

TATA DIGITAL PRIVATE LIMITED

(Formerly known as Tata Digital Limited),

(CIN U74999MH2019PTC322353)

Registered Office:

ARMY & NAVY BUILDING, 148 MG ROAD OPPOSITE KALA GHODA FORT MUMBAI 400001

Phone: 6665 7686 Facsimile 6665 8080 Email: tatadigital@tata.com

NOTICE OF ADJOURNED MEETING

Notice is hereby given that the Third Adjourned Annual General Meeting of Tata Digital Private Limited will be held on Monday, August 29, 2022 at 10:30 a.m. at Bombay House, 4th Floor, Committee Room, Fort, Mumbai 400 001 to transact the following business left unfinished at the Original Annual General Meeting held on Wednesday, June 29, 2022 viz:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

SPECIAL BUSINESS

2. Appointment of Mr. N. Chandrasekaran (DIN: 00121863) as a Non-Executive 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. N. Chandrasekaran (DIN: 00121863) who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 18, 2022 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 (‘Act’) (including any modification or re-enactment thereof) and the Articles of Association of the Company 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”.

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts in respect of business as set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER.**

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.

3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
4. Notice of the AGM is being sent by electronic mode to its Members, unless any Member has requested for a physical copy of the same.
5. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the AGM are annexed hereto.

By Order of the Board of Directors

Sudhakar Shetty
Company Secretary
A 13200

Place: Mumbai

Date: June 29, 2022

Registered Office:

Army & Navy Building, 148 M. G. Road,

Opposite Kala Ghoda,

Fort, Mumbai 400001

CIN: U74999MH2019PTC322353

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Items 2

The Board of Directors at its meeting held on February 18, 2022 unanimously appointed Mr. N. Chandrasekaran as an Additional Director and Chairman of the Company and holds office upto the Third Annual General Meeting of the Company. Mr. N. Chandrasekaran is eligible to be appointed as a Director has also consented to act as Director of the Company.

Considering his knowledge, experience and performance, the Board is of the opinion that his appointment 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 Tata Sons Private Limited 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 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.

By Order of the Board of Directors

Sudhakar Shetty
Company Secretary
A 13200

Place: Mumbai
Date: June 29, 2022
Registered Office:
Army & Navy Building, 148 M. G. Road,
Opposite Kala Ghoda,
Fort, Mumbai 400001

CIN: U74999MH2019PTC322353

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Annexure to the Notice

Details of Director seeking appointment as required in terms of Clause 1.2.5 of Secretarial Standard on General Meetings

Name	Mr. N. Chandrasekaran
Designation	Non- Executive Director and Chairman
Age	58 years (02.06.1963)
Qualifications	Masters in Computer Applications from Regional Engineering College, Trichy, Tamil Nadu
Experience	Wide experience in information technology and overall business management
Terms and conditions of Appointment	Appointed as Non-Executive Director and Chairman,
Details of Remuneration sought to be paid	NA
Remuneration last drawn	NA
Date of first appointment on the Board	February 18, 2022
Shareholding in the Company	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended	1

during FY 2021-22	
Other Directorships	Tata Sons Private 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 Air India Limited TCS Foundation Tata Limited Jaguar Land Rover Automotive PLC
Membership / Chairmanship of committees of other Boards	<p><u>Tata Sons Private Limited</u> Nomination and Remuneration Committee - Member CSR & ESG 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>



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Corporate Identity No. (CIN): U74999MH2019PTC322353

Registered Office: Army & Navy Building, 148 M. G. Road, Fort, Mumbai 400001

Phone: 91 22 6665 8282

ATTENDANCE SLIP (To be presented at the entrance)

I/We hereby record my/our presence at the Third Adjourned Annual General Meeting of the Members of Tata Digital Private Limited, to be held on Monday, August 29, 2022 at 10.30 a.m., (IST) at Bombay House, 4th Floor, Committee Room, Fort, Mumbai 400 001

Folio No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



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PROXY FORM

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

Name of the Member(s) : _____

Registered address: _____

E-mail Id: _____ Folio No. _____

I/We, being the member(s) of Tata Digital Private Limited, holding _____ shares, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/her

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third Adjoined Annual General Meeting of the Company to be held on Monday, August 29, 2022 at 10.30 a.m., (IST) at Bombay House, 4th Floor, Committee Room, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon
2. Appointment of Mr. N. Chandrasekaran (DIN: 00121863) as a Non-Executive Director of the Company

Signed this _____ day of _____ 2022

Signature of Shareholder _____ Signature of Proxyholder(s) _____

Affix Revenue Stamp

Note:

This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Army & Navy Building, 148 M. G. Road, Fort, Mumbai 400001, not less than 48 hours before the commencement of the Meeting.

Bombay House Route Map
Prominent Landmark: Near Flora Fountain

ROUTE MAP

Bombay House
24, Homi Mody Street
Mumbai 400 001

AGM Venue

