

Notice

NOTICE OF THE SIXTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixtieth Annual General Meeting of Tata International Limited will be held through Video Conferencing or Other Audio Video Means on Tuesday, July 4, 2023 at 11:00 A.M. (IST) to transact the following businesses:

ORDINARY BUSINESS:

- Item No. 1 -** To receive, consider and adopt
- the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
- Item No. 2 -** To declare a dividend on Equity Shares for the Financial Year ended March 31, 2023.
- Item No. 3 -** To appoint a Director in place of Mr. Praveen P. Kadle, Director of the Company (holding Director Identification Number: 00016814), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 - Ratification of Remuneration to the Cost Auditors

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

“RESOLVED THAT in terms of the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 55,000 plus GST/ other applicable taxes, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Sohan Lal Jalan & Associates, Practicing Cost Accountants (Firm Registration No. 000521), who are appointed as the Cost Auditors to conduct the audit of cost records maintained by the Company (in relation to the Products for Aluminium Industries i.e. PAI Business of the Company) for the Financial Year ending on March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors (“Board”) (which term shall be deemed to include a Committee of the Board, if any, constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard.”

By **Order of the Board of Directors,**

Registered Office:

Tata International Limited

24th Floor, VIOS Tower,
New Cuffe Parade, Off. Eastern Freeway,
Sewri - Chembur Road, Wadala,
Mumbai - 400037
CIN: U51900MH1962PLC012528

Mumbai, May 24, 2023

For Tata International Limited

Lalit Kasliwal

Chief Financial Officer & Company Secretary
Membership No. A17706

NOTES FOR THE ATTENTION OF MEMBERS:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, 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" read with General Circular No. 20/ 2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing ("VC") or other audio visual means ("OAVM")" and General Circular No. 10/ 2022 dated December 28, 2022, (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the Sixtieth Annual General Meeting of the Company will be held through VC / OAVM on Tuesday, July 4, 2023, at 11:00 A.M. (IST) ("Sixtieth AGM"). The deemed venue for the Sixtieth AGM will be VIOS Tower, 24th Floor, New Cuffe Parade, Sewri-Chembur Road, Mumbai - 400037, Maharashtra.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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, PURSUANT TO THE MCA CIRCULARS, THE SIXTIETH AGM IS BEING HELD THROUGH VC/ OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE SIXTIETH AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE VENUE FOR THE SIXTIETH AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the Sixtieth AGM through VC/ OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM, are requested to send a certified copy of the Board Resolution to the Company Secretary by e-mail at cslegal.til@tatainternational.com.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.B.IV of the General Circular No. 20/ 2020 dated May 5, 2020, the matter of Special Business as appearing at Item No. 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence, is forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the special business under Item No. 4 of the Notice is annexed hereto. Also, an annexure containing relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of the Director seeking re-appointment at this AGM is also annexed. Requisite declarations have been received from the Director for seeking re-appointment.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the link, which will be shared separately, along with the specific instructions, if any.
8. The Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at: +91 22 6665 2206.
9. In line with the MCA Circulars, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Members may note that the Notice and the Annual Report 2022-23 would also be available on the Company's website at www.tatainternational.com.
10. Since the Company is not required to conduct e-voting, the voting at the Meeting 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 a poll on any resolution at the AGM, Members are requested to convey their vote by e-mail at cslegal.til@tatainternational.com.

11. Book Closure and Dividend

The Register of Members and the Share Transfer Books of the Company will be closed from, Wednesday, June 28, 2023 to Tuesday, July 4, 2023, (both days inclusive). The dividend of ₹ 250 per equity share of ₹ 1000 each (25%), if approved and declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after Saturday, July 8, 2023, as under:

- a. To all the Beneficial Owners as at the end of the day on Tuesday, June 27, 2023, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") in respect of the shares held in electronic form; and
- b. To all Members in respect of shares held in physical form after giving effect to transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on Tuesday, June 27, 2023.

Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members with effect from April 1, 2020 and the Company is required to deduct income-tax at source from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ("PAN"), Category as per the IT Act with their Depository Participant ("DP") or in case shares are held in physical form, with the Company by sending documents through email by Monday, June 19, 2023.

Further, in order to receive the dividend in a timely manner, the Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send a scanned copy of the following details/ documents at cslegal.til@tatainternational.com, latest by Monday, June 19, 2023:

- a. a signed request letter mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number & Type allotted by the bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code;
- b. self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self-attested scanned copy of the PAN Card; and
- d. self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

The Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/ deletion in such bank details. Accordingly, the Members holding shares in electronic form are requested to update their Electronic Bank Mandate with their respective DP.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

In case the Members are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members, as soon as possible.

12. The Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members/ Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/ shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in.

13. The Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DP in case the shares are held in electronic form and to the Company, by sending an email at cslegal.til@tatainternational.com in case the shares are held in physical form, quoting the folio no.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. The Members who have not registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, a request for the same shall be submitted in Form SH-14. The Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company, by sending an email at cslegal.til@tatainternational.com in case the shares are held in physical form, quoting the folio number.
15. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ its Registrars and Share Transfer Agents to record additional details of the Members, including their PAN, e-mail address, bank details for payment of dividend etc. The Members holding shares in physical form are requested to submit the details to the Company at its Registered Office Address in physical mode or in electronic mode at cslegal.til@tatainternational.com. The Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company.
16. The Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. During the Sixtieth AGM, the Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act by writing to the Company, by sending an email at cslegal.til@tatainternational.com.
18. The Members who wish to inspect the relevant documents referred to in the Notice can send an email to cslegal.til@tatainternational.com, up to the conclusion of the Sixtieth AGM.
19. The Members who would like to express their views or ask questions during the Sixtieth AGM may raise the same at the Meeting or send them in advance (mentioning their name and folio no.), by Thursday, June 29, 2023, at cslegal.til@tatainternational.com.
20. To prevent fraudulent transactions, the Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. The Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. To support the 'Green Initiative', the Members who have not yet registered their email addresses are requested to register the same with their DP in case the shares are held by them in electronic form and with the Company, by sending an email at cslegal.til@tatainternational.com, in case the shares are held by them in physical form.

By **Order of the Board of Directors,**

Registered Office:

Tata International Limited

24th Floor, VIOS Tower,
New Cuffe Parade, Off. Eastern Freeway,
Sewri - Chembur Road, Wadala,
Mumbai - 400037
CIN: U51900MH1962PLC012528

Mumbai, May 24, 2023

For Tata International Limited

Lalit Kasliwal

Chief Financial Officer & Company Secretary
Membership No. A17706

EXPLANATORY STATEMENT IN TERMS OF THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

The following statement sets out all material facts relating to the special business mentioned in this notice for the Sixtieth Annual General Meeting (AGM) of the Members of the Company:

Item No. 4 - Ratification of Remuneration to the Cost Auditors

In terms of the provisions of Section 148 of the Act, read with Companies (Cost Records and Audit) Rules, 2014 (as amended), the Company is required to maintain cost records with respect to Company's 'Products for Aluminium Industries' ("PAI") Business in Kolkata and consequently, is required to undertake an audit of such cost records maintained.

The Board of Directors ("Board") has, at its meeting held on May 11, 2023, based on the recommendation of the Audit Committee, approved the appointment of M/s. Sohan Lal Jalan & Associates, Practicing Cost Accountants having Firm Registration No. 000521, as the Cost Auditors of the Company to conduct the audit of cost records maintained by the Company (in relation to the PAI Business of the Company) for the Financial Year ending on March 31, 2024 ("Cost Auditors"), at such terms and conditions as may be decided by the Audit Committee of the Board, from time to time and at a remuneration ₹ 55,000 plus GST/other applicable taxes, travel and actual out-of-pocket expenses incurred, if any, in connection with the cost audit, for the Financial Year ending on March 31, 2024.

In terms of the provisions of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, the Board recommends the Ordinary Resolution, as set out in Item No. 4 of the notice and approval of the Members is sought for Ratification of Remuneration to the Cost Auditors.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, is in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution.

By **Order of the Board of Directors,**

Registered Office:**Tata International Limited**

24th Floor, VIOS Tower,
New Cuffe Parade, Off. Eastern Freeway,
Sewri - Chembur Road, Wadala,
Mumbai - 400037
CIN: U51900MH1962PLC012528

Mumbai, May 24, 2023

For Tata International Limited**Lalit Kasliwal**

Chief Financial Officer & Company Secretary
Membership No. A17706

ANNEXURE TO NOTICE

**Details of Directors seeking Re-appointment at the Sixtieth Annual General Meeting
[Pursuant to SS-2 - Secretarial Standards on General Meetings]**

Name of the Director	Mr. Praveen P. Kadle
DIN	00016814
Designation	Director
Age	66 Years
Qualifications	Qualified Chartered Accountant, Cost & Management Accountant and Company Secretary
Experience	~38 Years
Terms and Conditions of appointment / re-appointment	Appointed as Director, liable to retire by rotation
Details of Remuneration sought to be paid	Remuneration drawn by him from the Company comprises the Sitting Fees paid to him for attending the meetings of the Board of Directors and/ or its committees
Remuneration last drawn	₹ 5.10 Lakh
Date of first appointment on the Board	March 23, 2021
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Director is not related with other Directors and/or with any Key Managerial Personnel of the Company
Number of Meetings of the Board attended during FY 2022-23	5 of 6
Other Directorships (All Companies excluding this Company and Foreign Companies)	<ul style="list-style-type: none"> • Tide Water Oil Co. India Limited • Shankar Mahadevan World of Art Private Limited • Rithwik Foundation for Performing Arts • Beam Global Spirits & Wine (India) Private Limited • Divgi Torqtransfer Systems Limited • Persistent Systems Limited • Prachetas Capital Private Limited • Quantum Advisors Private Limited • John Cockerill India Limited • Garware Fulflex India Private Limited
Membership / Chairmanship of Committees of other Boards Note - Only such committees, which are constituted in terms of the provisions of the Companies Act, 2013, are considered.	Chairperson Audit Committee <ul style="list-style-type: none"> • Persistent Systems Limited Stakeholder Relationship Committee <ul style="list-style-type: none"> • Divgi Torqtransfer Systems Limited Corporate Social Responsibility Committee <ul style="list-style-type: none"> • Tide Water Oil Co. India Limited Member Audit Committee <ul style="list-style-type: none"> • Divgi Torqtransfer Systems Limited • John Cockerill India Limited Nomination and Remuneration Committee <ul style="list-style-type: none"> • Divgi Torqtransfer Systems Limited • Tide Water Oil Co. India Limited