



NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of **TATA CONSULTING ENGINEERS LIMITED** will be held on Monday, 08th July, 2019 at 11.30 A.M. at Bombay House, Meeting Room No. 301, 3rd Floor, 24 Homi Modi Street, Fort Mumbai- 400001 to transact the following business:

Ordinary Business:-

1. To receive, consider and adopt the audited Financial Statements for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors Reports thereon.
2. To receive, consider and adopt the audited Consolidated financial statement for the financial year ended 31st March, 2019 together with the Auditors Reports thereon
3. To declare a dividend on Equity Shares.
4. To appoint a Director in place of Mr. Amit Sharma (DIN:03212568), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:-

5. Appointment of Mr. Ashok Sethi as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ashok Sethi (DIN No. 01741911) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2019 and who holds office upto the conclusion of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act 2013(“Act”) and the Articles of Association of the Company, but who being eligible for re-appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act from a member proposing his candidature for the Office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

TATA CONSULTING ENGINEERS LIMITED



6. Appointment of Mr. Sriram Kadiyala as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sriram Kadiyala (DIN No. 08449772) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2019 and who holds office upto the conclusion of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act 2013 (“Act”) and the Articles of Association of the Company, but who being eligible for re-appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act from a member proposing his candidature for the Office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Appointment of Ms. Anjali Kulkarni as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Anjali Kulkarni (DIN No. 06993867) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2019 and who holds office upto the conclusion of this Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act 2013 (“Act”) and the Articles of Association of the Company, but who being eligible for re-appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice under Section 160(1) of the Act from a member proposing her candidature for the Office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as a Proxy for any other person or Member. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies, etc. must be supported by an appropriate Resolution/authority, as applicable.



2. THE EXPLANATORY STATEMENT, IF ANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, WHICH SETS OUT DETAILS RELATING TO SPECIAL BUSINESS AT THE MEETING, IS ANNEXED HERETO.
3. IF DIVIDEND ON EQUITY SHARES AS RECOMMENDED BY THE DIRECTORS IS APPROVED AT THE ANNUAL GENERAL MEETING, PAYMENT OF SUCH DIVIDEND WILL BE MADE TO THE MEMBERS WHOSE NAMES APPEAR ON THE COMPANY'S REGISTER ON THE DATE OF ANNUAL GENERAL MEETING.
4. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the meeting.
5. Relevant documents referred to in the notice and the accompanying statement are open for inspection by the members at the registered office of the company.

**By Order of the Board
For Tata Consulting Engineers Limited**

A handwritten signature in blue ink, appearing to read 'Siddharth', written over a horizontal line.

Company Secretary

Place: Mumbai
Date: 13th May 2019
Registered Office:
Matulya Centre 'A',
249, Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013
CIN: U74210MH1999PLC123010



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), set out material facts relating to the business mentioned in terms of the accompanying Notice dated 13th May 2019.

Item 4 of the Notice:

Re-Appointment of Mr. Amit Sharma (Particulars as on April 1, 2019)

(In pursuance of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

Name of the Director	Amit Sharma
DIN	03212568
Age	46
Qualification	M.S (Mech); B.E (Mech)
Experience	More than 25 years
Terms and conditions of appointment	Executive Director As per MD Agreement dated 27 th September 2015 and Tata Governance Guidelines.
Date of first appointment on the Board	04 th July, 2012
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 year	6 meetings
Other Directorships	<ul style="list-style-type: none"> • Ecofirst Services Limited- (Wholly owned subsidiary of TCE) • TCE South Africa (Pty) Ltd- (Wholly owned subsidiary of TCE)
Membership/ Chairmanship of Committees of other Boards	None



Item 5 of the Notice:

Appointment of Mr. Ashok Sethi as a Director

Mr. Ashok Sethi was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2019 pursuant to Section 161(1) of the Act and Article No.79 of the Articles of Association of the Company. As an Additional Director, Mr. Sethi holds office as a Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160(1) of the Act has been received from a Member indicating his intention to propose Mr. Sethi for the office of Director at the forthcoming Annual General Meeting.

Mr. Ashok Sethi is Ex- Chief Operating Officer & Executive Director of The Tata Power Co. Ltd after superannuation in April 2019. He is backed by an extensive experience of 43 years across the utility sector value chain and held leadership positions in thermal and renewable generation, transmission and distribution, fuel procurement, project execution, O&M services and power trading in the past four decades since joining Tata Power in 1975.

He has led business strategy and growth in generation area through M&A and green field projects. Besides, he also managed various other critical corporate functions like Engineering, O&M transformation, Testing & QA, Environment, Projects, Corporate affairs, Regulatory Legal & Advocacy, Commercial, Security and Safety.

Along with serving as an Executive Director on Tata Power Board from 2014 to 2019, he has over a decade of experience as a board member of seven key Tata Power's Subsidiary and JV companies. Mr. Sethi was the chairman of Coastal Gujrat Power Ltd. (4000MW), Maithon Power Ltd., WREL (Renewables), Industrial Energy Ltd (Thermal Generation) and TPTCL (Trading). He has been on board for other companies like AGL, Georgia and ITPC Zambia. He is also certified as an Independent Director by Institute of Directors (IOD), India.

His expertise and innovative thinking for sectoral reforms, has allowed him to lead regulatory and advocacy efforts for over a decade. He also has the unique experience of managing a parallel distribution licensee in Mumbai under most competitive environment and has also steered the company into achieving major market share in Mumbai transmission and nurtured distribution from 22,000 to 700,000 customers through long term planning and high-quality service. He has architected the efforts for re-obtaining the distribution and transmission licences in Mumbai for Tata Power for a period of 25 years in 2014.

His focus has been on building strong relationships with key stakeholders in government, regulators, customers, associations & community. Mr. Sethi has been a member of multiple executive & core committees of renowned institutes like WRPC, CBIP, MSPC etc. and through his thought leadership has provided valuable insights to the industry by contributing in areas like Sectoral Reforms, Regulations, Operations, Energy Efficiency & Demand Side Mgmt. Mr. Sethi has authored many papers in professional forums and media on tariff design for Discoms, parallel licensee operations, embedded generation, grid integration with renewables, distribution technologies, customer service, reliability of supply & implementation of new environment norms.



Recently, he led an O&M transformation across Tata Power GTD assets through fully digitalised Reliability Centred Maintenance on an IoT platform. He brought in a unique analytical and artificial intelligence-based approach, which propelled competency building, process simplification, big data analytics and optimum cost of O&M. He has mentored and coached leaders to create a good bench strength in Tata Power. He conducted workshops on acquiring transformational leadership capability for senior executives. He also designed exceptional & robust processes for raising organisational safety standards over last 4 years.

Mr. Sethi has a B. Tech. from IIT Kharagpur and was subsequently trained at Ashridge, UK in advance management. Mr. Sethi has been recognised by Central Board of Irrigation & Power for contribution to development of power sector for 2018 by Hon. Minister Shri R K Singh, MoP, Gol. He is also adjunct professor at NTPC Business School for power sector vision.

Name of the Director	Ashok Sethi
DIN	01741911
Age	65 years
Qualification	B Tech (Hons), IIT Kharagpur
Experience	More than 43 years
Terms and conditions of appointment	Non- Executive Director (Non-Independent Director Category)
Details of the remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	13 th May 2019
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 year	N.A.
Other Directorships	NIL
Membership/ Chairmanship of Committees of other Boards	NIL

In Compliance with the provisions of the Companies Act, the Appointment of Mr. Ashok Sethi as a Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Ashok Sethi is interested and concerned in the Resolution mentioned in Item No. 5 of the Notice. Other than Mr. Ashok Sethi, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.



Item 6 of the Notice:

Appointment of Mr. Sriram Kadiyala as a Director

Mr. Sriram Kadiyala was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2019 pursuant to Section 161(1) of the Act and Article No.79 of the Articles of Association of the Company. As an Additional Director, Mr. Kadiyala holds office as a Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160(1) of the Act has been received from a Member indicating his intention to propose Mr. Kadiyala for the office of Director at the forthcoming Annual General Meeting.

Name of the Director	Sriram Kadiyala
DIN	08449772
Age	39 years
Qualification	MBA
Experience	Mr. Sriram has around 15 years of experience in Banking and Finance sector, including in project finance, ratings advisory, capital markets, leverage finance etc. He currently works in Chairman's office in Tata Sons.
Terms and conditions of appointment	Non- Executive Director (Non-Independent Director Category)
Details of the remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	13 th May 2019
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 year	N.A.
Other Directorships	NIL
Membership/ Chairmanship of Committees of other Boards	NIL

In Compliance with the provisions of the Companies Act, the Appointment of Mr. Sriram Kadiyala as a Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Sriram Kadiyala is interested and concerned in the Resolution mentioned in Item No. 6 of the Notice. Other than Mr. Sriram Kadiyala, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.



Item 7 of the Notice:

Ms. Anjali Kulkarni was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th May, 2019 pursuant to Section 161(1) of the Act and Article No.79 of the Articles of Association of the Company. As an Additional Director, Ms. Kulkarni holds office as a Director up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. Notice under Section 160(1) of the Act has been received from a Member indicating his intention to propose Ms. Kulkarni for the office of Director at the forthcoming Annual General Meeting.

Name of the Director	Anjali Kulkarni
DIN	06993867
Age	60
Qualification	BE (Electronics & Telecommunications), Pune University
Experience	Ms. Anjali Kulkarni is a Graduate in Electronics and Telecommunication engineering from Poona University. She has about four decades of multi-faceted experience in the Power sector. Her experience includes leadership roles in Engineering, Project Management, Commissioning and Maintenance of Power plants and Transmission systems. She held the position of Chief (Corporate Engineering) prior to superannuating from Tata Power after 39 years of service. She has been associated as a Consultant for the planning and execution of large infrastructure projects. She continues to serve as a Board member on multiple Tata Power subsidiary companies, such as Coastal Gujarat Power Ltd, Industrial Energy Limited and Walwhan Renewable Energy Limited.
Terms and conditions of appointment	Non- Executive Director (Non-Independent Director Category)
Details of the remuneration sought to be paid	Not Applicable
Remuneration last drawn	Not Applicable
Date of first appointment on the Board	13 th May 2019
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 year	NA



Other Directorships	1.Coastal Gujarat Power Limited 2.Walwhan Renewable Energy Limited 3. Walwhan Wind RJ Limited 4. Walwhan Solar PB Limited 5.Walwhan Solar TN Limited 6.Walwhan Solar MP Limited 7. Industrial Energy Limited
Membership/ Chairmanship of Committees of other Boards	1.Walwhan Renewable Energy Limited- Board Member and Member of Audit Committee 2.Walwhan Renewable Energy Limited- Member CSR 3.Coastal Gujarat Power Limited- Board Member and Member CSR 4.Walwhan Solar PB Limited- Board Member and Member CSR 5.Walwhan Solar TN Limited- Board Member and Member CSR 6.Walwhan Solar MP Limited- Board Member and Member CSR 7.Industrial Energy Limited- Board Member and Member CSR

In Compliance with the provisions of the Companies Act, the Appointment of Ms. Anjali Kulkarni as a Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Ms. Anjali Kulkarni is interested and concerned in the Resolution mentioned in Item No. 7 of the Notice. Other than Ms. Anjali Kulkarni, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

**By the Order of the Board
For Tata Consulting Engineers Limited**


Company Secretary

Place: Mumbai
Date: 13th May 2019
Registered Office:
Matulya Centre 'A',
249, Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013
CIN: U74210MH1999PLC123010



Route Map for the AGM Venue



Address: - Bombay House, Meeting Room No. 301, 3rd Floor, 24 Homi Modi Street, Fort, Mumbai- 400001

Route from Churchgate station to Bombay House – 10 mins (750 m)

Route from CST station to Bombay House –15 mins (1.2 kms)

<https://www.google.co.in/maps/dir/CST+LOCAL+TRAIN+STATION,+Mumbai,+Maharashtra/Bombay+House,+Homi+Modi+Street,+Kala+Ghoda,+Fort,+Mumbai,+Maharashtra/@18.9365064,72.8292356,16z/data=!3m1!4b1!4m14!4m13!1m5!1m1!1s0x3be7ce275dc3f83b:0x2603f94796deb9d9!2m2!1d72.8353094!2d18.9414215!1m5!1m1!1s0x3be7d1dcb446b1fd:0x66f084ba202c3a37!2m2!1d72.8325986!2d18.9316431!3e2?hl=en>

<https://www.google.co.in/maps/dir/Churchgate,+Mumbai,+Maharashtra/Bombay+House,+Homi+Modi+Street,+Kala+Ghoda,+Fort,+Mumbai,+Maharashtra/@18.9322885,72.8273427,17z/data=!3m1!4b1!4m14!4m13!1m5!1m1!1s0x3be7d1e71360b0c5:0x710e8dfe75aca32b!2m2!1d72.8264378!2d18.9322453!1m5!1m1!1s0x3be7d1dcb446b1fd:0x66f084ba202c3a37!2m2!1d72.8325986!2d18.9316431!3e2?hl=en>



PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

TATA CONSULTING ENGINEERS LIMITED

Registered Office: Matulya Centre 'A', 1st Floor, 249 Senapati Bapat Marg, Lower Parel (W)
Mumbai 400013

CIN- U74210MH1999PLC123010

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member(s) of Shares of the above named Company, hereby appoint

Name :
Address :
E-mail Id :
Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held on Monday, 08th July 2019 at 11.30 a.m. at Bombay House ,Meeting Room No. 301 , 3rd Floor, 24 Homi Modi Street, Fort, Mumbai- 400001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Resolution No. 1	Resolution No. 5
Resolution No. 2	Resolution No. 6
Resolution No. 3	Resolution No. 7
Resolution No. 4	

Signed this..... day of..... 20....

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, and Notes, please refer to the Notice of the Twentieth Annual General Meeting



TATA CONSULTING ENGINEERS LIMITED

CIN: U74210MH1999PLC123010

Registered Office: Matulya Centre 'A', 1st Floor, 249 Senapati Bapat Marg, Lower Parel (W)
Mumbai 400013.

Phone: 91-22-56624743

Fax: 91-22-56624723

Email: mail@tce.co.in

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall.

Name of the person attending	
Membership Folio No./DPID No.	
Client ID	
Number of shares held	

I hereby record my presence at the Twentieth Annual General Meeting of the Company to be held at 11.30 a.m. on Monday, 08th July, 2019 at Bombay House ,Meeting Room No. 301 , 3rd Floor, 24, Homi Modi Street, Fort ,Mumbai- 400001

Members/Proxy's Signatures

(To be signed at the time of handling over the slip)