



**ADDENDUM TO THE NOTICE OF TWENTY-EIGHTH
ANNUAL GENERAL MEETING OF THE COMPANY**

Addendum to the Notice dated May 31, 2022 convening the Twenty-Eighth Annual General Meeting of the Company scheduled to be held on Friday, July 1, 2022 at 03:00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 9 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated May 31, 2022 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass 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.

By Order of the Board of Directors

**Vikrant Gandhe
Company Secretary
Membership No. F4757**

Date: June 21, 2022
Place: Pune, Maharashtra

Registered Office:

Tata Technologies Limited
Plot No 25, Rajiv Gandhi Infotech Park,
Hinjawadi, Pune – 411057

TATA TECHNOLOGIES
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Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 28th AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at www.tatatechnologies.com and website of NSDL at www.evoting.nsdl.com.
4. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 28th AGM shall *mutatis-mutandis* apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 28th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 28th AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

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

Pursuant to the provisions of Section 149(1) of the Companies Act, 2013, the Company is required to appoint Independent and Woman Director on the Board of the Company in place of Ms. Nivruti Rai, who ceased to be a Director of the Company w.e.f. close of business hours on March 11, 2022.

In compliance with the above provisions, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Aarthi Sivanandh (DIN - 00140141) as an Additional Director, in the category of Independent and Woman Director, w.e.f. June 11, 2022 pursuant to Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Pursuant to section 161 of the Companies Act, 2013, Ms. Aarthi Sivanandh (DIN - 00140141) will hold office upto the date of the ensuing AGM.

The Company has received a notice in writing, under the provision of Section 160 of the Companies Act, 2013, from a member, proposing her candidature as an Independent and Woman Director of the Company. Since the proposed appointment has already been recommended by the Nomination and Remuneration Committee of the Board of the Company and the appointment of Ms. Aarthi Sivanandh (DIN - 00140141) is being made as an Independent and Woman Director, the requirement of receiving a deposit of Rupees One lakh from the member proposing her candidature, is not applicable.

The Company has received from Ms. Aarthi Sivanandh (DIN - 00140141) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Aarthi Sivanandh (DIN - 00140141), the Non-Executive Independent and Woman Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Aarthi Sivanandh (DIN - 00140141) as a Non- Executive Independent and

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Woman Director setting out the terms and conditions is available for inspection without any fee for the members at the Company's registered office during normal business hours on working days up to the date of AGM. The resolution seeks the approval of members for the appointment of Ms. Aarthi Sivanandh (DIN - 00140141) as a Non- Executive Independent and Woman Director of the Company for the period of three years from June 11, 2022 to June 10, 2025 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

No Director, Key Managerial Personnel or their relatives, except Ms. Aarthi Sivanandh (DIN - 00140141), to whom the resolution relates, is interested or concerned, financially or otherwise in the resolution.

The Board recommends the resolution set forth in Item No. 9 of the accompanying Notice for approval of the members.

By Order of the Board of Directors

Vikrant Gandhe
Company Secretary
Membership No. F4757

Date: June 21, 2022

Place: Pune, Maharashtra

DETAILS OF DIRECTOR SEEKING APPOINTMENT:

Particulars	Details
Name	Aarthi Sivanandh
Date of Birth	July 4, 1977
Date of Appointment	June 11, 2022
Qualifications	Master of Law, LL.M, Tulane University Law School, USA Bachelor of Commerce, Stella Maris College, University of Madras Bachelor of Law, The Tamil Nadu Dr. Ambedkar Law University, Chennai
Expertise in specific functional areas	Corporate Law and Finance
Directorships held in other Public Companies (excluding foreign and Section 8 Companies)	One
Memberships/ Chairmanships of committees of other public companies	One
Number of shares held in the Company	Nil
Number of Meetings of the Board of Directors attended during FY 2022-23	NA
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None
Last drawn Remuneration	NA

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