

**Jayavant B. Bhavé**

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

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

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**Report of Scrutinizer on Postal Ballot and Remote E-Voting**  
**[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies**  
**(Management and Administration) Rules, 2014]**

February 4, 2020

To  
The Chairman  
TATA Technologies Limited  
Plot No. 25, Rajiv Gandhi Infotech Park,  
Hinjawadi, Pune 411057,  
India

Dear Sir,

**Sub: Report of Scrutinizer on Voting Process (including Physical Postal Ballot and Remote E-voting) conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014**

The Board of Directors of **Tata Technologies Limited** ('the Company') issued the postal ballot notice dated December 27, 2019 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolutions as set out in the notice by way of Voting by electronic means ("remote e-voting") or physical postal ballots; as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. 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 December 27, 2019 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting and voting by physical postal ballots; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice and reproduced herein below:

**SPECIAL RESOLUTION**

**1. APPROVAL FOR BUYBACK OF EQUITY SHARES**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules there under relating to remote e-voting or by way of physical postal ballots. 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 physical Postal Ballots and E-Voting System provided by the National Securities Depository

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Limited (NSDL), the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose.

I hereby submit my report on the Special Resolution proposed in the postal ballot notice as under:

1. The members of the company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e. December 27, 2019 were entitled to vote on the Special Resolution in the notice.
2. The postal ballot notice along with the postal ballot form was mailed electronically to the members who had registered their emails with the depositories. In other cases, the company had dispatched postal ballot notice along with the postal ballot forms and postage prepaid self-addressed business reply envelopes on January 03, 2020.
3. The Company has published on January 04, 2020, an advertisement about the dispatch of Postal Ballot Notice in Financial Express (English) and Loksatta (Marathi).
4. The votes exercised through e-voting facility from Monday, January 06, 2020 (9.00 a.m. IST) till Tuesday, February 04, 2020 (5.00 p.m. IST) and all physical postal ballot forms received till 5:00 p.m. on February 04, 2020; being the last date for receipt of postal ballot forms and remote e-voting; were considered for my scrutiny. The envelopes containing postal ballot forms; if any, received after 5:00 PM on Tuesday, February 04, 2020 were not considered for my scrutiny.
5. After the closure of Voting period on February 04, 2020, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
6. 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>). The physical postal ballots were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. I have scrutinized, downloaded and counted the votes cast through remote e-voting facility and votes cast by physical postal ballots and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
8. No member has voted through both the modes i.e. remote e-voting as well as physical postal ballot beyond their shareholding entitlement.



9. The results of voting are as under:-

**a] Summary of Votes cast by remote e-voting and physical postal ballot (As per Companies Act 2013)**

**Resolution No. 1- APPROVAL FOR BUY BACK OF EQUITY SHARES**

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e-votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e-votes received	2	1495633	57	32305922	59	33801555	NA
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	0	0	0	0	0	0	NA
c. Net Valid Postal Ballot Forms and/ or e-votes (a-b)	2	1495633	57	32305922	59	33801555	100
d. Postal Ballot Forms/E-votes with Assent	1	1494933	22	32188664	23	33683597	99.65
e. Postal ballot Forms/E-votes with Dissent	1	700	35	117258	36	117958	0.35

10. All registers, relevant records and other incidental papers, ballot papers, particulars of shareholders such as name, folio number or DP ID/ Client ID, number of shares dissented, number of shares rejected and other papers related to e-voting, postal ballot papers and ballot papers of voting at the meeting which are in my safe custody have been handed over to the Company Secretary of the Company for safe keeping.

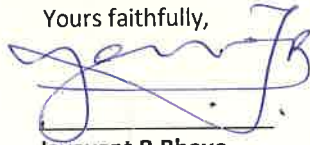


**Result**

Based on the above results, the Special Resolution at Sr. No. 1 mentioned herein above proposed to Members of **TATA Technologies Limited** stands passed with requisite 3/4<sup>th</sup> majority.

The Chairman may accordingly declare the result of voting through remote e-voting facility and voting by Physical Postal Ballot in respect of Special resolution mentioned in the Postal Ballot Notice.

Thanking You,  
Yours faithfully,




**Jayavant B Bhave**  
**Company Secretary in Whole-time Practice**  
**FCS 4266 CP 3068**  
**UDIN: F004266B000121933**  
**Scrutinizer appointed for the Postal Ballot Process**  
**[Including Remote e-voting and Voting by physical postal ballot]**



Counter-signed by:

For TATA Technologies Limited



**Vikrant Gandhe**  
**Company Secretary**



**Date: February 04, 2020**

**Place: Pune**

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 5:21 P.M. on Tuesday, February 04, 2020.



**Chinmay Lele**



**Rajendra Kapse**