

TDCX INC.

CORPORATE GOVERNANCE GUIDELINES

1 PURPOSE

1.1 The board of directors (the “**Board**”) of TDCX Inc. (the “**Company**”) has adopted the following Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board of Directors (the “**Board**”) in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws, applicable rules of the stock exchange where the Company’s American depository shares are listed and traded (the “**Stock Exchange**”), the Company’s Memorandum and Articles of Association, as amended, modified, or supplemented from time to time (the “**Constitutional Document**”) and the Company’s other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its shareholders or as required by applicable laws.

2 THE BOARD

2.1 *Size of the Board*

2.1.1 The Company’s Constitutional Document provides that the number of directors will not be less than three (3), unless otherwise determined by the Company at a general meeting. The Nominating and Corporate Governance Committee of the Board (the “**Nominating and Corporate Governance Committee**”) will periodically review the size of the Board and recommend to the Board any appropriate changes.

2.2 *Independence of the Board*

2.2.1 The Board currently has two (2) directors who satisfy the “independence” requirements of the listing rules of the Stock Exchange and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). The Board will review annually as to whether a director satisfies the “independence” requirements of the listing rules of the Stock Exchange and Rule 10A-3 under the **Exchange Act**. Following such annual review, only those directors who the Board affirmatively determines have no relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director will be considered independent directors, subject to additional qualifications prescribed under the applicable rules of the Stock Exchange.

2.3 *Separate Sessions of Independent Directors*

2.3.1 The independent directors will meet in executive session without executive directors present at least once per year. The independent directors will review the Company’s implementation of and compliance with these Guidelines and consider such matters as they may deem appropriate at such meetings. Formal deliberations or decisions concerning the business and affairs of the Company will occur only during regular or special meetings of the Board or its committees, and not at separate sessions.

2.4 *Director Qualification Standards*

2.4.1 The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, will take into account many factors, including ability to make independent

analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly traded company in today's business environment, experience in the Company's industry, understanding of the Company's business on a technical level, other board service, and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board will evaluate each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee should also consider the director's past attendance at meetings and participation in and contributions to the activities of the Board.

2.5 Selection of New Directors

2.5.1 Under the Constitutional Document, the directors, by the affirmative vote of a simple majority of the directors present and voting at a Board meeting, have the power from time to time and at any time to appoint any person as a director, either to fill a casual vacancy on the Board or as an addition to the existing Board, subject to the Company's compliance with the director nomination procedures required under applicable corporate governance rules of the Stock Exchange. The Nominating and Corporate Governance Committee will identify and recommend to the Board such individuals as the Nominating and Corporate Governance Committee, in the exercise of its judgment, has found to be well-qualified and willing and available to serve as directors of the Company, either to be appointed as directors by the Board or to be nominated by the Board as director candidates for election at each annual meetings of shareholders.

2.6 No Specific Limitation on Other Board Service

2.6.1 The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

2.7 Director Resignation

2.7.1 When a director, including any director who is currently an officer or employee of the Company, resigns from the Board, such director should submit his or her resignation to the Board in writing.

2.8 Term Limits

2.8.1 The Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

2.9 Director Responsibilities

2.9.1 The Board will supervise the management of the business and affairs of the Company, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities as a member of the Board. These include, without limitation:

- (i) overseeing the conduct of the Company's business in order to evaluate whether the business is being properly managed;
- (ii) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;

- (iii) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (iv) reviewing and, where appropriate, approving major changes in, and determinations under, these Guidelines, the Company's Code of Business Conduct and Ethics and the Company's other policies;
- (v) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any business or asset material to the Company or the entry of the Company into any major new line of business;
- (vi) with the input of the Compensation Committee of the Board (the "**Compensation Committee**"), regularly evaluating the performance and approving the compensation of the Chief Executive Officer of the Company (the "**CEO**") without the CEO's presence;
- (vii) with the input of the CEO and the Compensation Committee, regularly evaluating the performance of other executive officers;
- (viii) planning for succession with respect to the position of the CEO and monitoring management's succession planning for other executive officers;
- (ix) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations; and
- (x) performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

2.10 Compensation

2.10.1 The Company's executive officers will not receive additional compensation for their service as directors. Senior management of the Company will report once a year to the Compensation Committee regarding the status of the Company's non-executive director compensation in relation to other non-U.S. companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's non-executive directors, including any charitable contributions by the Company to organizations in which a non-executive director is involved. Following a review of the report, the Compensation Committee will recommend any changes in non-executive director compensation to the Board, which changes will be approved or disapproved by the Board after a full discussion.

2.10.2 Director fees, which may include awards under the Company's share incentive plan(s), are the sole form of compensation that members of the Audit Committee of the Board (the "**Audit Committee**") may receive from the Company.

2.11 Conflicts of Interest

2.11.1 Directors are expected to follow the guidelines on conflicts of interest set forth in the Company's Code of Business Conduct and Ethics and avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. Any significant conflict must be resolved promptly or the director should resign.

2.12 Board Orientation and Continuing Education of Board Members

2.12.1 The Company will provide new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, these Guidelines, principal officers, internal auditors and independent auditors. The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as the management or the Board determines desirable.

2.13 Interaction with Institutional Investors, the Press and Customers

2.13.1 The Board believes that the management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to the management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board (the “Chairman”).

2.14 Board Access to Senior Management

2.14.1 The Board will have complete access to the management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the CEO.

2.15 Board Access to Independent Advisors

2.15.1 The Board committees may hire independent advisors as set forth in their respective charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

2.16 Annual Self-Evaluation

2.16.1 Following the end of each fiscal year, the Nominating and Corporate Governance Committee will oversee an annual assessment by the Board of the Board’s performance. The Nominating and Corporate Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

2.16.2 The assessment should include a review of any areas in which the Board or the management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board’s compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

3 BOARD MEETINGS

3.1 Frequency of Meetings

3.1.1 The Board will meet at least four (4) times annually by meeting in person or via telephone conference where the directors can hear each other. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

3.2 Director Attendance

3.2.1 A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the independent directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman or the chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

3.3 Attendance of Non-Directors

3.3.1 The Board encourages the Chairman or the chairperson of any committee to bring the management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

3.4 Agendas

3.4.1 The Chairman establishes the agenda for each Board meeting with input from the management and, as necessary or desired, from the other directors.

3.5 Advance Receipt of Meeting Materials

3.5.1 Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

4 COMMITTEE MATTERS

4.1 Number, Name, Responsibilities, and Independence of Committees

4.1.1 The Board currently has three (3) committees. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Constitutional Document and the committee's charter. The current committees are:

- (i) Audit Committee. The Audit Committee consists of two (2) members. A copy of the Audit Committee Charter, which sets forth the duties and responsibilities of the Audit Committee, is attached hereto as Appendix A. Currently, two (2) members of the Audit Committee satisfy the "independence" requirements of the Stock Exchange and Rule 10A-3 under the Exchange Act for Audit Committee members.
- (ii) Compensation Committee. The Compensation Committee consists of two (2) members. A copy of the Compensation Committee Charter, which sets forth the duties and responsibilities of the Compensation Committee, is attached hereto as Appendix B. Currently, one (1) member of the Compensation Committee satisfies the "independence" requirements of the Stock Exchange.
- (iii) Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee consists of two (2) members. A copy of the Nominating and Corporate Governance Committee Charter, which sets forth the duties and responsibilities of the Nominating and Corporate Governance Committee, is attached hereto as Appendix C. Currently, one (1) member of the Nominating and Corporate Governance Committee satisfies the "independence" requirements of the Stock Exchange.

4.2 Assignment and Rotation of Committee Members

4.2.1 Based on the recommendations of the Nominating and Corporate Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

4.3 *Frequency of Committee Meetings*

4.3.1 The Audit Committee will meet at least once every fiscal quarter. The Compensation Committee and the Nominating and Corporate Governance Committee will meet at least once annually. In addition, special meetings may be called by the chairperson of the committee from time to time as determined by the needs of the business of the Company. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

4.4 *Committee Agendas*

4.4.1 The chairperson of each committee, in consultation with the appropriate members of the committee, will develop his or her committee's agenda.

4.5 *Committee Self-Evaluations*

4.5.1 Following the end of each fiscal year, each committee will review its performance and compliance with its charter and recommend to the Board any changes to its charter it deems necessary.

5 LEADERSHIP DEVELOPMENT

5.1 *Annual Review of the CEO*

5.1.1 The Compensation Committee, with input from the CEO, will annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the CEO's next annual performance evaluation. At the end of each year, the CEO will report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, in the absence of the CEO, the Compensation Committee will meet to review the CEO's performance. The results of the review and evaluation will be communicated to the CEO by the chairperson of the Compensation Committee.

5.2 *Succession Planning*

5.2.1 The independent directors work on a periodic basis with the CEO to review, maintain and revise, if necessary, the Company's succession plan upon the CEO's retirement and in the event of an unexpected occurrence. The CEO will report annually to the Board on succession planning for the CEO and other senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the independent directors, on a continuing basis, the CEO's recommendations regarding his or her successor should he or she be unexpectedly disabled.

5.3 *Management Development*

5.3.1 The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.

APPENDIX A
AUDIT COMMITTEE CHARTER

TDCX INC.

AUDIT COMMITTEE CHARTER

1. PURPOSE AND AUTHORITY

1.1 The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of TDCX Inc. (the “**Company**”) is to act on behalf of the governing board and oversee all material aspects of the organization’s financial reporting, internal control and audit functions, except those specifically related to the responsibilities of another standing committee of the board. The Committee’s role includes a particular focus on the qualitative aspects of financial reporting and on organization processes for the management of business/financial risk and for compliance with significant applicable legal, ethical, and regulatory requirements.

2. COMPOSITION

2.1 The Committee shall be appointed by the Board and shall comprise two or more directors as determined from time to time by the Board, each of whom shall meet the independence requirements of the Sarbanes-Oxley Act of 2002 (the “**Act**”), the Corporate Governance Rules of the New York Stock Exchange (the “**NYSE**”), Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and all other applicable laws. The chairperson of the Committee shall be designated by majority vote of the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee may designate a chairperson by a majority vote. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by the Board.

2.2 All members of the Committee must comply with all financial literacy requirements of the securities exchanges on which the Company is listed. At least one member will qualify as an “audit committee financial expert” as defined by the United States Securities and Exchange Commission (the “**SEC**”) pursuant to the Act and determined by the board.

3. MEETINGS

3.1 The Committee will meet at least quarterly, or more frequently as circumstances dictate. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee chairman will approve the agenda for the Committee’s meetings and any member may suggest items for consideration. Briefing materials will be provided to the Committee as far in advance of meetings as practicable.

3.2 A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

3.3 The Committee shall maintain minutes of its meetings and records relating to those meetings.

3.4 Each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with (i) management, (ii) the director of the internal audit function, and (iii) the independent auditor in separate executive sessions.

4. DUTIES AND RESPONSIBILITIES

In carrying out its duties and responsibilities, the Committee’s policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee and the

Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the NYSE, or any other applicable regulatory authority:

4.1 Financial statements and public accountability reporting

- (i) In consultation with the independent auditor and the internal audit function, review the integrity of the Company's internal and external financial reporting processes.
- (ii) Understand the timing and scope of the audit plan, including the independent auditors' review of internal control over financial reporting, and monitor such plan's progress and results during the year.
- (iii) Receive and review any disclosure from the Company's CEO and CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of:
 - a. significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and
 - b. any fraud, whether material or not, that involves management or other employees who have a significant role in the Company's internal controls.
- (iv) Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.
- (v) Review analyses prepared by management and the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- (vi) Review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.
- (vii) Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance).
- (viii) Review and approve all related-party transactions, defined as those transactions required to be disclosed under Items 404(a) and (b) of Regulation S-K, Item 7.B of Form 20-F and NYSE Rule 314.00.
- (ix) Discuss with the independent auditor its evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties as set forth under the standards of the PCAOB.
- (x) Establish and oversee procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submissions by Company employees regarding questionable accounting or auditing matters.

- (xi) Establish procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's chief executive officer or general counsel in relation thereto.
- (xii) Review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Committee should present its conclusions to the full board.

4.2 Independent auditor

- (i) Have authority to appoint (and recommend that the board submit for shareholder ratification, if applicable), compensate, retain, and oversee the work performed by the independent auditor retained for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, or related work, including the resolution of disagreements between management and the independent auditor regarding financial reporting.
- (ii) Review the qualifications and independence of the independent auditor and remove the independent auditor if circumstances warrant. The independent auditor will report directly to the Committee.
- (iii) Evaluate the independence of the Company's independent auditors by, among other things:
 - a. Obtaining and reviewing from the Company's independent auditors a formal written statement delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard 1;
 - b. Actively engaging in a dialogue with the Company's independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;
 - c. Taking, or recommending that the Board take, appropriate action to oversee the independence of the Company's independent auditors;
 - d. Monitoring compliance by the Company's independent auditors with the audit partner rotation requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder;
 - e. Monitoring compliance by the Company with the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and
 - f. Engaging in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules.
- (iv) Review and preapprove both audit and non-audit services to be provided by the independent auditor. The authority to grant preapprovals may be delegated to one or more designated members of the Committee, whose decisions will be presented to the full Committee at its next regularly scheduled meeting.
- (v) Consider whether the auditor's provision of permissible non-audit services is compatible with the auditor's independence.
- (vi) Discuss with the independent auditor the matters required to be discussed under the standards of the PCAOB.

- (vii) Review with the independent auditor any problems or difficulties encountered during the course of the audit, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management, together with management's response. Hold timely discussions with the independent auditor regarding the following:
 - a. All critical accounting policies and practices;
 - b. All alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
 - c. Other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences;
 - d. Any material financial arrangements of the Company which do not appear on the financial statements of the Company;
 - e. Major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles;
 - f. Any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles methods on the Company's financial statements;
 - g. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and
 - h. The Company's annual audited financial statements and quarterly financial statements, including the Company's related disclosures in the Company's Annual Report on Form 20-F under the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto;
- (viii) At least annually, obtain and review a report by the independent auditor describing:
 - a. The independent auditor's internal quality-control procedures;
 - b. Any material issues raised by the most recent internal quality control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues; and
 - c. All relationships between the independent auditor and the Company, addressing the matters set forth in PCAOB Rule 3526.

4.3 Internal Audit

- (i) Review and advise on the selection and removal of the internal audit director.

- (ii) Review the activities and organizational structure of the internal audit function, as well as the qualifications of its personnel.
- (iii) Annually, review and recommend changes (if any) to the internal audit charter.
- (iv) Periodically review, with the internal audit director, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.
- (v) Periodically review, with the independent auditor, the internal audit function's responsibility, budget, and staffing.
- (vi) Review the regular internal reports to management (or summaries thereof) prepared by the internal audit function, as well as management's response.
- (vii) Review the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control prior to its inclusion in the Company's Annual Report.
- (viii) Review the Committee's level of involvement and interaction with the Company's internal audit function, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function.
- (ix) Establish and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal audit department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis.

4.4 Ethical compliance, legal compliance, and risk management

- (i) Oversee, review, and periodically update the Company's Code of Business Conduct and Ethics and the Company's system to monitor compliance with and enforcement of this code and meet periodically with the Company's Compliance Officer to discuss compliance with the Code of Business Conduct and Ethics.
- (ii) Establish and implement policies and procedures for the Committee's review and approval or disapproval of proposed transactions or courses of dealings required to be disclosed by Item 7.B of Form 20-F.
- (iii) Meet periodically with the general counsel, and outside counsel when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company.
- (iv) Review Company's policies relating to the ethical handling of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets, and consider the results of any review of these policies and procedures by the Company's independent auditors.
- (v) Review, with the Company's counsel, legal compliance and regulatory matters that could have a significant impact on the Company's financial statements.
- (vi) Discuss policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control them.

- (vii) Consider the risk of management's ability to override the Company's internal controls.

4.5 Reporting

- (i) Report regularly to the board regarding the execution of the Committee's duties, responsibilities, and activities, any issues encountered, and related recommendations.
- (ii) Provide a report of the Committee, which contains certain required disclosures, in the Company's annual proxy.

4.6 Other responsibilities

- (i) Conduct an annual performance assessment relative to the Committee's purpose, duties, and responsibilities outlined herein. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter.
- (ii) Conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.
- (iii) Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the board or Committee determines are necessary.

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable law.

APPENDIX B
COMPENSATION COMMITTEE CHARTER

TDCX INC.

COMPENSATION COMMITTEE CHARTER

Adopted by the Board of Directors of TDCX Inc. (the “Company”) on 7 September 2021, effective upon the effectiveness of the Company’s registration statement on Form F-1 relating to the Company’s initial public offering

1. PURPOSE OF THE COMMITTEE

1.1 The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company is to oversee the Company’s compensation and employee benefit plans and practices, including its executive compensation plans, and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s memorandum and articles of association or the Board.

2. COMPOSITION OF THE COMMITTEE

2.1 The Committee will consist of two or more directors as determined from time to time by the Board. Each member of the Committee will be qualified to serve on the Committee pursuant to the requirements of the stock exchange where the Company’s American depositary shares representing its ordinary shares are listed and traded (the “**Stock Exchange**”) and any additional requirements that the Board deems appropriate. Composition of the Committee will also comply with any other applicable laws and regulations.

2.2 The chairperson of the Committee will be designated by the Board. If the Board does not designate a chairperson, the members of the Committee, by a simple majority vote, may designate a chairperson.

2.3 Any vacancy on the Committee will be filled by the Board. No member of the Committee will be removed except by the Board.

3. MEETINGS AND PROCEDURES OF THE COMMITTEE

3.1 The Committee will meet as often as it determines necessary to carry out its duties and responsibilities, but no less than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

3.2 A majority of the members of the Committee present in person or by means of a video or telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other will constitute a quorum.

3.3 The Committee will maintain minutes of its meetings and records relating to those meetings and will report regularly to the Board on its activities, as appropriate.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Executive Compensation

4.1.1 The following duties and responsibilities with respect to the Company’s executive compensation plans are within the authority of the Committee and the Committee will, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (the “**SEC**”), the Stock Exchange, or any other applicable regulatory authority:

- (i) review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;
- (ii) review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans;
- (iii) evaluate annually the performance of the CEO in light of the goals and objectives of the Company's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), and recommend the CEO's compensation level based on this evaluation to the Board for approval. In determining the long-term incentive component of the CEO's compensation, the Committee will consider factors as it determines relevant, which may include, for example, the Company's performance and relative shareholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO in past years and the Committee may discuss the CEO's compensation with the Board if it chooses to do so;
- (iv) evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company's compensation plans, and either as a Committee or together with the other independent directors (as directed by the Board) determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee will consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO;
- (v) evaluate annually the appropriate level of compensation for Board and Committee service by non-employee directors;
- (vi) review and approve any severance or termination arrangements to be made with any executive officer of the Company;
- (vii) perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan;
- (viii) review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board;
- (ix) review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements;
- (x) review and approve the description of executive compensation included in the Company's annual report on Form 20-F; and
- (xi) perform such other functions as assigned by law, the Company's memorandum and articles of association or the Board.

4.2 General Compensation and Employee Benefit Plans

4.2.1 The following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans, are within the authority

of the Committee and the Committee will, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate;
- (ii) review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate;
- (iii) review all equity-compensation plans to be submitted for shareholder approval pursuant to the requirements of the Stock Exchange, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement; and
- (iv) perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

5. ROLE OF CHIEF EXECUTIVE OFFICER

5.1 The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, its incentive-compensation and equity-based plans with respect to executive officers other than the CEO and the Company's director compensation arrangements.

6. EVALUATION OF THE COMMITTEE

6.1 The Committee will, on an annual basis, evaluate its own performance. In conducting this review, the Committee will evaluate its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee will conduct such evaluation and review in such manner as it deems appropriate.

7. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

7.1 The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee, the expense of which will be borne by the Company. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser.
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser.

- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest.
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee.
- (v) Any share of the Company owned by the compensation consultant, legal counsel or other adviser.
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

7.2 The Committee will conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (1) in-house legal counsel; and (2) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K promulgated by the SEC: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

7.3 Nothing herein requires a compensation consultant, legal counsel or other adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

7.4 Nothing herein will be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

* * *

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

APPENDIX C

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

TDCX INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted by the Board of Directors of TDCX Inc. (the “Company”) on 7 September 2021, effective upon the effectiveness of the Company’s registration statement on Form F-1 relating to the Company’s initial public offering)

1. PURPOSE OF THE COMMITTEE

1.1 The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the Company will be to identify and to recommend to the Board individuals it determines to be well-qualified, willing and available to serve as directors of the Company and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to review periodically the size of the Board and recommend to the Board any appropriate changes; and to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

2. COMPOSITION OF THE COMMITTEE

2.1 The Committee will consist of two or more directors, as determined from time to time by the Board. Each member of the Committee will be qualified to serve on the Committee pursuant to the requirements of the stock exchange where the Company’s American depositary shares representing its ordinary shares are listed and traded (the “**Stock Exchange**”) and any additional requirements that the Board deems appropriate.

2.2 The chairperson of the Committee will be designated by the Board. If the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee will be filled by the Board. No member of the Committee will be removed except by the Board.

3. MEETINGS AND PROCEDURES OF THE COMMITTEE

3.1 The Committee will meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

3.2 A simple majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other will constitute a quorum.

3.3 The Committee will maintain minutes of its meetings and records relating to those meetings and will report regularly to the Board on its activities, as appropriate.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

4.1 Board Candidates and Nominees

The following duties and responsibilities with respect to Board candidates and nominees are within the authority of the Committee and the Committee will, consistent with and subject to applicable law and rules and regulations promulgated by the United States Securities and Exchange Commission (the “**SEC**”), the Stock Exchange, or any other applicable regulatory authority:

- (i) assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by the shareholders of the Company or others;

- (ii) review the background and qualifications of individuals being considered as director candidates;
- (iii) recommend to the Board the director nominees for election by the shareholders of the Company or appointment by the Board, as the case may be, pursuant to the then effective memorandum and articles of association of the Company; and
- (iv) review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change, and to recommend whether or not the director should be re-nominated.

4.2 Board Composition, Size and Procedures

The following duties and responsibilities with respect to the composition and procedures of the Board as a whole are within the authority of the Committee and the Committee will, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of independence, knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the Stock Exchange;
- (ii) review periodically the size of the Board and recommend to the Board any appropriate changes;
- (iii) make recommendations on the frequency and structure of Board meetings; and
- (iv) make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited, to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

4.3 Board Committees

The following duties and responsibilities with respect to the committee structure of the Board are within the authority of the Committee and the Committee will, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority:

- (i) make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee;
- (ii) monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees;
- (iii) review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board; and
- (iv) recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise; *provided* that the Committee's power to make such a recommendation under this Charter will be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

4.4 Corporate Governance

The following duties and responsibilities with respect to corporate governance are within the authority of the Committee and the Committee will, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the Stock Exchange, or any other applicable regulatory authority, develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Stock Exchange, and recommend any desirable changes to the Board.

5. EVALUATION OF THE COMMITTEE

5.1 The Committee will, on an annual basis, evaluate its own performance. In conducting this review, the Committee will evaluate its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee will conduct such evaluation and review in such manner as it deems appropriate.

6. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

6.1 The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

* * *

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable law.