

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") of Tata Sons Private Limited will be held on Friday, January 7, 2022, at 2:30 p.m. (IST) through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") to transact the following special business:

1. To appoint M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration Number 003990S/S200018) as one of the Joint Statutory Auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) through Reserve Bank of India ("RBI") Circular No RBI/2021-22/25 - Ref.No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and Frequently Asked Questions dated June 11, 2021 ("RBI Guidelines") including any amendment, modification, variation or re-enactment thereof, M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration Number 003990S/S200018) be appointed as one of the Joint Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022) to hold office from October 12, 2021 until the conclusion of the 104th Annual General Meeting of the Company, to be held in the year 2022, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid Resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment, including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

2. To appoint M/s T. P. Ostwal & Associates LLP, Chartered Accountants (Firm Registration Number 124444W/W100150) as one of the Joint Statutory Auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) through Reserve Bank of India ("RBI") Circular No RBI/2021-22/25 - Ref. No. DoSCO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 and Frequently Asked Questions dated June 11, 2021 ("RBI Guidelines"), including any amendment, modification, variation or re-enactment thereof, M/s T. P. Ostwal & Associates LLP, Chartered Accountants (Firm Registration Number 124444W/W100150) be appointed as one of the Joint Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022, to hold office from October 12, 2021 until the conclusion of the 104th Annual General Meeting of the Company, to be held in the year 2022, subject to their continuity of fulfilment of the applicable eligibility norms, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised for and on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid Resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment, including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company."

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 EGM through 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 Friday, January 7, 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 in the 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 and 2 of the Notice is 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 : December 10, 2021

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 and 2 of the accompanying Notice:

Item Nos. 1 and 2:

The Members of the Company at the 99th Annual General Meeting ("AGM") held on September 21, 2017, had approved the appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No: 101248W/W-100022) ("BSR") as the Statutory Auditors of the Company to hold office from the conclusion of the 99th AGM till the conclusion of the 104th AGM to be held in the year 2022.

Pursuant to the Reserve Bank of India ("RBI") Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021, and Frequently Asked Questions dated June 11, 2021 ("RBI Guidelines"), BSR were ineligible to continue as the Statutory Auditors beyond the limited review of financials for the half year ended September 30, 2021. In terms of the said RBI Guidelines, BSR vide their letter dated October 11, 2021 had communicated their resignation as Statutory Auditors of the Company with effect from October 12, 2021.

Further, in terms of the said RBI Guidelines, and your Company being an NBFCs/ Core Investment Company with asset size of Rs. 15,000 crore and above, as on March 31, 2021, is required to appoint Joint Statutory Auditors for audit of their accounts.

The Board of Directors at its meeting held on October 12, 2021, based on the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Act, and in compliance of RBI Guidelines, has appointed M/s PKF Sridhar & Santhanam LLP, Chartered Accountants (Firm Registration Number 003990S/S200018) and M/s T. P. Ostwal & Associates LLP, Chartered Accountants (Firm Registration Number 124444W/W100150) as Joint Statutory Auditors of the Company to fill the casual vacancy caused by resignation of BSR to hold office from October 12, 2021 till the conclusion of the 104th AGM to be held in the year 2022.

The Company has received letters from M/s PKF Sridhar & Santhanam LLP and M/s T. P. Ostwal & Associates LLP signifying their willingness to be appointed as the Joint Statutory Auditors of the Company and have also confirmed that their appointment, if approved by the Members would be within the criteria specified in the aforesaid RBI Guidelines as well as the Act and the Rules framed thereunder.

Brief profiles of Joint Statutory Auditors are given below herein:

M/s PKF Sridhar & Santhanam LLP

PKF Sridhar & Santhanam LLP was founded 1978. The firm has 20 partners and about 600 professionals across its offices in Mumbai, Chennai, New Delhi, Bangalore, and Hyderabad. PKF Sridhar & Santhanam LLP is a part of PKF International, a global network of independent professional firms.

The firm has practice in Audit & Assurance, Risk management / SOX Audit, Information Technology consulting/ audits, M&A advisory, Process consulting / BPR / ISO, Knowledge Process outsourcing. PKF Sridhar & Santhanam LLP has a valid Peer Review Certificate.

M/s T. P. Ostwal & Associates LLP

T. P. Ostwal & Associates LLP, Chartered Accountants was formed in the year 2003. The firm has a team of 13 partners and 51 professionals and has a valid Peer Review Certificate.

T. P. Ostwal & Associates LLP is engaged in areas of Audit & Assurance, Inbound and Outbound Investment Consultancy, Corporate Tax Consultancy, Investigations, Management Consultancy, Exchange Control Regulations related Consultancy, Consultancy and compliance services on Mergers & Acquisitions, Foreign Collaborations, Domestic & International Taxation - Strategic Planning & Compliance, Company Law Advisory & Arbitration and Settlements.

As per RBI Guidelines, the Board of Directors of Company, on the recommendation of Audit Committee, have approved a Policy for Appointment of Statutory Auditors which can be accessed at the Company's website at <https://www.tata.com/tatasons/documents>

The Board commends the Resolutions at Item Nos. 1 and 2 of the accompanying Notice for approval of the Members.

The documents mentioned in this Notice and Explanatory Statement will be available electronically for inspection by the Members during the EGM and the same can be accessed by writing to csteam@tata.com

None of the Directors and Key Managerial Personnel of the Company or their relatives is deemed to be concerned or interested in the said Resolutions.

By Order of the Board of Directors

Suprakash Mukhopadhyay
Company Secretary
ACS 10596

Place : Mumbai

Date : December 10, 2021

Registered Office:

Bombay House,

24 Homi Mody Street,

Mumbai 400 001

CIN: U99999MH1917PTC000478

Website: www.tata.com