



NOTICE IS HEREBY GIVEN THAT THE EIGHTY FIRST ANNUAL GENERAL MEETING OF TATA INDUSTRIES LIMITED will be held on Tuesday, August 12, 2025, at 4:00 p.m. (IST) in the Conference Room No. 101, 1st Floor, Bombay House, 24 Homi Mody Street, Mumbai 400 001, to transact the following business -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Eruch Kapadia (DIN: 02230412), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Ms. Sucharita Choudhury (DIN: 06808315) as a Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Sucharita Choudhury (DIN: 06808315), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective July 14, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any modification or re-enactment thereof) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, designated as Non-Executive Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. Re-appointment of Mr. K.R.S. Jamwal (DIN: 03129908) as a Whole-time Director of the Company designated as an Executive Director.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read along with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the Articles of Association of the Company, the consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. K.R.S. Jamwal (DIN: 03129908) as the Whole-time Director (Key Managerial Personnel), designated as Executive Director of the Company, for a term of one year commencing from July 1, 2025 to June 30, 2026 (both days inclusive), as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions including remuneration 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 re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Jamwal.



TATA INDUSTRIES LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001
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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."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified scanned copy of their resolution authorising them to attend and vote on their behalf at the AGM by e-mail to tataind@tata.com.
3. In terms of Section 152 of the Act, Mr. Eruch Kapadia (DIN: 02230412), Non-Executive Director of the Company, retires by rotation and being eligible, has offered himself for re-appointment. The Board of Directors of the Company commends his re-appointment. The relevant details as per the Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India with respect to said re-appointment are enclosed as Annexure to this notice.
4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business of the Notice is annexed hereto. The relevant details, as required under the SS-2, with respect to the Directors seeking appointment/ re-appointment and fixation of director's remuneration at this AGM, are enclosed as Annexure to this notice.
5. The Notice of AGM along with the Annual Report for the financial year 2024-25 are being sent by way of e-mail to all the Members. A copy of the Annual Report will also be available on the website of the Company at <https://tataindustries.com/investors.htm>.
6. Since the Company is not required to conduct e-voting, the voting at the AGM shall be conducted through 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 AGM, the Members are requested to convey their vote by e-mail to tataind@tata.com.
7. The Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and Folio No./ DP Id & Client Id), upto the date of the AGM by e-mail to tataind@tata.com.
8. The extract of Register of Members as maintained by the Registrars and Share Transfer Agents, Register of Directors and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, the Annual Report for the financial year 2024-25 and other relevant documents as required to be kept open in terms of resolutions provided in the AGM Notice will be available electronically for inspection by the Members during the AGM. The same can be accessed by writing an e-mail to tataind@tata.com.



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9. In terms of the requirements of the SS-2, the Attendance slip, Proxy form and Route Map for the AGM venue have been enclosed.

By Order of the Board of Directors,
For and on behalf of
Tata Industries Limited



Sneha Valeja
Company Secretary
ICSI Membership No.: A49007

Mumbai, July 21, 2025

Registered Office:
Tata Industries Limited
Bombay House,
24, Homi Mody Street,
Mumbai 400 001
CIN - U44003MH1945PLC004403

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EXPLANATORY STATEMENT

The following Explanatory Statement sets out all material facts relating to the special business mentioned under Item Nos. 4 and 5 of the Notice:

Item No. 4:

The Board of Directors appointed Ms. Sucharita Choudhury (DIN: 06808315) as an Additional Director (Non-Executive Director) w.e.f. July 14, 2025. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act), Ms. Choudhury will hold office as an Additional Director up to the date of this AGM and is eligible for appointment as a Director of the Company and has consented to act as Director of the Company.

Brief Profile:

Ms. Sucharita Choudhury is the President, Business Development & Corporate Affairs, at Tata Sons

Ms. Choudhury joined Tata Sons in 2017, where she was part of the Chairman's office. She has led several strategic initiatives in the group, including Tata Sons' investment in Agratas Ltd., the battery manufacturing company with operations in India and UK, induction of a strategic partner in Air India and the consolidation of the group aviation business in Air India. Ms. Choudhury is a member of the Board of Agratas Ltd.

Prior to joining Tata Sons, Ms. Choudhury, as an entrepreneur, led the incubation of two new businesses including launch of a range of personal care products for kids and teenagers, and a digital platform to find teachers & trainers in Mumbai.

Before that, Ms. Choudhury was the Director of Technology, Telecom & Media, Investment Banking at Bank of America Merrill Lynch in India, for more than a decade. In this role, she developed a wide-ranging experience in advising leading international and Indian companies, on corporate strategy, mergers & acquisition, and capital raising initiatives. She has led some of the largest transactions in the Indian technology, telecom & media sectors including cross border M&A, domestic and international equity and bond listings. Ms. Choudhury started her professional career in Tata Interactive Systems, a company she joined in 1998.

Ms. Choudhury completed the Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta in 1998 and BA in Economics from the Shri Ram College of Commerce, Delhi University in 1996. Ms. Choudhury was a Delhi University rank holder in the BA Economics programme.

Considering her knowledge, experience and skills, the Board is of the opinion that her appointment would immensely benefit the Company.

The relevant details of Ms. Choudhury, pursuant to the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, are provided in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval of the Members by way of an Ordinary Resolution.

Except Ms. Choudhury and her relatives, none of the other Directors or Key Managerial Personnel (KMP) and their relatives are deemed to be concerned or interested in the aforesaid resolution.



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Item No.5:

Mr. K.R.S. Jamwal (DIN: 03129908) was appointed as the Whole-time Director, designated as Executive Director of the Company, by the Members of the Company at the 76th AGM held on September 3, 2020, for a period of 5 years commencing from July 1, 2020 to June 30, 2025.

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and pursuant to the performance evaluation of Mr. Jamwal as a Member of the Board and considering his knowledge, experience and skills, which would be beneficial to the Company, the Board, at its meeting held on June 28, 2025, approved his re-appointment as the Whole-time Director (Key Managerial Personnel), designated as Executive Director of the Company (hereinafter referred to as "ED"), for a term of one year, i.e., with effect from July 1, 2025 to June 30, 2026 (both days inclusive), subject to approval of the Members.

The Company has received from Mr. Jamwal (i) Consent to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules); and (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164 of the Act.

The Company has, in terms of Section 160(1) of the Act received, in writing, notice from a Member, proposing Mr. Jamwal's candidature for the office of ED.

Further, on the recommendation of the NRC, the Board at its meeting held on June 28, 2025, approved the terms and conditions of Mr. Jamwal's re-appointment, subject to approval of the Members.

Brief Profile:

Mr. K.R.S. Jamwal, as Executive Director of Tata Industries Limited, is responsible for the incubation of new ventures as well as investments made by Tata Industries Limited in new businesses and start-ups.

Mr. Jamwal is also on the Board of Tata companies - Tata ClassEdge Ltd., which provides K-12 learning solutions; Inzpera Healthsciences Ltd., a health sciences company that markets palatable and efficacious therapeutic products; and Impetis Biosciences Ltd., an IP focused drug discovery and licensing company, all of which companies he Chairs the Board. He is also a Director of Tata Medical & Diagnostics Ltd., a leading-edge healthcare solutions provider. He is a member on the Board of the overseas subsidiaries of Tata Industries - Qubit Investments Pte. Ltd. (Singapore) and 915 Labs Inc. (United States). From 2016 to 2022, he represented Qubit on the Funding Board of SDX Partners LLC, USA, which provides seed funding to student-initiated business ideas at the Massachusetts Institute of Technology, Boston.

As Tata Industries incubates businesses for the Group, Mr. Jamwal has in the past served as Director and Chair on the Board of Tata SmartFoodz Ltd. (sold to Tata Consumer Products Ltd.), Tata Unistore Ltd. (sold to Tata Digital Pvt. Ltd.), Tata Advanced Materials Ltd. (sold to Tata Advanced Systems Ltd.), Advinus Therapeutics Ltd. (sold to Eurofins Group) and Drive India Enterprise Solutions Ltd. (sold to TVS Group).

Prior to joining Tata Industries, he served as Vice President, strategy, group corporate centre, Tata Sons, assisting the then Group Chairman, Mr. Ratan N Tata, on strategy-related matters concerning Tata companies and supporting him on special assignments such as the Investment Commission (2005-2009) and the US-India and UK-India CEO Forums.



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Mr. Jamwal started his career with TAS (formerly known as Tata Administrative Services) in 1989. His initial assignments, such as with the Indian Hotels Company Ltd. (Taj Group of hotels), included project management for setting up new hotels and flight catering units, with subsequent responsibilities relating to strategic planning and mergers and acquisitions. He holds a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad, where he was awarded the scholastic gold medal and the KV Srinivas Award for the best all-rounder. He holds a Bachelor's degree in technology in petroleum engineering from the Indian School of Mines, Dhanbad, and was awarded the scholastic gold medal and the best student shield.

The key terms and conditions including remuneration relating to the aforesaid re-appointment of Mr. Jamwal are as follows:

1. Tenure: For a term of one year, i.e., with effect from July 1, 2025 to June 30, 2026 (both days inclusive).
2. Nature of Duties:

The ED 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 from time to time and separately communicated to him and exercise such powers as may be 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 business of one or more of its associated companies and / or subsidiaries or joint ventures, including performing duties as assigned to him from time to time by serving on the boards of such associated companies and / or subsidiaries or joint ventures or any other executive body or any committee of such a company.

3. Remuneration:

So long as the ED performs his duties and conforms to the terms and conditions contained in the Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force.

- 3.1 Basic Salary: Rs. 9,23,931 (Rupees Nine Lakh Twenty-Three Thousand Nine Hundred Thirty One only) per month as on March 31, 2025 as the minimum threshold, upto a maximum of Rs. 11,00,000 (Rupees Eleven Lakhs only) per month during the above tenure, with authority to the Board to fix his basic salary within the said maximum amount from time to time. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit based and take into account the Company's performance as well.

- 3.2 Benefits, Perquisites & Allowances:

In addition to the Basic Salary as referred to in point 3.1 above, the ED shall be entitled to:

- Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for company provided accommodation.

OR

House Rent Allowance aggregating to 85% of the basic salary (in case residential accommodation is not provided by the Company).

- Reimbursement of hospitalisation and major medical expenses incurred as per Rules of the Company (this includes mediclaim insurance premium).
- Telecommunication facilities including broadband, internet and mobile.
- Housing loan facility as per Rules of the Company.



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- Other perquisites and allowances (flexible component) with an option to choose from the components given below, as per the requirement subject to a maximum of 100% of Basic Salary per annum, comprising of the following:
 - Medical Allowance
 - Leave Travel Allowance
 - Annual club membership fees
 - Personal Accident Insurance Premium
 - Special Allowance: Any amount lying unallocated from the flexible allowance after distribution across the components specified above will be paid as Special Allowance.
- Company car or annual car allowance as per the Company's policy.
- Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity as per the Rules of the Company. In case there is no contribution to the Superannuation Fund, the same would be payable as an allowance as per the Rules of the Company.
- Leave and encashment of unavailed leave as per the Rules of the Company.

3.3 Performance Linked Bonus:

In addition to 3.1 & 3.2 above, the ED may be paid performance linked bonus at target value of 60% of Annual Fixed Compensation (AFC), to be paid annually at the discretion of the Board, based on certain performance criteria to be prescribed by the Board. AFC comprises of the annual basic salary, allowances, retirals, and benefits. This performance linked bonus would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board.

3.4 Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of ED, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites and Allowances and Performance Linked Bonus as specified above.

4. Other terms of re-appointment:

- 4.1 The Agreement to be executed between the Company and Mr. Jamwal (the Agreement) may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- 4.2 The terms and conditions of the appointment of ED and/or the Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed between the Board and the ED in the best interests of the Company, subject to such approvals as may be required.
- 4.3 The ED shall not become interested or otherwise concerned, directly or indirectly or through his spouse and/or children, in any selling agency of the Company.
- 4.4 The employment of the ED may be terminated by the Company without notice or payment in lieu of notice:
 - i. if the ED is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or joint venture or associate company to which he is required to render services; or
 - ii. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the ED of any of the stipulations contained in the Agreement; or
 - iii. in the event the Board expresses its loss of confidence in the ED.



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4.5 In the event the ED is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his employment on such terms as the Board may consider appropriate in the circumstances.

4.6 Upon termination, by whatever means, of his employment, the ED:

- i. shall immediately cease to hold offices held by him in any holding company, subsidiaries, joint ventures or associate companies without claim for compensation for loss of office by virtue of Section 167 (1) (h) of the Act and shall resign as trustee of any trusts connected with the Company.
- ii. shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

4.7 In the event that the Agreement expires or is terminated for any reason whatsoever, the Executive Director shall cease to hold the office of Executive Director and shall also cease to be a Director of the Company. If the Executive Director ceases to be a Director of the Company for any reason, he shall automatically cease to be the Executive Director, and the Agreement shall stand terminated forthwith. Furthermore, if the Executive Director ceases to be in the employment of the Company for any reason, he shall simultaneously cease to be both a Director and the Executive Director of the Company.

4.8 Retirement by Rotation: The ED who is re-appointed as a Director immediately on retirement by rotation, shall continue to hold his office of ED and such re-appointment as a Director shall not be deemed to constitute a break in his appointment as ED.

4.9 The ED shall also be entitled to reimbursement of all legitimate expenses incurred by him during the performance of his duties and such reimbursement will not be a part of his remuneration as detailed above.

4.10 All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the ED, unless specifically provided otherwise.

4.11 The terms and conditions of the re-appointment of ED also includes, inter-alia, adherence with the Tata Code of Conduct, protection and use of Intellectual Properties, non-solicitation post termination of employment and maintenance of confidentiality.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of re-appointment and remuneration of the ED as specified above are now being placed before the Members for their approval by way of Special Resolution.

Statement containing Additional Information and Disclosures as per Sub-Clause (iv) of the Second Proviso to Clause (B) of Section II of Part- II of Schedule V to the Act:

I. General Information:

Sr No.	Particulars	Details
1.	Nature of Industry	<p>The Company is registered with the Reserve Bank of India as a Core Investment Company. The Company is an investment holding company and is part of the promoter group with shareholding in Group companies apart from being engaged in incubation / promotion of new business ventures.</p> <p>As on March 31, 2025, the Company has 3 subsidiaries and the Company together with its</p>



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Sr No.	Particulars	Details																		
		divisions, subsidiaries and a joint venture entity are engaged in diversified businesses including Strategy and Management Consulting, Data Analytics, Healthcare Diagnostics, Education Technology, Healthsciences and Biosciences. More than 90% of the net assets of the Company are in the form of investments in various Tata companies. The primary source of inflow is dividends received from Tata companies, occasionally supplemented by sale of investments.																		
2.	Date or expected date of commencement of commercial production	Not Applicable																		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																		
4.	Financial performance based on given indicators	<p>The key financial performance indicators are:</p> <p style="text-align: right;">Rs. In lakhs</p> <table> <tr> <th>Particulars</th><th>FY 2024-25</th><th>FY 2023-24</th></tr> <tr> <td>Turnover & Other Income</td><td>31,455.43</td><td>24,796.96</td></tr> <tr> <td>Net Profit / (Loss) as per Profit & Loss A/c (before tax and after exceptional item)</td><td>2,848.55</td><td>(1,623.83)</td></tr> <tr> <td>Net Profit / (Loss) as computed under Section 198 of the Act</td><td>(14,439.31)</td><td>(11,741.08)</td></tr> <tr> <td>Net Worth</td><td>6,20,449.50</td><td>8,46,448.58</td></tr> <tr> <td>Effective Capital</td><td>3,48,527.38</td><td>5,68,223.41</td></tr> </table>	Particulars	FY 2024-25	FY 2023-24	Turnover & Other Income	31,455.43	24,796.96	Net Profit / (Loss) as per Profit & Loss A/c (before tax and after exceptional item)	2,848.55	(1,623.83)	Net Profit / (Loss) as computed under Section 198 of the Act	(14,439.31)	(11,741.08)	Net Worth	6,20,449.50	8,46,448.58	Effective Capital	3,48,527.38	5,68,223.41
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Net Worth	6,20,449.50	8,46,448.58																		
Effective Capital	3,48,527.38	5,68,223.41																		
5.	Foreign investments or collaborations, if any.	The Company has not entered into any material foreign collaboration and no direct foreign investment has been made in the Company.																		



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II. Information about appointee:

Sr No.	Particulars	Details								
1.	Background details	As detailed above.								
2.	Past remuneration	<div>The remuneration for the past three years are provided below:<table><tr><td colspan="2">Rs. In lakhs</td></tr><tr><td>During FY 2024-25</td><td>464.53</td></tr><tr><td>During FY 2023-24</td><td>454.39</td></tr><tr><td>During FY 2022-23</td><td>412.88</td></tr></table></div>	Rs. In lakhs		During FY 2024-25	464.53	During FY 2023-24	454.39	During FY 2022-23	412.88
Rs. In lakhs										
During FY 2024-25	464.53									
During FY 2023-24	454.39									
During FY 2022-23	412.88									
3.	Recognition or awards	As detailed above.								
4.	Job Profile and suitability	<div>Job Profile: As detailed above.</div> <div>Suitability: Given his vast experience, Mr. Jamwal is considered highly competent and suitable for the position of ED of the Company.</div>								
5.	Remuneration proposed	As detailed above.								
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration of the ED has been subjected to peer level benchmarks. The proposed remuneration is commensurate with the prevailing level for position of Business Leaders.								
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any:	Except for drawing remuneration as the ED, Mr. Jamwal has no pecuniary relationship with the Company or with the Key Managerial Personnel or other Directors.								

III. Other Information:

Sr No.	Particulars	Details
1.	Reasons for loss or inadequate profits	<p>As mentioned hereinbefore, the Company is in the business of promoting new industrial enterprises. A significant portion of the Company's investments are allocated to capital-intensive projects with long gestation periods, from which returns are anticipated to accrue primarily in the long term, either through dividends or appreciation in the value of the investments. Further, profits may be earned from the sale of its investments in certain years, however, this may not be a recurring event. Accordingly, there could be inadequate profits during the tenure of appointment of Mr. Jamwal.</p> <p>As a matter of abundant precaution, the Special Resolution mentioned under Item No. 5 of this notice has been proposed in compliance with the provisions of the Act read with Schedule V of the Act.</p>



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Sr No.	Particulars	Details
2.	Steps taken by the Company to improve performance	The Company, as the promoter, continuously monitors its promoted businesses for assisting in the improvement of their efficiency, performance and value. The Company also constantly explores opportunities for identifying new areas of business.
3.	Expected increase in productivity and profits in measurable terms	The Company constantly strives to increase its productivity and profits which cannot be forecasted in view of the evolving and complex business dynamics.

IV. Disclosures:

Sr No.	Particulars	Details
1.	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors	The said details have been provided in the "Corporate Governance Report" forming part of the Board's Report of the Company for FY 2024-25.
2.	Details of fixed component and performance linked incentives along with the performance criteria	
3.	Service contracts, notice period, severance fees	
4.	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

Further, the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The relevant details of Mr. Jamwal, pursuant to the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, are provided in the Annexure to this Notice.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval of the Members by way of a Special Resolution.

Except Mr. Jamwal and his relatives, none of the other Directors or KMP and their relatives are deemed to be concerned or interested in the aforesaid resolution.

By Order of the Board of Directors,
For and on behalf of
Tata Industries Limited


Sneha Valeja
Company Secretary
ICSI Membership No.: A49007



Mumbai, July 21, 2025
Registered Office:
Tata Industries Limited
Bombay House
24, Homi Mody Street, Mumbai 400 001
CIN - U44003MH1945PLC004403

TATA INDUSTRIES LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 7974 e-mail tataind@tata.com
website www.tata.com CIN U44003MH1945PLC004403
GSTIN 27AAACT4058L1Z2



Annexure to the Notice

Details of Directors seeking appointment/ re-appointment at the AGM (Pursuant to Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India)

Name of the Director	Mr. Eruch Kapadia	Ms. Sucharita Choudhury	Mr. K. R. S. Jamwal
DIN	02230412	06808315	03129908
Designation	Non-Executive Director	Non-Executive Director	Executive Director
Age	58 years	49 years	59 years
Qualification	Chartered Accountant and Cost Accountant.	Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta and BA in Economics from the Shri Ram College of Commerce, Delhi University.	Bachelor's degree in technology in petroleum engineering from the Indian School of Mines, Dhanbad, and a post-graduation in management from the Indian Institute of Management, Ahmedabad.
Experience	More than 32 years of experience.	More than 26 years of experience.	More than 35 years of experience.
Terms and conditions of appointment / re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation.	Appointed as Additional Director with effect from July 14, 2025, up to the date of this AGM.	Re-appointment as Executive Director for a term of one year commencing from July 1, 2025 to June 30, 2026 (both days inclusive).
Details of Remuneration sought to be paid	Sitting Fees	Sitting Fees	As mentioned in the Explanatory Statement.
Remuneration last drawn	Sitting Fees	Not applicable	As mentioned in the Explanatory Statement.
Date of first appointment on the Board	April 28, 2023	July 14, 2025	July 1, 2010
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Kapadia is not related to any of the Directors or Key Managerial Personnel of the Company.	Ms. Choudhury is not related to any of the Directors or Key Managerial Personnel of the Company.	Mr. Jamwal is not related to any of the Directors or Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the FY 2024-25	7	Not applicable	6
Other Directorships (All Companies except of Foreign	1. The Associated Building Company Limited	1. Agratas Energy Storage Solutions Private Limited 2. Tata Business Hub Limited	1. Tata ClassEdge Limited 2. Impetis Biosciences Limited



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Companies to be mentioned)	2. TS Investments Limited 3. Panatone Finvest Limited 4. Ewart Investments Limited 5. Indian Rotorcraft Limited 6. Akashastha Technologies Private Limited		3. Inzpera Healthsciences Limited 4. Tata Medical and Diagnostics Limited
Membership / Chairmanship of the Committees of other Boards	<u>TS Investments Limited:</u> 1. Corporate Social Responsibility Committee Chairman – <u>Panatone Finvest Limited:</u> 1. Nomination & Remuneration Committee Member – 2. Asset Liability Committee Member – 3. Risk Management Committee Member – 4. Corporate Social Responsibility Committee Member – 5. Audit Committee Member – <u>Tata Sons Private Limited:</u> 1. Asset Liability Management Committee Member – 2. Risk Management Committee Member – 3. IT Strategy Committee Member –	-	-



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	4. Group Management Committee Member	Risk —		
	<u>Ewart Investments Limited:</u>			
	1. Audit Committee Member	—		
	2. Nomination and Remuneration Committee Member	—		
	3. Asset-Liability Committee Member	—		
	4. Risk Management Committee Member	—		
	5. Information Technology Strategy Committee Member	—		



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U44003MH1945PLC004403
Name of the company:	Tata Industries Limited
Registered office:	Bombay House, 24 Homi Mody Street, Mumbai 400 001.

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member(s) of _____ Equity shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting, to be held on Tuesday, August 12, 2025 at 4:00 p.m. (IST) at the Conference Room No. 101, 1st Floor, Bombay House, 24 Homi Mody Street, Mumbai 400 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
3.	Re-appointment of Mr. Eruch Kapadia (DIN: 02230412) as Director.
4.	Appointment of Ms. Sucharita Choudhury (DIN: 06808315) as Director.
5.	Re-appointment of Mr. K.R.S. Jamwal (DIN: 03129908) as Executive Director.

Signed this ____ day of _____ 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM.



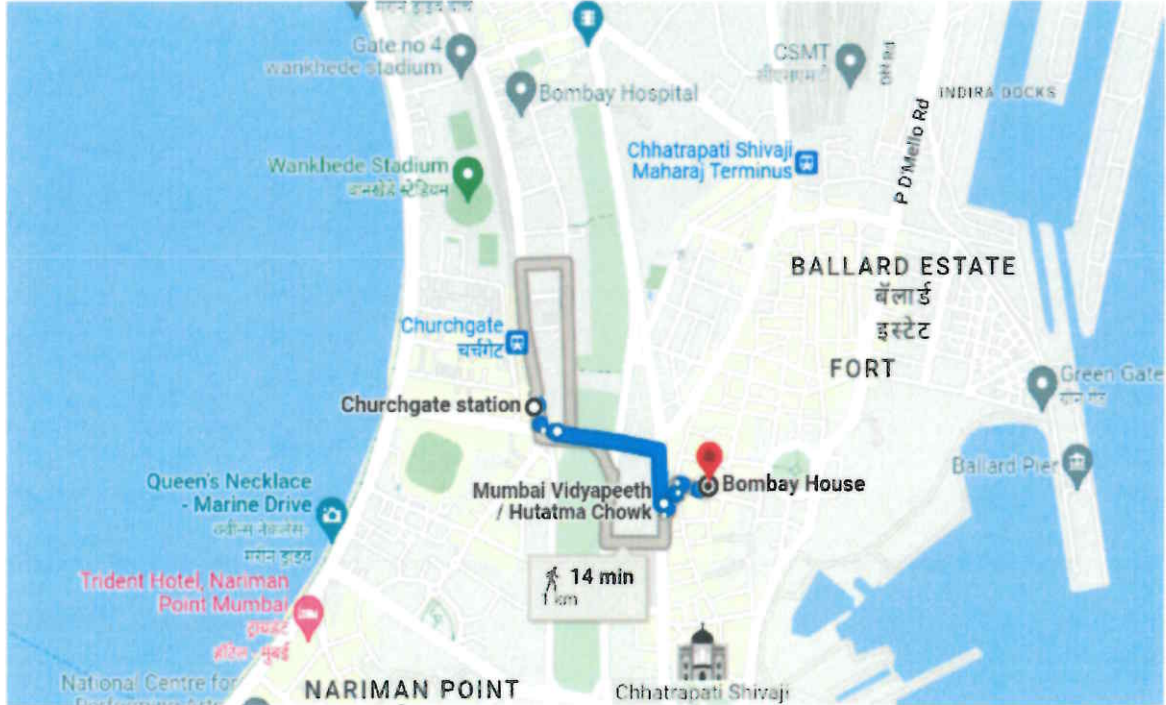
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ROUTE MAP FOR AGM VENUE

(from Churchgate Railway Station)



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