



NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTIETH ANNUAL GENERAL MEETING OF TATA INDUSTRIES LIMITED will be held on Tuesday, June 25, 2024, at 4:00 p.m. in the Conference Room No.103, 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, 2024, 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, 2024, together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. F. N. Subedar (DIN: 00028428), who retires by rotation and, being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors

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 ("Act") read with Companies (Audit and Auditors) Rules, 2014, the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, the Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies issued by the Reserve Bank of India (RBI/2021-22/25, Ref. No. DoS. CO. ARG/SEC.01/08.91.001/2021-22) dated April 27, 2021 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Chhajer and Doshi, Chartered Accountants (ICAI Firm Registration No. 101794W) be appointed as Statutory Auditors of the Company to hold office from the conclusion of the 80th Annual General Meeting until the conclusion of the 83rd Annual General Meeting of the Company, to be held in the year 2027, 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 Statutory Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors and Chief Financial Officer & Company Secretary of the Company, be and are hereby severally 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 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:

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF, AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 (Forty- Eight) hours before the commencement of the AGM. Proxies submitted on behalf of limited companies, must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in 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.

- B. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting by e-mail at ssriram@tata.com with copy to sneha.valeja@tata.com.
- C. In terms of Section 152 of the Companies Act, 2013, Mr. F. N. Subedar (DIN: 00028428), 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 re-appointment of Mr. F. N. Subedar at this AGM have been enclosed as Annexure-1 to this notice.
- D. The Explanatory Statement setting out material facts concerning the business under Item No. 4 of the Notice is also annexed hereto.
- E. 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 receipt of a valid demand for poll, the same shall be conducted through ballot process.
- F. The Register of Directors and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members by writing an e-mail to ssriram@tata.com with copy to sneha.valeja@tata.com.
- G. In terms of the requirements of the SS-2 issued by The Institute of Company Secretaries of India, 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

S. Sriram
Chief Financial Officer &
Company Secretary
(ACS No.10083)

Mumbai, April 29, 2024

Registered Office:
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



EXPLANATORY STATEMENT

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the Notice:

Item No. 4:

Pursuant to the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, the Guidelines for appointment of statutory auditors by Commercial Banks, Urban Co-operative Banks and NBFCs including Housing Finance Companies issued by the Reserve Bank of India (RBI/2021-22/25, Ref. No. DoS. CO. ARG/SEC.01/08.91.001/2021-22) dated April 27, 2021 ("the RBI Guidelines"), NBFCs/ Core Investment Companies are required to appoint Statutory Auditors for a continuous period of three years. Accordingly, M/s. Singhi & Co., Chartered Accountants (ICAI Firm Registration No. 302049E) were appointed as the Statutory Auditors at the 78th AGM of the Company held on June 28, 2022, to hold office up to the conclusion of this AGM, who would retire by rotation and complete their tenure as Statutory Auditors at this AGM.

In compliance with Section 139 of the Companies Act, 2013 and corresponding Rules, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as updated, and the Guidelines issued by RBI from time to time, the Audit Committee evaluated various Audit Firms based on the assessment criteria w.r.t Number of Partners, Information Technology capability, Client-based Exposure, and other details.

Subsequently, the Audit Committee recommended the appointment of M/s. Chhajed and Doshi, Chartered Accountants (ICAI Firm Registration No. 101794W) as Statutory Auditors of the Company for a period of three consecutive years from the conclusion of the 80th Annual General Meeting till the conclusion of the 83rd Annual General Meeting of the Company, which was also considered and approved by the Board of Directors in its meeting held on March 28, 2024, subject to the approval of the Shareholders of the Company.

The Company has received letters from M/s. Chhajed and Doshi, Chartered Accountants, signifying their willingness to be appointed as the Statutory Auditors of the Company and have also informed that their appointment, if approved by the Members, would be within the criteria specified in the aforesaid RBI Guidelines as well as Section 141 of the Act and Rules framed thereunder.

Brief profile of M/s. Chhajed and Doshi is attached as Annexure-2 to this Notice.

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

None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are in any way interested or concerned in the said Resolution.

By Order of the Board of Directors,
For and on behalf of
TATA INDUSTRIES LIMITED


S. Sriram
Chief Financial Officer &
Company Secretary
(ACS No.10083)

Mumbai, April 29, 2024

Registered Office:
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website www.tata.com CIN U44003MH1945PLC004403
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Annexure-1

**DETAILS OF DIRECTOR SEEKING 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. F. N. Subedar
DIN	00028428
Designation	Non-Executive Director
Age	68 years
Qualification	B.Com (Hons), Chartered Accountant and Member of The Institute of Company Secretaries of India.
Expertise/ Experience	37 years with the Group
Terms and conditions of appointment / re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation
Details of Remuneration sought to be paid	Sitting Fees
Remuneration last drawn	Sitting Fees
Date of first appointment on the Board	December 12, 2016
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Subedar is not related to any of the Directors, Manager or Key Managerial Personnel.
No. of Meetings of the Board attended during the FY 2023-24	8
Other Directorships (All Companies except of Foreign Companies to be mentioned)	1. DCB Bank Limited 2. Tata Investment Corporation Limited 3. Tata Capital Limited
Membership / Chairmanship of the Committees of other Boards	<u>DCB Bank Limited:</u> 1. Customer Service Committee – Chairman 2. Corporate Social Responsibility & Environment, Social and Governance Committee – Chairman 3. Fraud Reporting and Monitoring Committee – Chairman 4. Credit Committee – Member 5. Nomination & Remuneration Committee – Member <u>Tata Capital Limited:</u> 1. Audit Committee – Member 2. Risk Management Committee – Member <u>Tata Investment Corporation Limited</u> 1. Corporate Social Responsibility Committee – Chairman 2. Stakeholders' Relationship Committee – Chairman 3. Audit Committee – Member 4. Investment Committee – Member

About Us

- **Chhajed & Doshi ("C&D")** is a firm of Chartered Accountants engaged in the profession for more than **Six decades** in the field of Auditing, Taxation and Advisory Services.
- The firm was established in 1964 by **Late Shri S.P. Chhajed**, who was;
 - **Past President of Institute of Chartered Accountants of India (ICAI).**
 - **Director of National Stock Exchange of India (NSE)**
 - **Member of various committees of;**
 - **Securities and Exchange Board of India (SEBI)**
 - **International Federation of Accountants, USA**
- Our core leadership along with the calibre of 200+ dynamic team of professionals, have made us one of the most preferred firm in India and Globally.
- We have grown multifold over the years due to our business acumen, regular updation on industry trends and deep understanding of the client's requirement.
- The firm has a tradition of offering quality services while upholding the Code of Ethics and Code of Conduct issued by the ICAI.
- We have been regularly peer reviewed and quality reviewed without any negative remarks by the regulators.

Annexure-2

Chhajed & Doshi
CHARTERED ACCOUNTANTS

Core Values



About Us

Partners part of The Institute of Chartered Accountants of India (ICAI):-

CA Piyush Chhajer – Central Council Member of ICAI [2022-2025]

Also, he is a part of various Committees of central council like BFSI Committee, Financial Reporting Review Board, Sustainability Reporting Standards Board, Committee on Insolvency & Bankruptcy Code, etc.

No debarment/disciplinary proceedings by any Government Agency, ICAI, NFRA, RBI or Other Financial Regulators

Partners on committees formed by RBI (current/past):-

CA Mahendra Chhajer

Advisory Committee to Administrator of Abhyudaya & PMC Bank

CA Piyush Chhajer

Registration of Asset Reconstruction Companies (ARC)

 No. of Partners : 6 Partners	Qualified Professionals : 15+
Other Audit Assistant : 80+	FAFD Certified : 3 Partners
ISA Qualified Partners : 4 Partners	Registered Valuer : 1 Partner
NISM Certified : 4 Partners	

Our team also comprises of IT professional who have deep domain knowledge and possess various Information and Cyber Security qualifications.



ATTENDANCE SLIP

Tata Industries Limited

CIN No.: U4403MH1945PLC004403

(Registered Office: Bombay House, 24 Homi Mody Street, Mumbai 400 001)

80th ANNUAL GENERAL MEETING

Date: Tuesday, June 25, 2024; Time: 4:00 p.m.

Place: Conference Room No.103, 1st Floor, Bombay House, 24 Homi Mody Street, Mumbai - 400 001

DP ID*	
Client ID*	
Folio No.	
No. of Shares	

Name of the Shareholder :

Registered Address of the Shareholder :

I/We hereby record my/our presence at the 80th Annual General Meeting of the Company held on Tuesday, June 25, 2024 at 4:00 p.m. at the Conference Room No.103, 1st Floor, Bombay House, 24 Homi Mody Street, Mumbai 400 001.

*Applicable for investors holding shares in electronic form

Signature of the shareholder:



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:	1 st Floor, 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, June 25, 2024 at 4:00 p.m. at the Conference Room No. 103, 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, 2024, 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, 2024, together with the Report of the Auditors thereon.
3.	Reappointment of Mr. F. N. Subedar as Director.
4.	Appointment of Statutory Auditors.

Signed this ___ day of _____ 2024

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

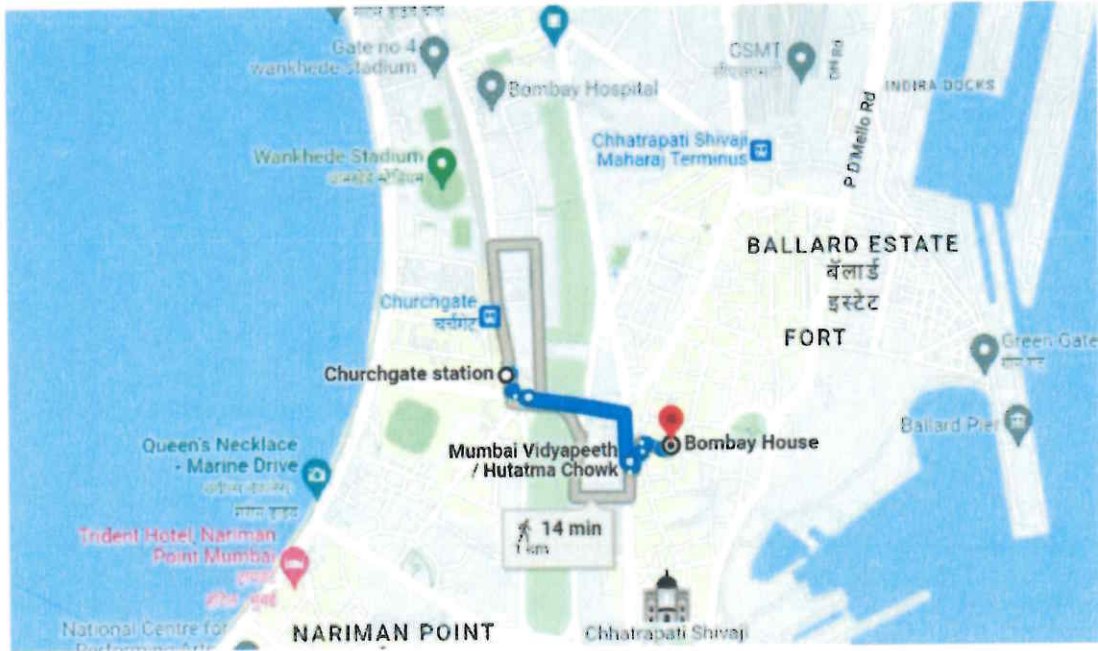
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the AGM.

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ROUTE MAP FOR AGM VENUE
(from Churchgate Railway Station)



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