



**Tata Technologies Limited**  
**26<sup>th</sup> Annual General Meeting**  
**July 27, 2020**  
**03.00 P.M. to 04.15 P.M.**

**Company Participants:**

Ramadorai Subramanian  
*Chairman*

Warren Harris  
*Chief Executive Officer & Managing Director*

Rakesh Makhija  
*Independent Director*

Falguni Nayar  
*Independent Director*

Guenter Karl Butschek  
*Director*

Pathamadai Balachandran Balaji  
*Director*

Praveen Kadle  
*Director*

Savitha Balachandran  
*Chief Financial Officer*

Vikrant Gandhe  
*Company Secretary*

Other key executives, senior management and shareholders

**Vikrant Gandhe:** Dear shareholders. Good afternoon. This is Vikrant Gandhe, Company Secretary. I'm very pleased to welcome you to the 26<sup>th</sup> Annual General Meeting of Tata Technologies Limited held through video conference. Before we move to the formal agenda for today, like every year here is a brief safety announcement. This year, the AGM is being conducted virtually, and here are some good practices on the health and safety that you may follow. Keep your family members informed about where you are working so that they can alert you in case of any emergency. In case you are using a headset, please ensure the volume is such that you can hear fire alarms. Please also be aware of emergency exits. In case you are using a laptop or a tablet, position the top of the monitor screen at or below the eye level, tilt or swivel the monitor to eliminate reflections and glare. Select a chair that provides complete back support, particularly for lower back. Allow ample clearance space to move knees and legs underneath the table.

I would like to now take you through certain points regarding the participation at this meeting. The facility of joining the AGM through video conference or other audio visual means is being made available for members on first come first serve basis. All members who have joined this meeting are by default placed on mute mode by the host to avoid any disturbance arising from background noise and ensure smooth and seamless conduct of the meeting. Once the Q&A session starts, the Chairman will announce the name of the shareholders who have registered a Speaker shareholder one by one. The Speaker shareholder will thereafter be unmuted by the host.

To start speaking, the Shareholder is requested to click the video-on button. If the Shareholder is not able to join through video for any reason, the Shareholder can speak through the audio mode. While speaking, we would request the Speaker to use the earphones so that he is clearly audible, minimize any noise in the background, ensure that WiFi is not connected to any other device, no other background applications are running, and there is proper lighting to have a good video and audio experience. If there is a connectivity problem at the Speaker shareholder's end, we would ask the next speaker to join. Once the connectivity improves, the speaker shareholder will be called again to speak. We would like to request the shareholders to limit the speech to three minutes. During the AGM, if any member faces any technical issues, he may contact the helpline mentioned in the notice of AGM. Thank you.

**S. Ramadorai:** Dear shareholders, a very good afternoon and warm welcome to the 26th Annual General Meeting of your company. On behalf of all the employees and the board of directors of your company, I thank you for your continued trust, encouragement and support to the company and its management. We are meeting today in the backdrop of unprecedented health crisis faced by the world having its effect on all aspects of human life, including the way we conduct ourselves in business and personal lives. I hope and wish all of you are keeping safe and in good health.

The ongoing pandemic and the lockdown situation, has forced us to have the AGM of your company by a remote video conferencing. While it compromises the pleasure of

meeting all of you in-person, it does provide an opportunity to the shareholders living in far flung areas of the globe to participate in the AGM of your company. I'd like to welcome all those shareholders who are participating for the first time. As the requisite quorum is present I now call the meeting to order. I now call on the directors who are on the video conference to introduce themselves. Now I request Mr. Rakesh Makhija to introduce himself.

**Rakesh Makhija:** Good afternoon. This is Rakesh Makhija, participating from Pune. I'm also the Chairman of the NRC of Tata Technologies. Thank you.

**S. Ramadorai:** Thank you Rakesh. Ms. Falguni Nayar?

**Falguni Nayar:** Hi, this is Falguni Nayar. I'm participating from my home. And I am present here.

**S. Ramadorai:** Thank you Falguni. Mr. Guenter Butschek?

**Vikrant Gandhe:** Sir, I think he's yet to join.

**S. Ramadorai:** Okay, we'll come back to him.

**Vikrant Gandhe:** Yeah.

**S. Ramadorai:** Mr. P.B. Balaji? Please.

**P.B. Balaji:** Hello, good afternoon all of you. This is Balaji. I take care of finances at Tata Motors Group, delighted to be here and joining this AGM albeit virtually.

**S. Ramadorai:** Thank you, Balaji. Mr. Praveen Purushottam Kadle? You're on mute. You're on mute.

**Praveen Purushottam Kadle:** This is Praveen Kadle. I'm attending this AGM through video conferencing facility from my residence in Mumbai. Thank you.

**S. Ramadorai:** Thank you, Mr. Kadle. Mr. Warren Harris, CEO and Managing Director?

**Warren Harris:** Good afternoon, everybody. This is Warren Harris. I'm joining the AGM from my residence in Michigan in the United States and delighted to be here.

**S. Ramadorai:** Thank you, Warren. The Key Managerial Personnel present in today's AGM are Ms. Savitha Balachandran, Chief Financial Officer and Mr. Vikrant Gandhe, Company Secretary. Due to the coronavirus concerns, lockdown and social distancing norms, as I said, we are holding the Annual General Meeting through the video conference. This is in compliance with the directions of the Ministry of Corporate

Affairs. The Company has taken the requisite steps to enable members to participate and vote on the items being considered at this AGM.

The Company has received two board resolutions from corporate shareholders, appointing and authorizing representatives under Section 113 of the Companies Act 2013, in respect of 3.11 crore equity shares representing 74.43% of the paid-up equity capital. Since there is no physical attendance of members the requisite -- the requirement of appointing proxies is not applicable. The registers as required under Companies Act 2013 and the document that are required to be kept open in terms of resolutions provided in the AGM notice are all open for inspection. Members who have not voted earlier through remote e-voting can cast their vote in the course of the meeting through e-voting facility. Since the notice has already circulated to all the members I take the notice convening the meeting as read.

Dear shareholders, this is obviously not the setting we are used to. But I am again honored to update you today on the progress we are making together with our employees to engineer a better world. Since the inception of the pandemic, we are focused upon three primary priorities, which are meeting critical customer needs, safeguarding the health and safety of our employees and ensuring business continuity. I'm extremely proud of and thankful for the commitment and work and resourcefulness of our employees. Even though large parts of the world are under lockdown, the majority of our employees are working remotely; together we have been able to keep your company fully functioning.

I would like to give a few examples. At the outset of the pandemic our colleagues in different parts of the world worked around the clock to ensure that we transition more than 8,000 employees to work-from-home. Many of our key clients have taken the necessary steps to reduce the, spend and preserve cash since the outbreak of the pandemic. This has impacted demand for Tata Technologies' services in almost every region of the world. But our operating teams however have worked diligently to align revenue and expense hence ensuring that your company has remained profitable throughout the current crisis.

Moreover, the discipline and rigor that we have been focused upon, we have focused upon collections and have cash reserves improving during this period. Despite the drop in demand we also worked tirelessly to support our customers during these challenging times, examples include extending "free-of-charge" use of our iGETIT platform to enable idle client teams to undertake online training. Advising CIOs and the IT decision makers on how to facilitate IT work-from-home and prioritizing the delivery of critical services. This demonstration of loyalty and commitment is consistent with our "one team" core value, and we believe will further cement our key plant relationships when market conditions improve.

In conjunction with the CIIT lab of Government Engineering College, our engineers in India had developed a remote-controlled robot called “Medi-ROVER”, which delivers medical supplies to patients in COVID-19 hospitals and consequently minimizes the exposure for frontline medical staff. Your Company has also partnered with Tata Motors to build and assemble ventilators for the Indian healthcare market.

Since the beginning of the current health crisis, we have conducted regular and frequent business reviews to assess the potential effect of COVID-19. The Board of Directors, have also received weekly update from the management team on the progress of actions that have been undertaken to limit the impact of the crisis on operating performance and cash. At this time, whilst we anticipate significant disruption to our operations in the first half of year 2021, we remain confident in our ability to drive improvement to our operating performance in the second half of the fiscal year. Moreover, when this crisis abates, we believe that Tata Technologies will emerge stronger than before poised to seize the continued strong demand for our services and the significant growth opportunities that lay ahead.

The last few months the industry itself have been acutely focused on crisis response and management, making strong, bold moves to shore up their balance sheet and contribute to larger societal effort that have been focused upon flattening the curve and fighting the virus. While tremendous uncertainty remains and the broader fight against the virus is far from over, we’re increasingly seeing signs that our customers are opening manufacturing plants and beginning to ramp up production. We believe that the structural cost improvements and streamlined supply-chain being forced upon the global manufacturing industry right now, we can with long-term vision and re-invention in mind yield the brighter future for many of our customers.

The importance of embracing new ways of working, interjecting greater resilience with the global supply chains and the pivot to new business models, including those driven by digitalization and electrification and self driving capabilities will present significant opportunities for Tata Technologies in the post-COVID world.

Despite the current headwinds, we are confident in our ability to leverage these trends to scale our business and create value in the future.

Despite the current healthcare concerns, mobility will be a major priority for society. It's still reasonable to expect that people will always want to travel from their homes to their place of work or study, the public transportation solutions of the future however will not be able to rely upon the pre-COVID era practices, such as long lines, interaction with other passengers in sometimes cramped buses and trains and physical contact with public surfaces.

Moreover, owner-operated cars and trucks will most likely have to make a shift towards contactless accessibility that may end up eliminating most, if not all the touch points that have existed up to -- until up to now.

Vehicle manufacturers are expected to roll out strategies that will support an increased level of automation. This could include strategies such as the elimination of doors with handles in favor of more advanced gesture-based devices, as well as robot or cleaning systems, capable of sanitizing surfaces on a continuous basis. We can also anticipate a new way of artificial intelligence revolution in the transport sector, in the areas such as booking, scheduling, vehicle boarding and security screening among others. These changes represent vast potential for your company in the future.

Aerospace is fundamental to the support and growth of local and global economies and an essential part of our world as travelers. However, the COVID crisis has had a devastating impact upon the viability of many of its players, over 40 major airlines have grounded their fleets and most have suspended over 90% of their flights. Moreover, some of the most financially secure airlines including the likes of BA have stated that they are in a fight for survival, despite having both a robust balance sheet and a strong backing from the parent company IAG. In plotting how to survive, airlines will need to extend their long-term commitment to safety by reassuring travelers that their health is not at risk once the travel is permitted. The pandemic is likely to accelerate the development of biometrics and statistical analysis of physical and behavioral traits to automate traveler recognition. Processes that avoid physical contact and natural choke points where travelers queue through security and border control will vastly improve passenger experience and reviews, and reduce future potential for transmitting the disease.

Moreover, the interiors of the aircraft are likely to fundamentally change to ensure that “social-distancing” and general hygiene norms can be maintained while passengers are in the air. Measures that reassure travelers that their health is not at risk when travel is permitted can be framed to align with the aerospace industries’ long-term aspirations of safety, seamlessness, improved financial and carbon performance. COVID’s impact on the aerospace sector has been material; the recovery time is likely to be lengthy. However, I believe that the changes that the industry will have to embrace to protect its viability will continue to represent opportunities for your company.

Industrial heavy machinery sector has also slowed as workers have fallen sick countries locked down and companies have struggled to operate while maintaining physical distancing and robust cleaning procedures. Despite the setbacks, the construction, farm and mining industries have not come to a complete halt. As countries begin to gradually reopen there are signs of increased activity across all these sectors, like the mobility and aerospace industries, companies in this sector, namely the Industrial Heavy Machinery, already embraced digitalization, smart devices and automation to help increase sales and allow projects to decrease cost and cope with the reduced number of workers.

In China, road construction companies are adopting driverless technology for its road-pavers and rollers. The unmanned machines are equipped with GPS technology, radar and other sensing equipment and are connected to a remote monitoring center. Some other examples are available on “smart farms” that have even had significant improvements in productivity through the use of digital. Again, we fully expect the digital transformation of these industries and associated products that represent significant demand for your company.

Year 2019/2020 was a challenging year. The global economy was negatively influenced by uncertainties regarding the trade relationship between USA and China, as well as an unresolved Brexit. Falling vehicle sales and the shift towards autonomous connected electric and shared vehicles prompted many of our automotive clients to reprioritize investment decisions and aggressively deploy major cost cutting programs. More than 80% of our services business has been delivered to the global automotive market, Tata Technologies was not able to fully avoid the fallout of these deteriorating market conditions in the year 19-20.

Despite this backdrop, your company achieved Rs. 2,852 crores in revenue, operating margins of 16.5% and earnings per share of a Rs. 60. We had strong cash generation with net cash from operating activities of Rs. 267 crores. Moreover, we returned Rs. 293 crores capital to shareholders, which included dividends of Rs. 182 crores and share buyback of Rs. 111 crores.

We ended this year on a strong note with an accelerating quarter-on-quarter revenue growth of 4.2% and then operating profit growth of 32% in quarter four of FY20. This was achieved on the back of an operating efficiency program that yielded a reduction in operating expense of \$14.5 million in the second half of the year.

We outlined our strategic priorities during the last AGM that were accomplished in that fiscal year, underscore our progress. These include further expanding our market leading reputation for our full vehicle development capabilities by successfully completing engineering and launch of an all new two-door plug-in hybrid sports car from the European OEM, for our European OEM establishing an auto-SAV [ph] Automotive Open Software Architecture Offshore Development Center for our major one, tier-one automotive supplier. This win has proved positive that TTL’s commitment to rebalance its engineering portfolio between mechanical and fast growing software embedded electronic services is beginning to progress well.

Winning significant new business led by digital, which represent 61% of all new businesses during the fiscal year and now forms 22% of our overall services business, accelerating progress outside of automotive with our aerospace business growing by 11% and our industrial heavy machinery business growing by 8.2%. 13.3% growth of our U.S. business on the back of significant improvements in sales force effectiveness,

expanding the TTL Alliance Network by signing a global systems integration partnership with PTC to deliver digital transformation solution to the manufacturing industry. Leveraging of a value-added reseller relationship with Dassault systems, Siemens and Autodesk together with our digital and industry expertise to grow our offshore products business by 11%. Building partnership with leading higher educational institutions in India to address growing skill requirements of our digital workforce. Gaining numerous industry and analysts recognitions including, once again, reinforcing our leadership position in Zinnov Zones' Global ER&D services ratings for 2019.

Our progress reflects the company's commitment to our growth strategy. It starts with our clients and their imperative to transform their product development capabilities. Tata Technologies' ability to create value for clients by combining our global footprint unmatched technology expertise and deep manufacturing industry knowledge continues to set us apart in the marketplace.

Our clients count on us to improve them, their competitive position in an increasingly complex and disruptive environment. Today we serve some of the most progressive companies in the global manufacturing sector and especially pleased that we finished FY20 with more than 37 clients with revenues to Tata Technologies of more than \$1 million, an increase of eight clients from the last year and 18 from five years ago.

Tata Technologies lives at the intersection of digital and physical product. This allows us to "help the world to drive, fly and build and farm by enabling our clients to realize better products"and in so doing, be essential to the markets we serve. The importance of this intersection has been reinforced in the onset of the COVID-19 pandemic. Our clients will need to further assess their balance between fixed and variable costs. They will need supply chains that are less vulnerable to crisis, new markets to operate in and digitally optimized business processes.

Specifically, our Company believes that the current health crisis will accelerate the digitalization of manufacturing and fundamentally change how products are designed, fabricated, used, operated and serviced post-sale. This convergence of digital technologies at manufacturing process, promises to recast the landscape of global manufacturing competition. Given of a pure play focus upon the manufacturing sector, we believe that your company is uniquely qualified to lead the market on this digital transformation journey. Giving back to the communities in which we have a presence is the cornerstone of our existence, both in India and globally.

In India, we continued our flagship Ready Engineer program that has now improved the employability of more than 2,000 engineers since its launch in year 2011. We also supported 300 women from disadvantaged families, and study engineering through a partnership with the Lila Poonawalla Foundation. For the year '21, we are partnered with Sahapedia, an Indian nonprofit organization to capture and develop an online heritage map of Pune's cultural and natural resources.

Ready Engineer program of your Company earned national honor for Ministry of Corporate Affairs in the first National CSR award ceremony held in New Delhi in October 2019. We'll continue to focus upon delivering value to all our stakeholders, being a responsible business in how we serve our clients, creating value in our communities and for our people and driving a strong shareholder value.

This AGM marks the formal departure of two individuals that have played a pivotal role at Tata Technologies' formation, evolution and development, Mr. Patrick McGoldrick stepped down as an Advisor to the board, a position that he has held since 2014, and he relinquished his role as Managing Director and CEO. Mr. Praveen Kadle will leave the Board after serving the organization as a Director for more than 23 years. We would like to thank them both for his enormous contribution. We would like to thank both Mr. McGoldrick and Mr. Praveen Kadle. The recent years of transition and change have been difficult, and are required an extremely high level of personal commitment from the both. We offer them our heartfelt thanks and wisdom very well in their future endeavors.

In closing, I would like to thank all the Tata Technologies' employees around the world for their dedication and commitment to our clients and our business. Based on our proven resilience, the momentum in the business and our continued discipline in executing our core strategy, I'm very confident in our ability to continue creating value for all our shareholders. Thank you so much and stay safe and healthy.

Since there is no observation, qualification or comment by the statutory auditors in the report on financial transactions or matters, which have any adverse effect on the functioning of the company, the Auditor's Report does not require to be read.

I now request Mr. Warren Harris to make his presentation. Thank you.

**Warren Harris:** Thank you, Mr. Chairman. And once again, it is a great privilege for me to be presenting the achievements of your Company over the last 12 months. Over the next 15 minutes, I want to outline the impact of COVID and reiterate some of the Chairman's comments about the actions that we've undertaken to mitigate its effects. I'll then talk a little bit about the financial performance of your Company in FY20 and also outline some of the strategic areas in which we progressed. I'll finish then by, once again highlighting and celebrating some of the remarkable work that our employees are undertaking in different parts of the world to give back to the communities in which they live and work.

As the Chairman positioned in his speech, the global healthcare crisis that began at the beginning of the calendar year in China has now evolved into a global pandemic that has impacted millions of people around the world. Not only has it been a healthcare crisis, it's also had an effect on almost every major economy. Industrial sectors, such as

hospitality and travel are undertaking existential challenge to their viability. And unfortunately, the sector that we support manufacturing; has been profoundly impacted.

If we look at the three industries that make up the majority of our business, automotive is currently struggling with the dual challenge of a precipitous drop in demand, and also the disruption to global supply chains that have been optimized for cost and for just in-time delivery. As the Chairman outlined in his speech, the viability challenge that the aerospace and airline industry is facing globally, it's quite clear I think that governments are going to have to intervene in a material way in the future in order to ensure that the aerospace industry is sustainable.

The industrial heavy machinery sector has not been impacted in the same way that automotive and aerospace has, but there has been an impact due to the lockdown and the stay-at-home orders. They have impacted the availability of workers. And as a result, we've seen a decline in demand from that sector too.

So what have we as an organization done as a response to that? Well, right at the outset of the crisis, we undertook what we referred to as a three-phased response to COVID. At the beginning, our primary focus was on the welfare and health of our employees. We worked diligently to transition more than 8,000 people from our offices around the world to work-from-home. We also had a laser sharp focus on making sure that we aligned costs and revenue. And we were also very focused upon protecting our cash in order to ensure the viability of your Company.

The next phase of our reaction. We've looked to try and take advantage of the crisis with a view to accelerating some of the strategic transformations that we are committed to make as a business. Last year, I shared with you our commitment to rebalance our portfolio, and I also positioned our ambitions to drive improved productivity of our sales and service teams around the world. And we've certainly over the last four to five months, we've looked to take steps during the crisis to ensure that that happens. Some of the companies that have been extremely successful over the last 10 years have been companies that took advantage of the 2008/2009 financial crisis to affect change. Now we've looked to do exactly the same.

And we've also looked to double-down in terms of our commitment to customers. We spent a great deal of face time with decision makers at our customers, and we've looked to position ourselves to be ready for what is likely to be a new normal and to provide services and capabilities for our customers when we ramp up.

In terms of how that manifests itself tangibly in terms of the support that we've delivered to different stakeholder groups, as the Chairman outlined we've moved seamlessly more than 8,000 people to work-from-home mode and we've recognized that this is a time of great insecurity for our employees. And so we've embraced an

emphasis on over communication and we've done that through various forms, but we really ramped up our Zoom enabled town halls with different stakeholder groups around the world. And we've rolled out a healthcare app, which allows us to monitor the health of our employees on a daily basis. We have provided access to re-skilling and learning programs through our online iGETIT program. And more recently we provided services to support the mental health challenges for those individuals that are struggling with the isolation that very often accompanies the stay-at-home in the lockdown orders.

From a customer perspective, again, as I said before, we've looked to increase the face time with key decision makers. We are a virtual company and have been for many, many years. And so we have a great deal of experience of how to work remotely. We've looked to leverage that experience to provide support for our customers that are also transitioning to work-from-home, and we provided access to our, iGETIT platform for key customers free of charge, and we've looked to innovate and build services that we think are going to be aligned again with the new normal and with the needs of our clients, as they ramp up and begin production again.

We've also as a Tata Group Company, continue to commit ourselves to giving back to the communities that are most affected by COVID-19. We partnered with Tata Motors to help them design, develop and build a ventilator in Bangalore. And as the Chairman said, we've also worked with an academic institution in Maharashtra to build a remote controlled robot that can deliver medical supplies to COVID-19 patients and protect the frontline medical services teams from additional infection.

We've also been very focused upon our responsibilities to you, the shareholders. And as the Chairman outlined we've been very aggressive on costs in the first quarter. We've taken \$17.5 million of cost out of our business. That's 25% of the operating costs that we stood in Q4 of last year. And we've also been very rigorous in terms of collections, our cash reserves actually improved almost by 40% in the first quarter. So I think the teams have demonstrated agility and have executed very well in terms of our responsibility to ensuring that the company stays viable.

From the perspective of the new normal, the Chairman outlined the impact that the crisis is likely to have upon the products that are enabled by our key customers. And it's clearly going to have to be changed to the way in which we are transported. There is clearly a change that is going to be required to ensure that consumers of the products that our customers have developed continue to be safe. But we also believe that there's going to be a change to the way in which enterprises conduct themselves. We believe that most organizations are going to focus upon what is core. And that will provide opportunities for carve-outs and additional outsourcing that we believe that the need to drive greater agility and resilience within enterprises that will accelerate digital transformation and we believe that that will provide opportunities for Tata Technologies. And we believe that on-premise heavy IT solutions that will transition to

the cloud as part of a digital transformation. And again, we see opportunities with Tata Technologies as far as that particular change is concerned.

If we look back now on fiscal 19/20, as the Chairman said, the financial results of last year were delivered with a backdrop of deteriorating macro economic conditions. Now the trade war between the United States and China and the uncertainty around Brexit, undermine confidence and got in the way of global trade. The automotive industry was significantly impacted by that.

Passenger vehicle sales dropped by 4% last year, and in the largest market at China vehicle sales actually dropped by 10%. Confidence in China was also undermined by the fact that the Chinese government withdrew the incentives that had attracted a great deal of investment into new electric vehicles since their inception in 2016. So, conditions were very challenging.

At Tata Technologies was not immune to the impact of those conditions. Our revenues dropped quite 3%. We saw deterioration in operating margins and profit after tax. As the Chairman outlined, we took steps during the course of the year. In the second half of the year we took \$14.5 million of operating expense out of the business. And we finished the year very strongly.

We were also able to record a number of strategic achievements in FY20. We had a very concerted effort in diversifying away from exposure to automotive. We grew our aerospace business by 11% and we had a very solid performance in the industrial heavy machinery sector. We've also focused very much upon that markets that represent significant opportunities. And the United States is one of those territories. And I was very pleased with the performance of the United States last year, where we grew by over 13%.

And as the Chairman outlined, we have been very, very focused upon rebalancing our portfolio. And I was very gratified last year to record that 60% of all new business wins was in the area of digital; and digital now makes up more than 20% of our services' portfolio.

We were also able to celebrate a number of high profile customer milestones. We delivered for a Scandinavian OEM, an all new plug-in hybrid electric vehicle. This particular product was designed and developed in Europe, in Sweden, the UK. And it was also developed in India. And we helped this OEM launch the product in China. This particular product includes a number of milestone achievements for your company. It's a lightweight carbon fiber upper structure. It's the first time that we've delivered a vehicle with that technology. And there were a number of other technologies that were successfully integrated into the vehicle so, a very high-profile success for your company. And this particular program was outsourced in its entirety to Tata Technologies.

We worked with Hyundai in the Indian market to deliver a click-to-buy solution. This is a vehicle aggregator solution. It provides a complete buying experience for the consumer and it prevents the consumer from having to visit the dealership. Something that's very important during the COVID period. And we also worked here in the United States with an electric vehicle company that has attracted investments from Amazon, Ford and Cox Automotive. Your Company has been given the responsibility for rolling out almost the entire IT landscape at this company called Rivian. And we're responsible for rolling out the tools in which the digital product is enabled. And we're also rolling out the ERP solutions that connect the digital product to the manufacturing facilities that Rivian is intending to use to produce entry vehicles.

As the Chairman positioned in his speech, we were also successful at the end of last year in securing responsibility for our first software offshore development center. This offshore development center in Bangalore is a sensor that we will partner with GKN on - - and in this center we will develop software for all of the Powertrain components and subsystems that GKN will deliver to their customers globally. This is a key milestone for your Company. Again, it's the first software off shore development center that we've been successful in winning and it's pretty positive that the investment that we've made in skills and capabilities in this area is now starting to be recognized by the market.

I've been very proud of the work that we've undertaken over the last four or five months and indeed in the last fiscal year in support of our customers and in support of driving our operations. I've also been incredibly proud of the work that we undertake around the world. Again, to give back to the communities in which we live and work.

We focused over the last 12 months on a number of things. We continue to encourage the teaching of Science, Technology, Engineering, and Math. We continue to invest in our Ready Engineer program and we have encouraged women from underprivileged locations in India to study engineering. And our employees have given back countless hours in volunteer efforts not just in India but around the world. Some data points in and around that some of these programs, our Ready Engineer program has now graduated over 2,000 people. We've touched over 200,000 students in Maharashtra alone. And as far as the engineering scholarships for women, we've now graduated with 350 women engineers.

In addition to the efforts in India, these efforts have also been replicated in the United States and Europe. And I'm also very pleased this year that we've seen a contribution from some of the smaller territories within Tata Technologies, specifically in Sweden and in China.

The last 12 months have been significantly challenging given the macro economic conditions that we've had to grapple with. And I'm very proud of the agility that your company has demonstrated in the way in which we've executed against our responsibilities. I would like to thank the Chairman. And I'd like to thank the Board of

Directors for that unstinting support and counsel. And I'd also like to echo the Chairman's comments and thank Pat McGoldrick and thank Mr. Praveen Kadle. Not only have they made an incredible contribution to our Company, they've also provided tremendous support to me. And I personally owe them a huge debt of gratitude. So thank you.

**S. Ramadorai:** Thanks a lot, Warren. I would now request Company Secretary, Mr. Vikrant Gandhe to explain the sequence of meeting and the process of voting on the resolutions in the meeting.

**Vikrant Gandhe:** Thank you, Chairman sir. The Companies Act, 2013 provides for electronic voting. Accordingly, the company had provided its members the facility to cast their vote through the remote electronic voting system administered by NSDL. Facility for voting at the meeting is also provided for members present here and who have not voted yet. Members may please go to the voting page of NSDL e-voting website to vote. Mr. Jayavant Bhave, Practicing Company Secretary has been appointed as scrutinizer to scrutinize the votes cast at the meeting and through remote voting. Since the AGM is being held through video conference or other audio visual means and that resolutions mentioned in the notice convening this AGM have been already put to vote through remote e-voting, there will be no proposing and seconding of resolutions. Thank you.

**S. Ramadorai:** Thank you, Vikrant. I now call Mr. Naveen Bothra, who has registered himself to speak at the meeting. Is he there?

**Vikrant Gandhe:** Yes sir, he should be joining.

**S. Ramadorai:** Okay.

**Vikrant Gandhe:** Yeah, he's here.

**S. Ramadorai:** Thank you.

**Vikrant Gandhe:** Go ahead Mr. Bothra, we can see you.

**Naveen Bothra:** Very good afternoon to respected Chairman, Mr. Ramadorai Sir, Mr. Warren Harris, MD & CEO of our Company and all the distinguished Board Members and management team of Tata Technologies. It's a great pleasure going into Company's 26<sup>th</sup> AGM through video conferencing. I'm Naveen Bothra, speaking from Delhi.

I have following points which I've already sent to the secretarial department for consideration, response of the Chairman and management team. Regarding the COVID-19 impact you have already in your opening remarks outlined the short and medium term impact. You can further elaborate on the HR dependence on equipment of our,

revenues are coming from solution services through automotive engineering. And 11%, as you said, from the automotive aerospace. Both are impacted hugely. So, what will be our strategy going forward? What risks, further risks and opportunities we see for our Company? 91% our revenues are coming from the hugely impacted sectors. So, what will be our policy going ahead, will we be diversifying into other new areas of technology? And the performance, as you already spoken about, what will be our future production, all the IT companies and others are saying that it will be not high because of the COVID type of situation. So what will be our Company's policies going ahead? How much of the employees will be working remotely? And what cost savings or other measure will be on our Company in the medium to long-term?

With regards to the strategic corrections towards new technology in the automotive sector, we know that world is moving towards electric vehicle and hydrogen cells and other new technologies from fossil fuel technologies. So specialize, the best example of like value migration to this new electric vehicle technology. So what will be our, if you can tell us about from our current solutions and services business, how much revenue is coming from the traditional fossil fuel technology specifically and the new electric vehicle and hydrogen? And what will be our way ahead going into the future?

As regards buybacks we have done Rs. 111 crores buyback that is around 50% of the proposed, 50% to 55% of the proposed buyback. It seems from the perspective of the shareholders' relationships that one of the major shareholders have retained around 9 lakh shares and others have around 3 lakh shares. Promoters and individual employee shareholders have not participated in it. So, it seems to be selective buyback items. Are there any earlier commitments to buyback from them and all these things? In our view, it should have been actually given, opportunity given to all these shareholders through dividends that have been distributed equally to all the shareholders, because since we are auto-listed company. We were listed that market price and buyback price, all these things will match or the shareholder will decide upon the valuation and all these things. So, we would like to hear from you going ahead, what will be our distribution policy regarding the buyback and dividend distribution to all the shareholders.

And next observation is regarding the IPO listing in the 2018 AGM which I also attended in the Pune. You have sorted your views on the IPO listing on the stock exchanges. And the promoters from the last two years, they have strategically decided that they will divest these investment in Tata Technologies, Tata Motors, they've already decided. We would like to hear from you regarding the IPO enlisting so that the value unlocks for all the shareholders, including employees and all others. And if you can say, maybe send -- Tata Motors' management views about the strategic divestment in our Company will also help us.

Then, a couple of data points I have requested. Concentration of our revenue by the top client, top five clients and top 10 clients, if you can tell us and the onshore/offshore mix of last year? And utilization risks that is vis-à-vis 2019 and 2020? Cost optimization you

talked about and Mr. Warren in his presentation also elaborated, we have saved around 25% more in the first quarter. Even in the last half of last year, last six months, we saved around \$15 million. In view of this, how much more scope we see for the cost realization vis-à-vis our Company's growth policy and business has been, is it going to hit our revenues we will realize with this. Your views about the scope will help us.

And one more suggestion regarding the -- for the Tata Motors result, we present our result in a brief note in the website. If you can present it a little bit more informative and all these things will be helpful for the information of all the shareholders.

S. Ramadorai: Okay.

Naveen Bothra: We wish the management all the very best for its future endeavors. And the opportunity you see in this space, as shareholders are more than pleased to go ahead with the Company for long-term. I propose vote of thanks for all the Board of Directors, all the best. Thank you. Thank you very much.

**S. Ramadorai:** Thank you, Mr. Naveen Bothra for speaking from Delhi and attending this 26<sup>th</sup> AGM over video conferencing. Now, you mentioned a number of questions, mentioned some suggestions also, I'll try to respond to them in the order in which is them. You wanted to know with regard to the COVID-19 short-medium term impact. When you look at the automotive market, the whole area of mobility namely traveling from point A to point B has been going through a fundamental shift in the last couple of years.

And this started even before COVID itself. I think this is because of a number of converging technologies and social trends because we have seen car sharing, ride sharing, increased viability of electric and alternative powertrains, new lightweight materials, the growth of connected and ultimately autonomous vehicles, which means whether it's mechanical, whether it's electronics, whether it's communication, whether it's internet of things, the whole transportation is shifting to what we call as mobility and end-to-end mobility, both physical as well as people the way they do their business.

So essentially a new ecosystem of mobility has come into practice and is evolving. And this will ensure absolutely safe, faster, cheaper, cleaner, safer, and a more efficient and a more customized travel. While under the current conditions nobody can say that, how quickly and what acceleration will take place? But I think we believe as a Company along with the management, this fundamental shift is driving a move away from the personally own-driven vehicles -- personally own-driven vehicles and towards a future mobility system centered around, seamless multimodal transport. And this will include the driverless vehicles as well as shared mobility.

So essentially this is the positioning the Company has been working on by skilling its people and ensuring that we are ready. Now you asked about the policy on work-from-

home, keeping the new normal and its impact on our Company's offerings. I think in my speech, as well as the CEO and MD's presentation, we shifted almost 8,000 people in a very, very short time. This had the support of all of our clients and I must thank them for it. So essentially our decisions going forward whether it is the COVID or the post-COVID will need to balance the welfare and the productivity of our employees with the connectivity and data security concerns of our clients, security is going to be absolutely key. And it's not shifting for the sake of shifting, both our clients, our suppliers, our employees work together in this new normal that's going to be evolving.

What are the steps being taken towards reducing our dependence on the industry automotive? Again, during my speech I outlined that Company's accelerated growth in the year 2020 outside of automotive and our aerospace business growing by 11% and our industry and heavy machinery business growing by 8.2%. I think this is because of our dedicated industry practices and investments in the new skills like I said and the capabilities. So we will focus on adjacencies and all the areas where provided opportunities evolve, create those opportunities or deep-mine our customers across multiple offerings company is capable off.

You said; are we intending to shift our focus to other technology related areas. I think our commitment to rebalance our portfolios led to 61% of all new business wins being in the digital space and Warren also articulated that. TTL's investment in the fast growing embedded electronics domain led to the Company securing the responsibility established an auto-SAV off shore developer center which he also mentioned for a very major tier-one automotive supplier.

The next one you articulated was to our strategic directions towards new technology. I think we understand our major revenues in the automotive engineering segment is still coming from the traditional fossil fuel and internal combustion engine related technology. The world is moving from this to new technologies, electric vehicles or the hydrogen cell technology. And as you know, Tesla is the best example of value migration to the new EV technology.

What is the spread in the current revenue of the Company related to our services, et cetera? During year 2020 TTL alternative fuel technologies program revenues stood at \$18.1 million accounting for 10% of the total ER&D revenue from auto sector whereas the total of the auto sector was \$178.2 million. So we got about \$18.1 million in the new area.

Now, what further steps are we, taking to augment our revenues in the emerging new technologies in the transportation or the automotive sector? We are perceived in the market or we are positioning and the brand that we want to make it visible through our collective expertise is as a leading ESO player to offer capabilities in this area -- with that excellent capability in the light-weighting, which is critical for the EV battery installation solutions and the integration of the vehicle with the propulsion systems. And TTL has

worked with leading established OEM leading startups in this area. And TTL continues to build future project pipeline in this area with key customers.

Also, like we said, we're trying to concentrate on the digital revenue including the embedded engineering, digital enterprise, Industry 4.0 and a very, very digital customer experience. So we own 20% of the services revenue from digital services in the year 19/20, \$68 million out of the total services revenue of \$333 million.

You raised the issue of the buyback. The Company launched the buyback plan primarily with the objective to provide liquidity and an exit to the small individual shareholders. The plan was available to all shareholders and not to some selected shareholders. Promoters decided not to participate to facilitate participation of a larger pool of smaller shareholders. The decision to participate in the buyback plan was of individual shareholders, depending on the liquidity requirements or needs and their own future performance expectations from your Company.

I think the comment with regard to an equal opportunity for all shareholders, again the share buyback plan is also non discriminatory and is available to all the shareholders to participate like I said. Moreover from FY21 dividend is taxable in the hands of shareholders, will all payout through the buyback or exempt from tax in the hands of shareholders. We'll continue to work -- and diligently work on the best option to distribute wealth to all the shareholders.

You raised an issue of IPO or listing, there is no plan of IPO under consideration of the Board. We will come back to the shareholders, it's such a plan at an appropriate plan whenever if we consider it. At present the Company is focusing on creating shareholder value through improvement and its performance like the articulated through the entire speech and the presentation of the CEO and the management being completely aligned to this.

I think you asked a question about the strategic thinking of the promoters Tata Motors for disinvestment. While in the past Tata Motors have stated their intention to divest from TTL. They're not aware of any ongoing efforts in this regard. Will again come back to the shareholders and may become aware of such a situation if any.

You wanted me to share the following data points. The concentration of revenue share in terms of service revenue, the top customer in 2019 was 27%, in 2020, 25%. The top five customers in 2019, was 58% and in 2020, 56%. The top 10 customers were 66% in 2019 and 65% in 2020. On the offshore/onshore percent, onshore revenue as a percentage of 71% in 2019, this came down to 68% in 2020. The low cost countries the revenue as a percentage because we offshore look at not only India but the low cost countries was 29% in 2019 and it has become 32% in 2020.

Utilization rate was 85.2% in 19 and 83.3% in 20. With regard to the cost optimization and taking out \$14.5 million in the second half of the year, due to the various cost rationalization measures the Company has absolutely focused on an aggressive cost reduction during the COVID period by using all government support schemes like furloughs et cetera, optimization of travel and non essential expenses, contractor reduction. Post-COVID period the company intends to extend its cost optimization plan to include offshoring of project delivery, reduction in travel and infrastructure costs, a combination of work-from-home as well as office, all the shared services will be support functions, optimal use of the mobility solution to reduce the contract labor, but essentially optimizing everything which is necessary. And it's a journey and will be continuously focused upon in addition to the revenue building in the new areas as well as position in the existing areas.

I think, you made a suggestion with regard to the quarterly results. I think I just want to say we are not required to publish quarterly results on the website as we are not a listed company. However, respecting the shareholders' desire in one of an earlier AGM of the Company, we started sharing quarterly results broadly in the format which is used by a listed company. Here are the opinion the information provided on the website currently is adequate to keep all the shareholders informed of the performance of the Company. And any enhancement in disclosure will be evaluated by the Company as we deem appropriate.

We want to thank you for wishing the management all the very best. And we respect your questions, respect your opinions. And I hope I've answered all the questions. Thank you so much.

The results; all I want to thank everyone, my Board of Directors, the shareholders, and everyone else from the management for attending this meeting and their continued support. With your consent, I and the Board of Directors would like to leave the meeting. And I request all the shareholders to stay safe and healthy. Vikrant, you'll continue with the proceedings on the voting of the AGM to be read by the Company. And you'll be taking it forward. And I thank all of you again. Thank you so much.

**Vikrant Gandhe:** Dear shareholders, the e-voting has been kept open for 15 minutes as mentioned by the Chairman. You can complete the voting. Thank you so much for attending the meeting. I would like to state that the requisite quorum was open throughout the meeting. Results of the AGM will be announced by the Company on or before July 30, 2020. With this, we conclude the meeting, but the voting continues for the next 15 minutes. Thank you, shareholders and directors for attending the meeting.

**S. Ramadorai:** Thank you so much. Thanks everyone.

**Praveen Kadle:** Thank you everyone.

**Warren Harris:** Thank you everybody. Thank you. All the best.