

July 1, 2022

To

Mr. Vikrant Gandhe

Company Secretary

**Tata Technologies Limited**

Plot No. 25, Rajiv Gandhi Infotech Park,

Pune 411 057

**Sub: Report of Scrutinizer on the Remote E-voting Process**  
**[E-votes cast prior to and at the 28<sup>th</sup> Annual General Meeting (AGM)]**

Dear Mr. Gandhe,

I refer to my appointment as Scrutinizer to conduct the remote e-voting process in respect of the following resolutions contained in the notice of 28<sup>th</sup> AGM of **Tata Technologies Limited** held on Friday, July 1, 2022 at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for transacting the following business as contained in the Notice:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Pathamadai Balachandran Balaji (DIN:02762983), who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of Statutory Auditors of the Company for a period of five years

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s BSR & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/ W-100022) (LLP Registration No. W-100022) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the



conclusion of this, the 28<sup>th</sup> Annual General Meeting (AGM) of the Company, till the conclusion of the 33<sup>rd</sup> AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

**Special Business:**

5. Payment of Commission to Non-Executive Directors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year, for a period of five consecutive financial years, commencing April 1, 2022.”

6. To increase the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special** Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum



of Rs. 1,000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. Grant of Stock Options to the employees of the Company under 'Tata Technologies Limited Share Based Long Term Incentive Scheme 2022':

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules thereunder including any statutory modification(s) or re-enactment thereof, to the extent applicable, the relevant provisions of Memorandum and Articles of Association of the Company, subject to other such approvals, permissions and sanctions as may be necessary, consent of the shareholders of the Company be and is hereby accorded to the implementation of "Tata Technologies Limited Share based Long Term Incentive Scheme 2022" ("TTL SLTI Scheme 2022" or "the Plan") of the Company, authorising the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), contemplating to offer, grant, issue and allot from time to time, up to 2,80,000 (Two Lakh Eighty Thousand only) employee stock options convertible into equity shares of the Company in the ratio of 1 equity share for every 1 stock option of the face value of Rs. 10 each fully paid-up, ranking pari-passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend to or for the benefit of (i) such person(s) who are permanent employees of the Company, whether working in India or outside India, (ii) directors of the Company, whether whole-time or not but excluding independent director(s) (excluding (i) an employee who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company), under the Plan, at such price or prices, and on such terms and conditions as may be decided by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger and sale of division, split, change in capital structure of the Company and others, if any, additional stock options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the stock options issued to them, the above ceiling



in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares and the price of acquisition payable by the option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of Rs. 10 (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot equity shares to the Employees upon exercise of stock options from time to time in accordance with the Plan and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** subject to the extent allowed under the Applicable Laws, the Board be and is hereby authorized to delegate such powers to the Nomination and Remuneration Committee of the Board to formulate, vary, modify, alter, revise or amend the necessary terms and conditions of the Plan to administer, implement and superintend the Plan, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company, with a power to further delegate to any executives / officers of the Company thereof, to do required acts, deeds, matters and things as may be deemed necessary or expedient in this regard."

8. Grant of Stock Options to the employees of the Holding / Subsidiary Company(ies) of the Company under "Tata Technologies Limited Share Based Long Term Incentive Scheme 2022

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules thereunder including any statutory modification(s) or re-enactment thereof, to the extent applicable, the relevant provisions of the Memorandum and Articles of Association of the Company, subject to other such approvals, permissions and sanctions as may be necessary, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to extend the benefits of "Tata Technologies Limited Share Based Long Term Incentive Scheme 2022" ("TTL SLTI Scheme 2022"



or "the Plan") referred to in resolution no. 7 of this Notice, to offer, grant, issue, and allot from time to time, up to 2,80,000 (Two Lakh Eighty Thousand Only) employee stock options convertible into equity shares of the Company in the ratio of 1 equity share for every 1 stock option of the face value of Rs. 10 each fully paid-up, ranking pari-passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, for the benefit of (i) such person(s) who are permanent employees of its Holding / Subsidiary Companies (whether incorporated in India or Outside India), whether working in India or outside India, (ii) directors of Holding / Subsidiary Companies (whether incorporated in India or Outside India), whether whole-time or not but excluding independent director(s) (excluding (i) an employee who is a promoter or a person belonging to the promoter group and (ii) director(s) who either himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company), under the Plan, at such price or prices, and on such terms and conditions as may be decided by the Board in accordance with the provisions of the Plan and in due compliance with the applicable laws and regulations.

**RESOLVED FURTHER THAT** subject to the extent allowed under the applicable laws, the Board be and is hereby authorized to delegate such powers to the Nomination and Remuneration Committee of the Board to formulate, vary, modify, alter, revise or amend the necessary terms and conditions of the Plan to administer, implement and superintend the Plan, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company, with a power to further delegate to any executives / officers of the Company to do required acts, deeds, matters and things as may be deemed necessary or expedient in this regard."

9. Appointment of Ms. Aarthi Sivanandh (DIN: 00140141) as a Non-Executive Independent and Woman Director:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Aarthi Sivanandh (DIN: 00140141), who was appointed as an Additional Director (in the Independent and Woman Director category) w.e.f. June 11, 2022 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature as a Director, be and is hereby appointed as an Independent and Woman Director of the Company to hold office for a period of three consecutive years upto June 10, 2025, not liable to retire by rotation.



**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

In this connection, I now enclose the following:

- a. My report addressed to the Chairman of the Company on the result of the remote e-voting process.
- b. The register showing the particulars of the e-votes registered on the National Securities Depository Limited (NSDL), e-voting system in respect of the said resolutions (both prior to the AGM and at the AGM) and the consolidated results of voting.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



**Jayavant B. Bhave**  
**FCS 4266 CP 3068**  
**Scrutinizer appointed for the**  
**Voting process of 28<sup>th</sup> AGM**

**Jayavant B. Bhave**

B.Com. LL.B. Dip.IRPM,FCS

*J. B. Bhave & Co*  
**Company Secretaries**

Office : Flat No. 9, Karan Aniket, Plot No. 37, Shri Varanasi Co-op Soc. Ltd  
Off Banglore-Mumbai Bye Pass, Behind Atul Nagar, Warje, Pune 411 058.  
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**Report of Scrutinizer on Remote E-voting Process**

**[E-votes cast prior to and at the 28th Annual General Meeting (AGM)]**

**[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 2/2022, 20/2021, 10/2021, 02/2021, 39/2020, 33/2020, 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA), Government of India]**

July 1, 2022

To

The Chairman

**Tata Technologies Limited**

Plot No. 25, Rajiv Gandhi Infotech Park,

Pune 411 057

Dear Sir,

**Sub: Report of Scrutinizer on Remote E-voting Process [e-votes cast prior to and at the 28<sup>th</sup> Annual General Meeting (AGM)] conducted pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 further read with General Circular nos. 2/2022, 20/2021, 10/2021, 02/2021, 39/2020, 33/2020, 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA), Government of India.**

The Board of Directors of **Tata Technologies Limited** ('the Company') have vide resolution passed on May 31, 2022, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of 28<sup>th</sup> AGM held on July 1, 2022 held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") by way of **Remote E-voting Process**.

The MCA vide its general circulars has allowed companies to convene AGM through VC/ OAVM as the world faces this tough time of Covid-19 Pandemic crisis. Voting by means of a poll at the AGM by filling physical ballot papers is done away with as no physical AGM is convened. Members attending the AGM are now allowed to vote at the AGM, who have not cast their votes during the e-voting period kept open 3 days prior to the date of AGM as duly mentioned in the notice convening AGM. The remote e-voting process thus includes the consolidated number of e-votes cast during the e-voting period and the e-votes cast at the AGM.



I, Jayavant B. Bhave, Company Secretary in Whole time Practice having Membership Number: FCS 4266 and Certificate of Practice Number: 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on April 29, 2022 as required under Section 108 and 109 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Remote E-Voting Process; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 28<sup>th</sup> AGM of the Company held on July 1, 2022 through VC/ OAVM and are reproduced herein below:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Pathamadai Balachandran Balaji (DIN:02762983), who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of Statutory Auditors of the Company for a period of five years

**Special Business:**

5. Payment of Commission to Non-Executive Directors of the Company
6. To increase the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate.
7. Grant of Stock Options to the employees of the Company under 'Tata Technologies Limited Share Based Long Term Incentive Scheme 2022'.
8. Grant of Stock Options to the employees of the Holding / Subsidiary Company(ies) of the Company under "Tata Technologies Limited Share Based Long Term Incentive Scheme 2022.
9. Appointment of Ms. Aarthi Sivanandh (DIN: 00140141) as a Non-Executive Independent and Woman Director

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting at the AGM to be held through VC/ OAVM. My responsibility as a scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make the Scrutinizers Report of the votes cast "in favour" or "against" the above resolutions, based on the reports





generated from the E-Voting System provided by National Securities Depository Limited (NSDL) the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose.

The Notice of AGM dated May 31, 2022 read with Addendum to the Notice dated June 21, 2022 convening the 28<sup>th</sup> AGM of the Company to be held through VC/ OAVM on Friday, July 1, 2022 at 03.00 p.m. (IST) was sent to the members of the Company and the members of the Company holding shares on the cut-off date i.e. Friday, June 24, 2022 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice.

In this regard, I submit my report as under:

1. The E-voting period remained open from Tuesday, June 28, 2022 at 9:00 A.M. to Thursday, June 30, 2022 at 05:00 P.M.
2. I have unblocked the votes cast through the remote e-voting process (e-votes cast during the e-voting period and the e-votes cast at the 28<sup>th</sup> AGM) in the presence of two witnesses not in the employment of the Company. The details containing list of the shareholders who cast their votes electronically on each of the resolutions; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>). I have scrutinized and counted the votes cast through remote e-voting process for the purpose of this report.
3. The particulars of votes cast through Remote E-voting have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
4. The results of the Voting Process are as follows-
  - (a) The result based on **Remote E-Voting Process** is as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Cast Against (in No.)	Votes Cast Against (in %.)	Invalid Votes (In No.)
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Directors and Auditors thereon	Ordinary	36696489	100.00	0	0	0



Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Cast Against (in No.)	Votes Cast Against (in %.)	Invalid Votes (In No.)
2	To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended March 31, 2022 together with Report of the Auditors thereon	Ordinary	36696489	100.00	0	0	0
3	To appoint a Director in place of Mr. Pathamadai Balachandran Balaji (DIN:02762983), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	36696439	99.99	50	0.01	0
4	Re-appointment of Statutory Auditors of the Company for a period of five years	Ordinary	36696489	100.00	0	0	0
5	Payment of Commission to Non-Executive Directors of the Company	Ordinary	36694059	99.99	2410	0.01	0
6	To increase the limits applicable for making investments/ extending loans and giving guarantees or providing securities in connection with loans to Persons/ Bodies Corporate	Special	36694099	99.99	2390	0.01	0
7	Grant of Stock Options to the employees of the Company under 'Tata Technologies Limited Share Based Long Term Incentive Scheme 2022'	Special	36694099	99.99	2390	0.01	0



Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Cast Against (in No.)	Votes Cast Against (in %.)	Invalid Votes (In No.)
8	Grant of Stock Options to the employees of the Holding/ Subsidiary Company(ies) of the Company under "Tata Technologies Limited Share Based Long Term Incentive Scheme 2022"	Special	36700551	99.99	2390	0.01	0
9	Appointment of Ms. Aarthi Sivanand (DIN: 00140141) as a Non-Executive Independent and Woman Director	Special	36702891	99.99	50	0.01	0

5. The registers, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid 28<sup>th</sup> AGM and the same will be handed over to the Company Secretary thereafter.



**Result:**

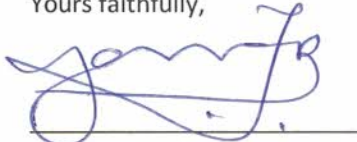
All the Nine resolutions have secured requisite majority of votes.

The resolution numbers 1 to 5 may be considered to have been passed as Ordinary Resolutions and resolution numbers 6 to 9 may be considered to have been passed as Special Resolutions.

The Chairman of 28<sup>th</sup> AGM may accordingly declare the result of voting.

Thanking You.

Yours faithfully,



**Jayavant B. Bhave**  
FCS 4266 CP 3068  
Scrutinizer appointed for the  
Voting process of 28<sup>th</sup> AGM  
UDIN: F004266D000554662  
Date: July 1, 2022  
Place: Pune



Countersigned by



**Vikrant Gandhe**  
Company Secretary  
Tata Technologies Limited

We understand that the votes were unblocked from the e-voting website of NSDL in our presence at 5.10 p.m. on Friday, July 1, 2022.



**Amey Ketkar**



**Amol Joshi**