

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

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Tata Digital Private Limited, will be held on Monday, August 29, 2022 at 10:45 a.m. at Bombay House, 4th Floor, Committee Room, Fort, Mumbai 400 001 to transact the following business –

SPECIAL BUSINESS:

1. Increase in the Authorised Share Capital of the Company

To consider and if thought fit to pass the following Resolution with or without modification(s) as Ordinary Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the Authorised Share Capital of the Company be and is hereby increased from Rs 15,000 crore (Rupees Fifteen Thousand crore only) divided into 1,500 crore (One Thousand Five Hundred crore only) equity shares of Rs 10/- (Rupee Ten only) each to Rs. 20,000 crore (Rupees Twenty Thousand crore only) divided into 2,000 crore (One Two Thousand crore) equity shares of Rs 10/- (Rupees Ten only) each.”

2. Alteration of the Memorandum of Association of the Company

To consider and if thought fit to pass the following Resolution with or without modification(s) as Ordinary Resolution: -

“RESOLVED THAT pursuant the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V of the Memorandum of Association with the following:

V. The Authorised Share Capital of the Company is Rs. 20,000 crore (Rupees Twenty Thousand crore only) divided into 2,000 crore equity shares of Rs. 10/- each (Rupees Ten only).

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3. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

To consider and if thought fit to pass the following Resolution with or without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time and the Articles of Association of the Company and subject to such other approvals and consents, as may be necessary, the approval of the Members of Company be and is hereby accorded to the Board of Directors of the Company for giving loans or guarantee or providing any security or acquiring by way of subscription, purchase or otherwise, or making investments, from time to time, in shares and other securities of other companies/bodies corporate, units of mutual funds, debt securities, bank deposits and Government securities on such terms and conditions as may be deemed fit by the Board of Directors, notwithstanding that such investments together with all other investment(s) so far made in all other bodies corporate, shall exceed the limits prescribed under Section 186(3) of the Companies Act, 2013, subject to the overall limit of Rs.15000 crore (Rupees Fifteen Thousand crores only) on such terms and conditions as may be decided by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of Directors or any person as the Board of Directors may deem fit, to give effect to this resolution .

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof or any authorized person or the Company Secretary be and is hereby authorized on behalf of the Company to negotiate, finalize and execute all necessary documents, agreements, deeds and to do all such acts, deeds and things as may be necessary for giving effect to this Resolution.”

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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 EXTRA ORDINARY GENERAL MEETING (EOGM) 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 EOGM 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 EOGM. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EOGM.
4. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EOGM are annexed hereto.

By Order of the Board
For and on behalf of Tata Digital Private Limited
Sd/-
Sudhakar Shetty
Company Secretary
A: 13200

Registered Office Address:
Army & Navy Building,
148, MG Road, Kalaghoda, Fort, Mumbai 400001
CIN: U74999MH2019PTC322353

August 11, 2022

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

Items 1 & 2

Presently, the Company's authorised share capital stands at Rs. 15,000 crore divided into 1,500 crore equity shares of Rs. 10/- each, against which issued and paid equity share capital amounts to Rs 12,472 crore. It is proposed that part of the Company's existing debt will be repaid by way of capital infusion. Further, funds will also be required to make investment in other bodies corporate and to meet business activities and other general corporate requirements.

It is proposed to raise funds through equity capital to meet the above requirement. Since, there is insufficient authorised capital available for further issuance of shares, it is proposed to increase the Authorised Share Capital from Rs 15,000 crore to Rs. 20,000 crore consisting of 2,000 crore equity shares of Rs. 10/- each.

As a result of increase in the authorize share capital, the Company is also required to amend the Capital Clause of the Memorandum of Association. As per Sections 61 and 13 of the Companies Act, 2013, shareholders' approval is required for increasing the authorised share capital of the Company and altering relevant capital clause of the Memorandum of Association, respectively. Hence the resolutions under Item Nos.1 and 2 are placed for approval of the shareholders, by way of ordinary resolutions.

Documents and papers referred to in the resolution, shall be available for inspection between 3.00 pm to 5 pm on all working days at the registered office of the Company and shall also be available for inspection during the meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolutions at items No. 1 & 2 of this Notice

Item 3

The Board of Directors at its meeting held on August 11, 2022, had approved increase in the limits applicable for giving loans or guarantee or providing any security or acquiring by way of subscription, purchase or otherwise, or making investments, from time to time, in shares and other securities of other companies/bodies corporate, units of mutual funds, debt securities, bank deposits and Government securities on such terms and conditions as may be deemed fit by the

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Board of Directors, notwithstanding that such investments together with all other investment(s) so far made in all other bodies corporate, shall exceed the limits prescribed under Section 186(3) of the Companies Act, 2013, subject to the overall limit of Rs.15000 crore (Rupees Fifteen Thousand crores only) on such terms and conditions as may be decided by the Board from time to time.

Considering the Company's business activities and other general corporate requirements and the investments likely to be made from time to time, it would be necessary to enhance the enabling limit under section 186(3) of the Companies Act, 2013, from Rs. 12,000 crore (Rupees Twelve Thousand crore only) to Rs. 15,000 crore (Rupees Fifteen Thousand crores only).

Provision of Section 186 of the Companies Act, 2013 provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities in excess of the limits specified under the said Section of the Act, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. Your Directors recommend passing of this resolution by way of a special resolution.

None of the Directors of the Company and their relatives are concerned or interested in the above-mentioned resolution.

By Order of the Board
For and on behalf of Tata Digital Private Limited
Sudhakar Shetty
Company Secretary
A: 13200

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148, MG Road, Kalaghoda, Fort, Mumbai 400001
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August 11, 2022



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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 Extra Ordinary General Meeting of the Members of Tata Digital Private Limited, to be held on Monday, August 29, 2022 at 10.45 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 Extra Ordinary General Meeting of the Members of Tata Digital Private Limited to be held on Monday, August 29, 2022 at 10.45 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. Increase in Authorised Share Capital of the Company
2. Alteration of the Memorandum of Association of the Company
3. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

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, 24, Homi Mody Street
Mumbai 400 001

ROUTE MAP

EGM Venue



Landmark: Near Flora Fountain

