attended
1	Mr. F.N. Subedar	12-12-2016	Non-Executive Director – Member	2	2
2	Mr. K.R.S. Jamwal	04-05-2018	Executive Director – Member	2	2

During FY 2022-23, 2 CSR Committee Meetings were held on August 23, 2022 and March 15, 2023.

Terms of reference

Given below, inter alia, are the 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.

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Composition of the Committee and Meetings held during FY 2022-23:

Sl. No.	Name of the Director	Member of the Committee since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee / Independent)	Number of Meetings of the Committee	
				Held	Attended
1	Ms. Aarthi Subramanian	30-07-2021	Non-Executive - Chairperson	3	3
2	Mr. K.R.S. Jamwal	30-07-2021	Executive Director - Member	3	3
3	Mr. S. Sriram	30-07-2021	CFO & CS – Member	3	3
4	Mr. Anish Raghunandan	30-07-2021	TIL Nominee – Member	3	1
5	Mr. Tarun Bhojwani	15-11-2021	Chief Risk Officer – Member	3	3
6	Mr. Manzoor UL Ameen	30-07-2021 (Ceased to be a member w.e.f. 02-11-2022)	TIL Nominee – Member	1	1
7	Mr. Milind Shahane	30-07-2021 (Ceased to be a member w.e.f. 24-01-2023)	TIL Nominee – Member	2	2
8	Mr. Tarun George	11-11-2021	TIL Nominee – Member	3	3
9	Mr. Mangesh Sathe	11-11-2021	TIL Nominee – Member	3	2

During FY 2022-23, 3 Risk Management Committee Meetings were held on July 11, 2022, December 20, 2022 and March 15, 2023.

Terms of reference

Given below, inter alia, are 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.

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iii) Asset Liability Management Committee

Composition of the Committee and Meetings held during FY 2022-23:

Sl. No.	Name of the Director	Member of the Committee since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee / Independent)	Number of Meetings of the Committee	
				Held	Attended
1	Mr. F. N. Subedar	30-07-2021	Non-Executive – Chairman	2	2
2	Mr. K.R.S. Jamwal	30-07-2021	Executive Director – Member	2	2
3	Mr. S. Sriram	30-07-2021	CFO & CS – Member	2	2
4	Mr. Anish Raghunandan	30-07-2021	TIL Nominee – Member	2	2
5	Mr. Tarun Bhojwani	25-01-2022	TIL Nominee – Member	2	2
6	Ms. Deepika Bhagwagar	30-07-2021	TIL Nominee – Member	2	2
7	Mr. Mahendra Mandhana	30-07-2021 (Ceased to be a member w.e.f. 02-11-2022)	TIL Nominee – Member	1	1
8	Ms. Komal Gunjal	24-01-2023	TIL Nominee – Member	1	1

During FY 2022-23, 2 Asset Liability Management Committee Meetings were held on October 4, 2022 and March 15, 2023.

Terms of reference

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

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

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Composition of the Committee

Sl. No.	Name of the Director	Member of the Committee since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee / Independent)
1	Mr. F. N. Subedar	24-01-2023	Non-Executive – Member
2	Mr. N. Srinath	24-01-2023	Non-Executive – Member
3	Ms. Aarthi Subramanian	24-01-2023	Non-Executive – Member

Terms of reference

Given below, inter alia, are gist of the responsibilities of the Nomination and Remuneration Committee:

- Appointment and remuneration of Directors / KMPs / Senior Management
- Formulation of Processes / Policies
- Retirals and Succession Planning
- Review and Implementation

Note : The Nomination and Remuneration Committee has been constituted by the Board of Directors w.e.f. January 24, 2023 and no meetings of the Committee were held during FY 2022-23.

v) Approvals Committee

Composition of the Committee

Sl. No.	Name of the Director	Member of the Committee since	Capacity (i.e. Executive / Non-Executive / Chairman / Promoter nominee / Independent)
1	Mr. F. N. Subedar	12-12-2016	Non-Executive – Member
2	Mr. N. Srinath	12-12-2016	Non-Executive – Member
3	Mr. K. R. S. Jamwal	12-12-2016	Executive Director – Member

Terms of reference

Given below, inter alia, are 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.

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3. General Body Meetings

Details of the general body meetings held during FY 2022-23:

Sl. No.	Type of Meeting (Annual / Extra-ordinary)	Date	Place	Special resolutions passed
1	Annual General Meeting	June 28, 2022	Held through video conference / other audio-visual means Deemed venue Bombay House, 24 Homi Mody Street, Mumbai - 400 001	-
2	Extra-ordinary General Meeting	November 28, 2022	At the registered office of the Company at Bombay House, 24 Homi Mody Street, Mumbai - 400001	a. Transfer and disposal of the business of Tata ClassEdge Division of the Company b. Sale of Investments held in Tata Unistore Limited to a related party c. Scaling down and cessation of the activities of Tata Health Division of the Company

4. 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.

5. 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.

6. 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.

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

Debenture Trustees
Axis Trustee Services Limited Address : The Ruby, 2nd Floor, SW 29 Senapati Bapat Marg, Dadar West, Mumbai - 400 028. Tel No. : 022 – 62300446 Fax No. : 022 – 62300700 Email : debenturetrustee@axistrustee.com
Registrar and Transfer Agents
TSR Darashaw Consultants Private Limited Address : C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli(W), Mumbai - 400 083. Tel No. : +91 22 6656 8484 Fax No. : + 91 22 66568494 Email : vbrahme@tcplindia.co.in

7. Details of non-compliance with requirements of Companies Act, 2013

The Company is in compliance with all the applicable provisions and requirements under Companies Act, 2013. The compliance is further certified by M/s. Parikh & Associates, Practicing Company Secretaries, the Secretarial Auditors' of the Company, whose report is annexed as "Annexure D" to the Board's Report of the Company.

There is no qualification, reservation, adverse remark or disclaimer given by the Secretarial Auditor in their report for the year under review.

8. Details of penalties and strictures

The Company has neither incurred any penalties nor been placed under any strictures during FY 2022-23.

For and on behalf of the Board of Directors,

Place : Mumbai
Date : 27th April, 2023

F. N. Subedar
Director

K.R.S. Jamwal
Executive Director