

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of Tata Sons Private Limited will be held on Monday, April 25, 2022, at 2:30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means to transact the following special business:

1. **Appointment of Mr. Vijay Singh (DIN: 06610802) as a Director 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 Mr. Vijay Singh (DIN: 06610802) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 11, 2022 and who is eligible for appointment and has consented to act as a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation as per the Articles of Association of the Company.”

2. **Re-appointment of Mr. N. Chandrasekaran (DIN: 00121863) as the Executive Chairman 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 196 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Articles of Association, the Company hereby approves the re-appointment of Mr. N. Chandrasekaran (DIN: 00121863) as Executive Chairman of the Company with substantial powers of management, for a further period of 5 (five) years from February 21, 2022 to February 20, 2027 (both days inclusive), upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. N. Chandrasekaran.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. **Appointment of Mr. Leo Puri (DIN: 01764813) as an Independent Director 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 Mr. Leo Puri (DIN: 01764813) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 24, 2022 and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Leo Puri who is eligible for appointment and meets the criteria of independence, be and is hereby appointed as an Independent Director of the Company, pursuant to the provisions of Articles of Association of the Company, to hold office for a term of 3 (three) years commencing from March 24, 2022 to March 23, 2025 (both days inclusive), not liable to retire by rotation.”

NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EGM") through Video Conferencing / Other Audio-Visual Means ("VC/ OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), and aforesaid MCA Circulars, the EGM of the Company is being held through VC/ OAVM on Monday, April 25, 2022, at 2.30 p.m. (IST). The deemed venue for the EGM would be Bombay House, 24 Homi Mody Street, Mumbai – 400 001.
2. The Members can join the EGM through VC/OAVM 30 minutes before and 15 minutes after the scheduled time of the commencement of the EGM through the link: https://www.tata.com/_TataSonsEGM
3. Members who need assistance in connection with using the technology before or during the EGM, may reach out to the Company officials at +91 9819 309 900 / +91 9820 989 422.
4. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a show of hands, unless demand for a poll is made by any Member in accordance with Section 109 of the Act. In case of a poll on any resolution at the EGM, Members are requested to convey their vote by e-mail at csteam@tata.com
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 1-3 of the Notice is annexed hereto. Relevant details, as per the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, with respect to the Directors seeking appointment/ re-appointment at this EGM, pursuant to Item Nos. 1-3 of the Notice are annexed hereto.
6. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. The facility for appointment of proxies by Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.**
7. Trusts and Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail to csteam@tata.com
8. In compliance with the MCA Circulars, Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are available with the Company.
9. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
10. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the EGM at csteam@tata.com
11. The Notice will also be available on the Company's website at <https://www.tata.com/tatasons/documents>

By Order of the Board of Directors

Suprakash Mukhopadhyay
Company Secretary
ACS 10596

Place : Mumbai
Date : March 24, 2022

Registered Office:
Bombay House,
24 Homi Mody Street,
Mumbai 400 001
CIN: U99999MH1917PTC000478
Website: www.tata.com

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 (“Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1-3 of the accompanying Notice:

Item No. 1:

Mr. Vijay Singh (DIN: 06610802) was appointed on the Board of the Company as a Trust Nominee and a Non-Executive Director with effect from June 17, 2013. In accordance with the retirement age policy for Directors, Mr. Vijay Singh retired with effect from July 14, 2018.

The Board reviewed the retirement age policy for Directors and amended the policy to provide flexibility to Tata Trusts to nominate Directors on the Board of the Company. Accordingly, the Tata Trusts have nominated Mr. Vijay Singh pursuant to Article 104B of the Articles of Association of the Company.

The Board took note of the same and appointed Mr. Vijay Singh as an Additional Director w.e.f. February 11, 2022. Mr. Vijay Singh is eligible to be appointed as a Director and has also consented to act as Director of the Company. The Board considers it desirable that the Company should continue to benefit from his association.

A brief profile of Mr. Vijay Singh is as follows:

Vijay Singh is a retired IAS officer of Madhya Pradesh cadre (1970 batch). Mr. Singh has handled several important assignments both in Madhya Pradesh and at the Centre during his 37-year career. At the Centre, the positions he held included Director, Department of Culture; Joint Secretary and Financial Adviser in the Ministry of Health; Additional Secretary and Financial Adviser in the Ministry of Chemicals and Fertilizers; and Additional Secretary in the Ministry of Information and Broadcasting.

He became Chief Secretary of the Madhya Pradesh Government in October 2004 and served there until January 2006. Thereafter, he served as Secretary to the Government of India in the Department of AYUSH and later in the Department of Road Transport and Highways, before becoming Defence Secretary in August 2007. He served as a member of the Union Public Service Commission until April 2013.

Additional details of Mr. Vijay Singh, as required pursuant to Secretarial Standard 2 on General Meeting, have been given in the Annexure to this Notice.

The Board recommends the resolution at Item No. 1 of the accompanying Notice for approval of the shareholders.

Mr. Vijay Singh and his relatives are deemed to be concerned or interested in Resolution at Item No. 1. None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the aforesaid Resolution.

Item No. 2:

In January 2017, the Board had appointed Mr. N. Chandrasekaran (DIN: 00121863) as Executive Chairman for a term of five years w.e.f. February 21, 2017. The shareholders approved the terms and conditions of the appointment at the Annual General Meeting held on September 21, 2017.

The Board of Directors at its meeting held on February 11, 2022 unanimously re-appointed Mr. N. Chandrasekaran as Executive Chairman for a further period of five years from February 21, 2022 to February 20, 2027 (both days inclusive). Considering his knowledge, experience and performance, the Board is of the opinion that his re-appointment as Executive Chairman would immensely benefit the Company.

A brief profile of Mr. N. Chandrasekaran is as follows:

Mr. N. Chandrasekaran is the Executive Chairman of the Board of Tata Sons Private Limited, the holding company and promoter of Tata group companies.

Mr. N. Chandrasekaran joined the Board of the Company in October 2016 and was appointed as Executive Chairman w.e.f. February 21, 2017. He also chairs the Boards of several group operating companies, including Tata Steel, Tata Motors, Tata Power, Air India, Tata Chemicals, Tata Consumer Products, Indian Hotels and Tata Consultancy Services (TCS) – of which he was Chief Executive from 2009-2017.

His appointment as Chairman followed a 30-year business career at TCS, which he joined from university. Mr. N. Chandrasekaran rose through the ranks at TCS to become CEO and Managing Director of the leading global IT solution and consulting firm. Under his leadership, TCS generated total revenue of US \$16.5 billion in FY 2015-16 and consolidated its position as the largest private sector employer in India and the country's most valuable company.

In addition to his professional career at Tata, Mr. N. Chandrasekaran is on the International Advisory Council of Singapore's Economic Development Board. He is the Chairman of Indian Institute of Management, Lucknow, as well as the President of the Court at the Indian Institute of Science, Bengaluru. He is the member of Bocconi's International Advisory Council and the Co-Chair of the India US CEO Forum. He is on the Board of Governors of New York Academy of Sciences and has been elected as an International Member of the United States National Academy of Engineering (NAE).

Mr. N. Chandrasekaran was conferred with the Padma Bhushan, one of the highest civilian awards in India, for distinguished service in the field of trade and industry in 2022. He has been awarded several honorary doctorates by leading Universities in India and internationally, including an honorary Doctor of Letters from Macquarie University, Australia, honorary Doctor from Nyenrode Business University, Netherlands, honorary Doctor of Science by the Aligarh Muslim University and Doctor of Letters from the Regional Engineering College, Trichy, Tamil Nadu, where he completed a Masters degree in Computer Applications before joining TCS in 1987.

Additional details of Mr. N. Chandrasekaran, as required pursuant to Secretarial Standard 2 on General Meeting, have been given in the Annexure to this Notice.

The main terms and conditions of the re-appointment of Mr. N. Chandrasekaran (hereinafter referred to as "Executive Chairman" or "Mr. N. Chandrasekaran") are as follows:

1. Tenure of Appointment:

The appointment of the Executive Chairman is for a period of five years i.e. from February 21, 2022 to February 20, 2027 (both days inclusive).

2. Duties & Power:

2.1. The Executive Chairman shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors (or herein after referred to as Board) from time to time and exercise substantial powers of management including such other powers as may be specifically assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the businesses of its Subsidiaries / Affiliates, including by serving on the Board of some of its Subsidiaries / Affiliates as long as he holds the position of Executive Chairman of the Company. Serving on the Boards of Subsidiaries/ Affiliates will be deemed to be a part of the duties of the Executive Chairman.

2.2. The Executive Chairman shall employ the best of his skills and ability and make his utmost endeavours to promote the interests and welfare of the Company and its Subsidiaries / Affiliates and to conform to and comply with the policies and regulations adopted by the Company and all such orders and directions as may be given to him from time to time by the Board.

2.3. The Executive Chairman shall perform his duties from such location as may be directed by the Board.

3. Remuneration:

a. Basic Salary:

Basic Salary of Rs. 35.20 lakhs per month; up to a maximum of Rs. 70.00 lakhs per month. The annual increment in the Basic Salary, which will be granted effective 1st April in each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance as well.

b. Benefits, Perquisites, Allowances and Retirals:

Mr. N. Chandrasekaran will also be entitled to benefits, perquisites and allowances as set out below:

- i. Accommodation (furnished or otherwise) owned or leased by the Company, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs plus a Special Allowance of 85% of Basic Salary

OR

House Rent and House Maintenance Allowance aggregating to 85% of the Basic Salary.

- ii. Medical allowance, leave travel allowance, other allowances; and perquisites in accordance with the rules of the Company or as may be agreed to between the Board of Directors and Mr. N. Chandrasekaran, subject to a maximum of 55% of his Basic Salary.

Mr. N. Chandrasekaran will also be provided up to two cars maintained by the Company and drivers, telecommunication facilities at residence, medical expense for major illness and hospitalization expenses for self, spouse and dependent children, Personal Accident Insurance, Club fees which, along with the perquisite value of accommodation provided, shall not be included in computing the value of the perquisites.

For the purposes of calculating the above ceiling, perquisites and allowances shall be evaluated as per the current Income Tax Rules wherever applicable. In the absence of such Rules, perquisites and allowances shall be evaluated at actual cost.

Mr. N. Chandrasekaran will be entitled to housing loan as per Company Policy and income tax valuation of housing loan perquisite shall not be included in the computation of perquisites for calculating the aforesaid ceiling of 55%.

Mr. N. Chandrasekaran will be entitled to Company's contributions to the Provident Fund and Superannuation or Annuity Fund and/or Allowance in lieu thereof, Gratuity and encashment of leave payable as per the rules of the Company, which shall not be included in the computation of the limits for remuneration or perquisites and allowances as aforesaid.

c. Commission:

In addition to Basic Salary, Benefits, Perquisites, Allowances and Retirals, the Executive Chairman would be paid such remuneration by way of Commission, calculated with reference to the net profit of the Company in each financial year, as may be determined by the Board of the Company. The specific amount payable to the Executive Chairman will be based on his performance evaluation and will be payable annually after the annual accounts have been approved by the Board.

d. Long Term Incentive Plan:

Mr. N. Chandrasekaran shall also be entitled to Long Term Incentive Plan ('LTIP') based on certain performance criteria as may be laid down by the Board and/ or Committee thereof, duly authorised in this behalf.

e. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the Executive Chairman by way of Basic Salary, Benefits, Perquisites, Allowances, Retirals and LTIP, subject to further approvals as required under the Act or any modification(s) thereof, if any.

f. Special Retirement Benefits:

Mr. N. Chandrasekaran would be eligible for Special Retirement Benefits as per the Rules of the Company, at the time of retirement from the Company.

4. Termination:

The Agreement between the Company and Mr. N. Chandrasekaran may be terminated earlier, without any cause, by either party by giving to the other party six months notice of such termination or the Company paying six months remuneration which shall be limited to Salary, Benefits, Perquisites, Allowances and at the discretion of the Board, any pro-rated Commission/ Incentive Remuneration, as may be applicable, in lieu of such notice.

5. Other term:

The terms and conditions of the appointment of the Executive Chairman may be altered and varied from time to time by the Board as it may, in its discretion deem fit, in such manner as may be agreed to between the Board and the Executive Chairman, subject to such approvals as may be required.

The Board recommends the resolution at Item No. 2 of the accompanying Notice for approval of the shareholders.

Mr. N. Chandrasekaran and his relatives are deemed to be concerned or interested in Resolution at Item No. 2. None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the aforesaid Resolution.

Item No. 3:

The Board of Directors has appointed Mr. Leo Puri (DIN: 01764813), as an Additional Director of the Company and also as an Independent Director, for a term of three years from March 24, 2022 to March 23, 2025 (both days inclusive), subject to approval of the shareholders. The approval of the shareholders is sought for his appointment as a Director and also as an Independent Director of the Company.

Mr. Leo Puri is eligible to be appointed as a Director and has also consented to act as Director of the Company. In the opinion of the Board, Mr. Leo Puri fulfils the conditions for appointment as an Independent Director and meets the requirements of independence as specified in the Articles of Association of the Company.

The terms and conditions of appointment of Mr. Puri shall be open for inspection electronically for the Members during the EGM and same can be accessed by writing to csteam@tata.com

A brief profile of Mr. Leo Puri is as follows:

Mr. Leo Puri is a financial sector veteran with over 30 years' experience in consultancy and finance. He joined JPMorgan Chase at the end of 2020 and is presently based in Singapore.

Mr. Puri spent several years with McKinsey & Company, where he played different roles as a Senior Partner, in India, as well as across Asia and served on the Firm's partner election committees. From 2013-2018 Mr. Puri was with UTI Asset Management Company located in Mumbai, India. As the Managing Director and CEO he led the transformation of India's oldest AMC, evolving from state owned to independent board managed institution. UTI AMC manages public listed Equity, fixed income, pensions, and alternative assets. Mr. Puri reset strategy, hired leadership team, built alignment among Government shareholders and Board. He has also served as a Managing director and general partner of Warburg Pincus, based in Mumbai, 2007-2012, with responsibilities for leading investments across sectors.

Mr. Puri holds Board positions in Hindustan Unilever and Dr. Reddy's Laboratories. He previously held Board positions in Infosys Limited, Max New York Life/Healthcare/Bupa and Bennet & Coleman, Northern Arc and BillDesk. He has served as Chairman of Association of Mutual Funds in India (AMFI) and served on several government and regulatory advisory committees.

Additional details of Mr. Leo Puri, as required pursuant to Secretarial Standard 2 on General Meeting, have been given in the Annexure to this Notice.

Considering his experience and expertise, the Board is of the opinion that his appointment as Independent Director would immensely benefit the Company.

The Board recommends the resolution at Item No. 3 of the accompanying Notice for approval of the shareholders.

Mr. Leo Puri and his relatives are deemed to be concerned or interested in Resolution at Item No. 3. None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the aforesaid Resolution.

By Order of the Board of Directors

Suprakash Mukhopadhyay
Company Secretary
ACS 10596

Place : Mumbai

Date : March 24, 2022

Registered Office:

Bombay House,

24 Homi Mody Street,

Mumbai 400 001

CIN: U99999MH1917PTC000478

Website: www.tata.com

Annexure to the Notice

Details of Directors seeking appointment / re-appointment as required in terms of Clause 1.2.5 of Secretarial Standard 2 on General Meetings:

Name	Mr. Vijay Singh	Mr. N. Chandrasekaran	Mr. Leo Puri
Designation	Non-Executive Director	Executive Chairman	Non-Executive, Independent Director
Age	73 years (13.07.1948)	58 years (02.06.1963)	61 years (03.01.1961)
Qualifications	M.A. (History)	Bachelor's Degree in Applied Science and also a Master's degree in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu	Master's degree in P.P.E. from Oxford University, UK and a Master's degree in Law from University of Cambridge, UK
Experience	Wide experience in civil service, defence sector and overall business management	Wide experience in information technology and overall business management	Wide experience in consultancy and finance
Terms and conditions of Appointment / Re-appointment	Appointment as a Non-Executive Director w.e.f. February 11, 2022	Re-appointment as Executive Chairman for a term of 5 years w.e.f. February 21, 2022	Appointment as a Non-Executive, Independent Director for a term of 3 years w.e.f. March 24, 2022
Details of Remuneration sought to be paid	Commission	As mentioned in the explanatory statement to Item No. 2	Commission
Remuneration last drawn	Rs. 1 crore for FY 2018-19	Rs. 90.97 crore for FY 2020-21	NA
Date of first appointment on the Board	First Appointment w.e.f.: June 17, 2013 Retired w.e.f.: July 14, 2018 Current Appointment w.e.f.: February 11, 2022	October 25, 2016	March 24, 2022
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
Number of Meetings of the Board attended during FY 2021-22 (9 Meetings were held)	1	9	-

Name	Mr. Vijay Singh	Mr. N. Chandrasekaran	Mr. Leo Puri
Other Directorships	Alamelu Charitable Foundation Assam Cancer Care Foundation Tata Advanced Systems Limited Tata Boeing Aerospace Limited Tata Lockheed Martin Aerostructures Limited Tata Sikorsky Aerospace Limited	Tata Consultancy Services Limited Tata Steel Limited Tata Motors Limited The Indian Hotels Company Limited The Tata Power Company Limited Tata Consumer Products Limited Tata Chemicals Limited Tata Digital Private Limited Air India Limited TCS Foundation Tata Limited Jaguar Land Rover Automotive PLC	Hindustan Unilever Limited Dr. Reddy's Laboratories Limited
Membership / Chairmanship of committees of other Boards	<p><u>Tata Advanced Systems Limited:</u> Corporate Social Responsibility Committee - Chairman Nomination and Remuneration Committee - Member Audit Committee - Member</p> <p><u>Tata Lockheed Martin Aerostructures Limited:</u> Corporate Social Responsibility Committee - Chairman Nomination and Remuneration Committee - Member</p> <p><u>Tata Sikorsky Aerospace Limited:</u> Audit Committee - Chairman Corporate Social Responsibility Committee - Member Nomination and Remuneration Committee - Member</p> <p><u>Tata Boeing Aerospace Limited:</u> Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member</p>	<p><u>Tata Consultancy Services Limited:</u> Corporate Social Responsibility Committee - Chairman Executive Committee of the Board - Chairman Nomination and Remuneration Committee - Member</p> <p><u>Tata Steel Limited:</u> Executive Committee of the Board - Chairman Nomination and Remuneration Committee - Member</p> <p><u>Tata Motors Limited:</u> Nomination and Remuneration Committee - Member</p> <p><u>The Indian Hotels Company Limited:</u> Nomination and Remuneration Committee - Member</p> <p><u>The Tata Power Company Limited:</u> Executive Committee of the Board - Chairman Nomination and Remuneration Committee - Member</p> <p><u>Tata Consumer Products Limited:</u> Nomination and Remuneration Committee - Member</p> <p><u>Jaguar Landrover Automotive PLC</u> Remuneration Committee - Member</p>	<p><u>Hindustan Unilever Limited</u> Stakeholders Relationship Committee - Member Corporate Social Responsibility Committee - Member</p> <p><u>Dr. Reddy's Laboratories Limited</u> Risk Management Committee - Member Science, Technology and Operations Committee - Member</p>