

Report of Scrutinizer on Voting Process carried out through Postal Ballot ("remote E-voting")

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

January 14, 2023

To
The Chairman
Tata Technologies Limited
Plot No. 25, Rajiv Gandhi Infotech Park,
Hinjawadi, Pune 411057,
India

Dear Sir,

Sub: Report of Scrutinizer on Voting Process carried out through Postal Ballot ("remote E-voting") conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of **Tata Technologies Limited** ('the Company') issued the postal ballot notice dated December 12, 2022 (Hereinafter referred as "Notice") and decided to provide to the members of the Company, facility to exercise their voting rights on the resolution as set out in the notice through Postal Ballot ("remote e-voting"); as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 have been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on December 12, 2022 as required under Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the results of remote e-voting; in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the notice and reproduced herein below:



1. **Adoption of amended Articles of Association- Special Resolution**
2. **Sub-division of face value of equity shares- Special Resolution- Special Resolution**
3. **Increase in the authorised share capital of the company- Ordinary Resolution**
4. **Adoption of amended Memorandum of Association- Special Resolution**
5. **Capitalization of reserves and the issue of Bonus Shares to the equity shareholders of the company- Ordinary Resolution**
6. **Increase in investment limits for non-resident Indians and overseas citizens of India- Special Resolution**
7. **Appointment of Ms. Usha Sangwan as an independent and Woman Director- Ordinary Resolution**
8. **Continuation of Mr. Subramanian Ramadorai (DIN: 00000002) as a Non-Executive Director of the company- Special Resolution**
9. **Termination of the Tata Technologies Employees Stock Option Scheme 2001 and matters related thereto- Ordinary Resolution**

I hereby submit my report on the above resolutions proposed in the postal ballot notice as under:

1. The members of the company whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained in the depositories as on the Cut-off date i.e., December 12, 2022 were entitled to vote on the resolutions in the notice.
2. The postal ballot notice was mailed electronically to all members on December 15, 2022 who had registered their emails with the depositories, extending only the remote e-voting facility, enabling them to cast their votes electronically instead of submitting postal ballot form.
3. The votes exercised through e-voting facility from Friday, December 16, 2022 (9.00 a.m. IST) till Saturday, January 14, 2023 (5.00 p.m. IST); were considered for my scrutiny.
4. After the closure of voting period on January 14, 2023, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
5. The details containing list of the shareholders who cast their votes electronically on the resolution; was downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>).
6. I have scrutinized, downloaded and counted the votes cast through remote e-voting facility and their particulars have been recorded in accordance with the Companies (Management and Administration) Rules, 2014; for the purpose of this report.
7. The results of voting are as under: -



a] Summary of Votes cast by remote e-voting (As per Companies Act, 2013)

Resolution No. 1- ADOPTION OF AMENDED ARTICLES OF ASSOCIATION- SPECIAL RESOLUTION

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	111	36706071	111	36706071	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a- b)	-	-	111	36706071	111	36706071	100
d. Postal Ballot Forms/E- votes with Assent	-	-	110	36706069	110	36706069	99.9999
e. Postal ballot Forms/E- votes with Dissent	-	-	1	2	1	2	0.0001



Resolution No. 2- SUB-DIVISION OF FACE VALUE OF EQUITY SHARES- SPECIAL RESOLUTION

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	109	36705751	109	36705751	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a- b)	-	-	109	36705751	109	36705751	100
d. Postal Ballot Forms/E- votes with Assent	-	-	108	36705749	108	36705749	99.9999
e. Postal ballot Forms/E- votes with Dissent	-	-	1	2	1	2	0.0001



**Resolution No. 3 - INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY-
ORDINARY RESOLUTION**

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	108	36705749	108	36705749	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a-b)	-	-	108	36705749	108	36705749	100
d. Postal Ballot Forms/E- votes with Assent	-	-	106	36705745	106	36705745	99.9999
e. Postal ballot Forms/E- votes with Dissent	-	-	2	4	2	4	0.0001



**Resolution No. 4 - ADOPTION OF AMENDED MEMORANDUM OF ASSOCIATION-
SPECIAL RESOLUTION**

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	107	36696149	107	36696149	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a- b)	-	-	107	36696149	107	36696149	100
d. Postal Ballot Forms/E- votes with Assent	-	-	106	36696147	106	36696147	99.9999
e. Postal ballot Forms/E- votes with Dissent	-	-	1	2	1	2	0.0001



Resolution No. 5 - CAPITALIZATION OF RESERVES AND THE ISSUE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY- ORDINARY RESOLUTION

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	108	36705749	108	36705749	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a- b)	-	-	108	36705749	108	36705749	100
d. Postal Ballot Forms/E- votes with Assent	-	-	107	36705747	107	36705747	99.9999
e. Postal ballot Forms/E- votes with Dissent	-	-	1	2	1	2	0.0001



Resolution No. 6 - INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA- SPECIAL RESOLUTION

Particulars	Physical Postal		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	108	36705749	108	36705749	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a-b)	-	-	108	36705749	108	36705749	100
d. Postal Ballot Forms/E- votes with Assent	-	-	102	36704319	102	36704319	99.9961
e. Postal ballot Forms/E- votes with Dissent	-	-	6	1430	6	1430	0.0039



Resolution No. 7 - APPOINTMENT OF MS. USHA SANGWAN AS AN INDEPENDENT AND WOMAN DIRECTOR- ORDINARY RESOLUTION

Particulars	Physical Postal Ballot		Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	108	36705749	108	36705749	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a-b)	-	-	108	36705749	108	36705749	100
d. Postal Ballot Forms/E- votes with Assent	-	-	106	36704947	106	36704947	99.9978
e. Postal ballot Forms/E- votes with Dissent	-	-	2	802	2	802	0.0022



**Resolution No. 8 - CONTINUATION OF MR. SUBRAMANIAN RAMADORAI (DIN: 00000002) AS A
NON-EXECUTIVE DIRECTOR OF THE COMPANY- SPECIAL RESOLUTION**

Particulars	Physical Ballot	Postal	Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e- votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e- votes received	-	-	108	36705749	108	36705749	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a-b)	-	-	108	36705749	108	36705749	100
d. Postal Ballot Forms/E- votes with Assent	-	-	106	36705737	106	36705737	99.9999
e. Postal ballot Forms/E- votes with Dissent	-	-	2	12	2	12	0.0001



Resolution No. 9 - TERMINATION OF THE TATA TECHNOLOGIES EMPLOYEES STOCK OPTION SCHEME 2001 AND MATTERS RELATED THERETO- ORDINARY RESOLUTION

Particulars	Physical Ballot	Postal	Remote E-voting		Total (Physical Postal Ballot Forms and Remote E-voting)		% of Total valid postal ballot and e-votes
	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	No. of Members Voted	No. of Votes cast	
a. Total postal ballot forms/e-votes received	-	-	107	36705739	107	36705739	100
b. Less: Invalid postal ballot forms/ no. of shares including less votes cast and abstained votes	-	-	-	-	-	-	-
c. Net Valid Postal Ballot Forms and/ or e- votes (a-b)	-	-	107	36705739	107	36705739	100
d. Postal Ballot Forms/E-votes with Assent	-	-	102	36703654	102	36703654	99.9943
e. Postal ballot Forms/E-votes with Dissent	-	-	5	2085	5	2085	0.0057



8. There being no physical postal ballots, all relevant e-records and other incidental e-papers, particulars of shareholders such as name, folio number or DP ID/ Client ID, number of shares dissented, have been shared with the Company Secretary of the Company for safe keeping.

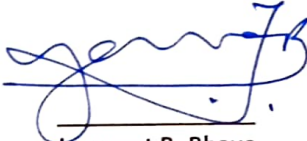
Result

Based on the above results, the Resolution Nos. 1, 2, 4, 6 and 8 mentioned herein above proposed to members of **Tata Technologies Limited** stand passed as Special Resolutions and Resolution Nos. 3, 5, 7 and 9 stand passed as Ordinary Resolutions.

The Chairman may accordingly declare the result of voting through remote e-voting facility in respect of Special resolutions and Ordinary Resolutions mentioned in the Postal Ballot Notice.

Thanking You.
Yours faithfully,

**For J. B. Bhavé & Co.
Company Secretaries**



Jayavant B. Bhavé
Company Secretary in Whole-time Practice
FCS: 4266 CP: 3068
UDIN: F004266D002976587



**Counter-signed by:
For Tata Technologies Limited**

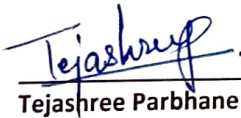


Vikrant Gandhe
Company Secretary

**Scrutinizer appointed for voting
through Postal Ballot [Remote e-voting]**

**Date: January 14, 2023
Place: Pune**

The Scrutinizer unblocked the votes from the e-voting system of NSDL in our presence at 05:08 P.M. on Saturday, January 14, 2023.



Tejashree Parbhane



Avadhut Kanitkar