



28th February, 2022

Corporate Relations Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Scrip Code: 501301

National Stock Exchange of India Ltd.  
Exchange Plaza  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai 400 051  
Symbol:TATAINVEST

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please find enclosed the Postal Ballot Notice dated 21st February, 2022, which is being sent to the Members for seeking approval on following item of special business:

1. Appointment of Mrs. Farida Khambata (DIN 06954123) as an Independent Director.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, the postal ballot notice would be sent/issued only through electronic mode to those shareholders today, whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., TSR Darashaw Consultants Private Limited/Depository(ies)/Depository Participants and whose names appear in the Register of Members as on cut-off date, i.e., **Thursday, 24th February, 2022**. As per the provisions of the MCA circulars, shareholders can vote only through the remote e-voting process. The Remote E-voting commences on **Tuesday, 1st March, 2022 at 9:00 a.m. (IST)** and concludes on **Wednesday, 30th March, 2022**. The notice containing e-voting instructions and other necessary details has been hosted on the website of the Company i.e. [www.tatainvestment.com](http://www.tatainvestment.com).

The results of voting by means of Postal Ballot through Remote E-voting shall be declared on or before **Friday, 1st April, 2022**.

You are requested to take the above on your records.

Thanking you,

Yours faithfully,

**TATA INVESTMENT CORPORATION LIMITED**

**( MANOJ KUMAR C V )  
CHIEF FINANCIAL OFFICER &  
COMPANY SECRETARY  
Membership No.15140**

Encl. as above

**TATA INVESTMENT CORPORATION LIMITED**

Elphinstone Building 10 Veer Nariman Road Mumbai 400 001  
Tel 91 22 6665 8282 Fax 91 22 6665 7917 e-mail [ticl@tata.com](mailto:ticl@tata.com)  
website [www.tatainvestment.com](http://www.tatainvestment.com) CIN L67200MH1937PLC002622



## TATA INVESTMENT CORPORATION LIMITED

**Registered Office:** 2nd Floor, Elphinstone Building, 10 Veer Nariman Road, Mumbai - 400 001.

**Corporate Identity Number (CIN):** L67200MH1937PLC002622; **Tel:** +91 (22) 6665 8282

**E-mail:** ticl@tata.com; **Website:** www.tatainvestment.com

---

### NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED]

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the “**Act**”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) as amended, Secretarial Standard-2 on General Meetings (the “**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December, 2021 (the “**MCA Circulars**”) in view of COVID-19 pandemic and any other applicable laws and regulations, the following resolution is proposed to be passed by the Members of Tata Investment Corporation Limited (the “**Company**”) through Postal Ballot by way of voting through electronic means (“**e-voting**”) only.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. P. N. Parikh (Membership No. FCS 327) or failing him Mr. Mitesh Dhaliwala (Membership No. FCS 8331) or failing him, Ms. Sarvari Shah (Membership No. FCS 9697), of Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot and e-voting shall be announced on or before **Friday, 1st April, 2022**. The said results would be made available on the Notice Board at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.tatainvestment.com](http://www.tatainvestment.com) and on the website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

**RESOLUTION:**

**Appointment of Mrs. Farida Khambata (DIN 06954123) as an Independent Director**

To consider and, if thought fit, to pass, the following resolution as **Special Resolution** :

**“RESOLVED THAT** Mrs. Farida Khambata (DIN 06954123), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company, with effect from 19th January, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mrs. Khambata, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term with effect from 19th January, 2022, upto 11th December, 2024, be and is hereby approved.

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

**MANOJ KUMAR CV  
CHIEF FINANCIAL OFFICER &  
COMPANY SECRETARY  
ACS 15140**

Mumbai, 21st February, 2022

**Registered office:**

2nd Floor, Elphinstone Building,  
10 Veer Nariman Road, Mumbai 400 001  
CIN: L67200MH1937PLC002622  
Tel: +91 (22) 6665 8282  
E-mail: [ticl@tata.com](mailto:ticl@tata.com)  
website: [www.tatainvestment.com](http://www.tatainvestment.com)

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. In terms of the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020 and 10/2021 dated 23rd June 2021 and Circular No. 20/2021 dated 8th December, 2021 (the “MCA Circulars”), this Notice along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., **Thursday, 24th February, 2022**. Members may note that this Notice also will be available on the Company’s website, <http://www.tatainvestment.com> and on the website of National Securities Depository Limited (“NSDL”), [www.evoting.nsdl.com](http://www.evoting.nsdl.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
3. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.
4. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to send an email to [ticl@tata.com](mailto:ticl@tata.com) by mentioning the Shareholder Name, Folio No. / DP ID and Client ID.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide voting facility by electronic means (“e-voting”) to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
6. The e-voting period commences from 9.00 a.m. (IST) on **Tuesday, 1st March, 2022** to 5.00 p.m. (IST) on **Wednesday, 30th March, 2022**. During this period, Members holding shares either in physical form or in dematerialized form, as on **24th February, 2022**, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date of the voting period i.e. **Wednesday, 30th March, 2022**.
9. The details of the process and manner for remote e-voting are explained herein below:  
Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>  
Step 2: Cast your vote electronically on NSDL e-voting system.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for <b>NSDL IDeAS facility</b> , please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ <b>Beneficial Owner</b> ” icon under “Login” which is available under “ <b>IDeAS</b> ” section. A new screen will open. You will have to enter your User ID and Password. After successful

Type of shareholders	Login Method
	<p>authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li data-bbox="602 338 1401 449">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="602 464 1401 793">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="602 827 1401 989">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li data-bbox="602 1003 1401 1087">2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li data-bbox="602 1102 1401 1186">3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="602 1201 1401 1388">4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**Step 1: How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119410 then user ID is 119410001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned in Notice process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2 : How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN 119410” of Tata Investment Corporation Limited for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) by email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.



### General Guidelines for Members:

- 1 Institutional shareholders and Trusts (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [tiel.scrutinizer@gmail.com](mailto:tiel.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### EXPLANATORY STATEMENT

#### Pursuant to Section 102 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Notice dated 21st February, 2022.

The Board of Directors of the Company had appointed Mrs. Farida Khambata (DIN 06954123), based on the recommendations of the Nomination and Remuneration Committee, as an Additional Director of the Company, with effect from 19th January, 2022. Subject to the approval of the Members, Mrs. Khambata was appointed as an Independent Director for a period commencing from 19th January, 2022, upto 11th December, 2024, not liable to retire by rotation. In terms of Section 161(1) of the Act, Mrs. Khambata, being an Additional Director, holds office subject to the approval of shareholders under Section 161(1) of the Companies Act, 2013 ('the Act') and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') but is eligible for appointment as an Independent Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing her candidature for the office of Director.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mrs. Farida Khambata has a degree in Master of Arts in Economics from the University of Cambridge, Master of Science in Business Management from the London Business School and is a Chartered Financial Analyst from CFA Institute, Charlottesville Virginia and has attended the Advanced Management Program at Wharton. She is a Co-Founder of Cartica Management LLC, emerging markets fund. She was earlier with International Finance Corporation ("IFC") and was a Member of IFC's Management Group, the senior leadership team of IFC. In her last position at IFC, she served as Regional Vice President in charge of all operations in East Asia and the Pacific, South Asia, Latin America and the Caribbean and the Global Manufacturing Cluster. Mrs. Khambata joined IFC in 1986 from the World Bank where she managed pension fund assets. She is a Member on the Advisory Board of ADM CEECAT Fund. She has been associated as an Independent Director in Tata Sons Private Limited in the past and is currently serving as an Independent Director on the Boards of Tata Steel Limited, Kotak Mahindra Bank Limited, and various other companies. Mrs. Khambata was also named by Euromoney as one among the Top 50 Women in Finance in April 1997 and she was bestowed as the Best Woman Director Award for 2015 by the Asia Centre for Corporate Governance & Sustainability.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given her skills, integrity, expertise and experience, the association of Mrs. Khambata would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The terms and conditions of appointment of Ms. Khambata as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at [tiel@tata.com](mailto:tiel@tata.com). In compliance with the



provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Khambata as an Independent Director is being placed before the Members for approval.

Accordingly, the Board recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mrs. Farida Khambata as an Independent Director, for a period commencing from 19th January, 2022, upto 11th December, 2024, for approval of the Members.

Except Mrs. Farida Khambata and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the Resolution set out in the Notice. Mrs. Khambata is not related to any other Director or Key Managerial Personnel of the Company.

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

**MANOJ KUMAR CV  
CHIEF FINANCIAL OFFICER &  
COMPANY SECRETARY  
ACS 15140**

Mumbai, 21st February, 2022.

**Registered office:**

2nd Floor, Elphinstone Building,  
10 Veer Nariman Road, Mumbai 400 001  
CIN: L67200MH1937PLC002622  
Tel: +91 (22) 6665 8282  
E-mail: [ticl@tata.com](mailto:ticl@tata.com)  
website: [www.tatainvestment.com](http://www.tatainvestment.com)

**Details of Directors seeking appointment.**

**[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]**

<b>Name of the Director</b>	<b>Mrs. Farida Khambata</b>
Director Identification Number (DIN)	06954123
Date of Birth	11.12.1949
Date of first Appointment	19.01.2022
Expertise in specific functional areas	Economics, Business Management & Finance
Qualifications	Master of Arts in Economics, University of Cambridge, UK Master of Science in Business Management, London Business School, UK Advanced Management Program, Wharton, USA Chartered Financial Analyst, CFA Institute, Charlottesville Virginia, USA
No. of Shares held in the Company	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
Terms and Conditions of appointment	Appointment as an Independent Director for a period commencing from 19th January, 2022, upto 11th December, 2024.

Directorships held in other public companies (excluding foreign companies) as on date of this Postal Ballot Notice	Tata Steel Limited.  Kotak Mahindra Bank Limited
Position held in mandatory Committees of other companies.	Tata Steel Limited (Member: Audit Committee, Member: Risk Management Committee)  Kotak Mahindra Bank Limited Chairperson: Stakeholders' Relationship Committee, Member: Nomination and Remuneration Committee)
Details of Remuneration sought to be paid	Sittings fees as per Companies Act and profit related commission within the limits stipulated under Section 197 of the Act, as may be decided by the Board from time to time.
Number of meetings of the Board attended during FY 2021-22	There was no meeting held since her appointment till the date of this Postal Ballot Notice.
Remuneration paid during FY 2021-22	Mrs. Farida Khambata has not been paid any remuneration during her tenure with the Company till the date of this Postal Ballot Notice.