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TATA TECHNOLOGIES

TATA TECHNOLOGIES LIMITED

Our Company was incorporated as ‘Core Software Systems Private Limited’ at New Delhi, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 22, 1994 issued by the Registrar of Companies, NCT of Delhi and Haryana. On March 29, 1996, the entire paid up share capital of our Company was transferred in favour of four public limited companies, namely, Tata Industries Limited, Sheba Properties Limited, Ewart Investments Limited and Investa Limited and our Company became a deemed public company as per Section 43A(1) of the Companies Act, 1956 with effect from the same date and subsequently the name of our Company was changed to ‘Core Software Systems Limited’ by deletion of the word ‘Private’. Subsequently, upon acquisition by four public limited companies from the Tata group, the name of our Company was changed to ‘Tata Technologies (India) Limited’, and a fresh certificate of incorporation was issued by the Registrar of Companies, NCT of Delhi and Haryana on November 15, 1996. Thereafter, the registered office of our Company was changed from the NCT of Delhi to the state of Maharashtra and a certificate of registration of the order of the Company Law Board bench confirming the change of state dated February 10, 1999 was issued by the RoC. Upon conversion of our Company from a deemed public company under Section 43A to a public limited company, a fresh certificate of incorporation was issued dated September 26, 2000 by the RoC. Subsequently, the name of our Company was changed to ‘Tata Technologies Limited’ and a fresh certificate of incorporation dated February 8, 2001, was issued by the RoC. For further details in relation to the changes in the name and registered office of our Company, see “History and Certain Corporate Matters” beginning on page 201 of the Draft Red Herring Prospectus dated March 9, 2023 (“DRHP”).

Registered and Corporate Office: Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057, Maharashtra, India
Telephone: +91 20 6652 9090; **Contact Person:** Vikrant Gandhe, Company Secretary and Compliance Officer
E-mail: ipo@tatatechnologies.com; **Website:** www.tatatechnologies.com; **Corporate Identity Number:** U72200PN1994PLC013313

ADDENDUM TO THE DRHP: NOTICE TO INVESTORS (THE “ADDENDUM”)			
INITIAL PUBLIC OFFER OF UP TO 95,708,984 EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (“EQUITY SHARES”) OF TATA TECHNOLOGIES LIMITED (“COMPANY”) FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) (“OFFER PRICE”) AGGREGATING UP TO ₹[●] MILLION THROUGH AN OFFER FOR SALE (THE “OFFER”) OF UP TO 81,133,706 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY TATA MOTORS LIMITED (THE “PROMOTER SELLING SHAREHOLDER”), UP TO 9,716,853 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY ALPHA TC HOLDINGS PTE. LTD., UP TO 4,858,425 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY TATA CAPITAL GROWTH FUND I (TOGETHER WITH ALPHA TC HOLDINGS PTE. LTD., THE “INVESTOR SELLING SHAREHOLDERS” AND TOGETHER THE PROMOTER SELLING SHAREHOLDER AND INVESTOR SELLING SHAREHOLDERS ARE REFERRED TO AS, THE “SELLING SHAREHOLDERS” AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE “OFFERED SHARES”).			
THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES (CONSTITUTING UP TO 0.50% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) AGGREGATING UP TO ₹[●] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREINAFTER) (THE “EMPLOYEE RESERVATION PORTION”) AND A RESERVATION OF UP TO [●] EQUITY SHARES (CONSTITUTING UP TO 10.00% OF THE OFFER) AGGREGATING UP TO ₹[●] MILLION, FOR SUBSCRIPTION BY ELIGIBLE TML SHAREHOLDERS (AS DEFINED HEREINAFTER) (THE “TML SHAREHOLDERS RESERVATION PORTION”). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION AND THE TML SHAREHOLDERS RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE “NET OFFER”. THE OFFER AND THE NET OFFER WILL CONSTITUTE [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.			
Potential Bidders may note the following: 1. In accordance with Regulation 33 of the SEBI ICDR Regulations and pursuant to the resolution of our Board dated September 6, 2023, our Company proposes to make available for allocation a portion of the Offer to Eligible Employees (as defined hereinafter), and Eligible TML Shareholders (as defined hereinafter). In order to assist in obtaining a complete understanding of the updated information, the key updated portions of the Cover Page (as included above) and sections titled “Definitions and Abbreviations”, “The Offer”, “Capital Structure” and “Offer Structure” have been included in this Addendum. All details in the sections titled “Definitions and Abbreviations”, “The Offer”, “Capital Structure” and “Offer Structure” from this Addendum will be suitably incorporated, as may be applicable, in the Red Herring Prospectus and the Prospectus, as and when filed with the Registrar of Companies, Maharashtra at Pune (“RoC”), the SEBI and the Stock Exchanges. 2. The DRHP including the “Cover Page” and the sections titled “Summary of the Offer Document”, “Objects of the Offer”, “Terms of the Offer” and “Offer Procedure” beginning on pages 15, 108, 432 and 440, respectively of the DRHP shall be appropriately updated in the Red Herring Prospectus and the Prospectus to reflect the developments indicated in this Addendum, as and when they are filed with the RoC, SEBI and Stock Exchanges.			
The above changes are to be read in conjunction with the DRHP and accordingly their references in the DRHP stand updated pursuant to this Addendum. The information in this Addendum supplements the DRHP and updates the information in the DRHP, as applicable. Investors should read the Red Herring Prospectus as and when filed with the RoC, the SEBI, and the Stock Exchanges before making an investment decision in the Offer. All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.			
The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable laws of the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only (a) to persons in the United States that are U.S. QIBs (as defined in the DRHP and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the DRHP as QIBs) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act in reliance on Rule 144A and (b) outside the United States in ‘offshore transactions’ (as defined in Regulation S) in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.			
Please note that the Addendum does not reflect all the changes that have occurred between the date of filing of the DRHP with the SEBI and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus.			
Place: Pune Date: October 3, 2023		For and on behalf of Tata Technologies Limited Sd/- Vikrant Gandhe Company Secretary and Compliance Officer	
BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
			
JM Financial Limited 7 th Floor, Energy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 6630 3030 E-mail: ttl.ipo@jmf.com Website: www.jmf.com Investor Grievance ID: grievance.ibd@jmf.com Contact Person: Prachee Dhuri SEBI Registration Number: INM000010361	Citigroup Global Markets India Private Limited 1202, 12 th Floor First International Financial Center G – Block Bandra Kurla Complex, Bandra (East) Mumbai 400 098 Maharashtra, India Tel: +91 22 6175 9999 E-mail: tatatechipo@citi.com Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Investor Grievance ID: investors.cgmb@citi.com Contact Person: Harsh Agarwal SEBI Registration Number: INM000010718	BofA Securities India Limited Ground Floor, “A” Wing, One BKC “G” Block Bandra Kurla Complex Bandra (East), Mumbai 400051 Maharashtra, India Tel: +91 22 6632 8000 E-mail: dg.gcib_in_tatatechnologies_ipo@bofa.com Website: https://business.bofa.com/bofas-india Investor Grievance ID: dg.india_merchantbanking@bofa.com Contact Person: Keyur Ladhawala SEBI Registration No.: INM000011625	Link Intime India Private Limited C 101, 1 st Floor, 247 Park L.B.S Marg Vikhroli West, Mumbai 400 083 Maharashtra, India Tel: +91 810 811 4949 E-mail: tatatechnologies.ipo@linkintime.co.in Website: www.linkintime.co.in Investor Grievance ID: tatatechnologies.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration Number: INR000004058
BID/OFFER PERIOD			
BID/OFFER OPENS ON*		[●]	
BID/OFFER CLOSES ON**		[●]***	

* Our Company, in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.
** Our Company, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.
***The UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

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DEFINITIONS AND ABBREVIATIONS

This Addendum uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

Offer Related Terms

Term	Description
“Addendum”	This Addendum dated October 3, 2023 to the DRHP
“Bid Amount”	<p>The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid</p> <p>Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form</p> <p>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000</p> <p>The maximum Bid Amount under the TML Shareholders Reservation Portion by an Eligible TML Shareholder shall not exceed ₹ 200,000. Eligible TML Shareholders applying in the TML Shareholders Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible TML Shareholder and mentioned in the Bid cum Application Form</p>
“Cut-off Price”	<p>The Offer Price finalised by our Company, in consultation with the Book Running Lead Managers which shall be any price within the Price Band</p> <p>Only RIBs Bidding in the Retail Portion, Eligible Employees Bidding in the Employee Reservation Portion and Eligible TML Shareholders Bidding in the TML Shareholders Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price</p>
“Draft Red Herring Prospectus” or “DRHP”	The draft red herring prospectus dated March 9, 2023 filed with SEBI and issued in accordance with SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including this Addendum dated October 3, 2023 and any other addenda or corrigenda thereto
“Eligible Employees”	<p>Permanent employees, working in India or outside India (excluding such employees who are not eligible to invest in the Offer under applicable laws), of our Company or our Subsidiaries, subject to compliance with the applicable laws in the jurisdictions where our Subsidiaries or their employees are based and as maybe decided by our Board; or a Director of our Company (excluding such Directors who are not eligible to invest in the Offer under applicable laws), whether whole-time or not, as on the date of the filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company or our Subsidiaries, until submission of the Bid cum Application Form, but not including (i) Promoter; (ii) persons belonging to the Promoter Group; (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company; or (iv) permanent employees of such Subsidiaries whose applicable laws in such jurisdictions, may, in the opinion of our Board, require our Company to undertake additional filings and compliances</p> <p>The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000. However, the initial allocation to an Eligible Employee Bidding in the Employee Reservation Portion shall not exceed ₹200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000</p>
“Eligible TML Shareholders”	<p>Individuals and HUFs who are the public equity shareholders of our Promoter (excluding such persons who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as on the date of the filing of the Red Herring Prospectus with RoC</p> <p>The maximum Bid Amount under the TML Shareholders Reservation Portion by an Eligible TML Shareholder shall not exceed ₹ 200,000</p>

Term	Description
“Employee Reservation Portion”	The portion of the Offer being up to [●] Equity Shares (constituting up to 0.50% of our post-Offer paid-up Equity Share capital) aggregating up to ₹[●] million available for allocation to Eligible Employees, on a proportionate basis
“Net Offer”	The Offer less the Employee Reservation Portion and the TML Shareholders Reservation Portion
“Non-Institutional Portion”	<p>The portion of the Offer being not less than 15% of the Net Offer comprising of [●] Equity Shares which shall be available for allocation to NIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.</p> <p>The allocation to the NIBs shall be as follows:</p> <ol style="list-style-type: none"> One-third of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹ 1,000,000; and Two-thirds of the Non-Institutional Portion shall be reserved for applicants with an application size of more than ₹ 1,000,000 <p>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders</p>
“Offer/ Offer for Sale”	The initial public offer of up to 95,708,984 Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹ [●] million, comprising an Offer for Sale of up to 81,133,706 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder and up to 14,575,278 Equity Shares aggregating up to ₹ [●] million by the Investor Selling Shareholders. The Offer comprises the Net Offer, the Employee Reservation Portion and the TML Shareholders Reservation Portion
“QIB Portion”	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Net Offer comprising not more than [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price
“Revision Form”	<p>The form used by Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable.</p> <p>QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders, Eligible Employees Bidding in the Employee Reservation Portion and Eligible TML Shareholders Bidding in the TML Shareholders Reservation Portion, can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/Offer Closing Date</p>
“Retail Portion”	The portion of the Offer being not less than 35% of the Net Offer comprising of [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
“TML Shareholders Reservation Portion”	The portion of the Offer being up to [●] Equity Shares (constituting up to 10.00% of the Offer) aggregating up to ₹[●] million available for allocation to Eligible TML Shareholders, on a proportionate basis
“UPI Bidders”	<p>Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees in Employee Reservation Portion, (iii) Eligible TML Shareholders in the TML Shareholders Reservation Portion, and (iv) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.</p> <p>Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)</p>

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares by way of Offer for Sale by the Selling Shareholders ⁽¹⁾⁽²⁾	Up to 95,708,984 Equity Shares aggregating up to ₹[●] million
<i>The Offer consists of:</i>	
Employee Reservation Portion ⁽³⁾⁽⁴⁾	Up to [●] Equity Shares
TML Shareholders Reservation Portion ⁽³⁾⁽⁵⁾	Up to [●] Equity Shares
Net Offer	Up to [●] Equity Shares
<i>The Net Offer consists of:</i>	
A) QIB Portion ⁽³⁾⁽⁶⁾	Not more than [●] Equity Shares
<i>of which:</i>	
Anchor Investor Portion ⁽³⁾	Up to [●] Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
<i>of which:</i>	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion) ⁽⁶⁾	Up to [●] Equity Shares
Balance of the Net QIB Portion for all QIBs including Mutual Funds	Up to [●] Equity Shares
B) Non-Institutional Portion ⁽³⁾	Not less than [●] Equity Shares
<i>of which</i>	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000	Up to [●] Equity Shares
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1,000,000	Up to [●] Equity Shares
C) Retail Portion ⁽³⁾	Not less than [●] Equity Shares
Pre-Offer and post-Offer Equity Shares	
Equity Shares outstanding prior to and after the Offer	405,668,530 Equity Shares
Use of proceeds	Our Company will not receive any proceeds from the Offer for Sale. For further details, see “Objects of the Offer” beginning on page 108 of the DRHP.

(1) The Offer has been authorized by a resolution passed by our Board of Directors at their meeting held on December 12, 2022.

(2) The Equity Shares being offered by the Selling Shareholders have been held for a continuous period of at least one year immediately preceding the date of filing of the Draft Red Herring Prospectus with SEBI or are otherwise eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. Each of the Selling Shareholders have, severally and not jointly, authorised and confirmed inclusion of their portion of the Offered Shares as part of the Offer for Sale, as set out below:

Selling Shareholders	Number of Offered Shares	Date of board resolution/ authorisation	Date of consent letter	% of the pre-Offer paid-up Equity Share capital of our Company
Promoter Selling Shareholder				
Tata Motors Limited	Up to 81,133,706 Equity Shares	December 12, 2022 and February 22, 2023	March 9, 2023	20.00%
Investor Selling Shareholders				
Alpha TC Holdings Pte. Ltd.	Up to 9,716,853 Equity Shares	December 13, 2022	September 29, 2023	2.40%
Tata Capital Growth Fund I	Up to 4,858,425 Equity Shares	February 9, 2023	September 29, 2023	1.20%

(3) Subject to valid bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer. In the event of under-subscription in the TML Shareholders Reservation Portion (if any), the unsubscribed portion shall be added to the Net Offer.

(4) The Employee Reservation Portion shall constitute up to 0.50% of our post-offer paid-up Equity Share capital.

(5) The TML Shareholders Reservation Portion shall constitute up to 10.00% of the Offer.

(6) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. The Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price.

Allocation to Bidders in all categories, except the Anchor Investor Portion, if any, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each of the RIBs and the NIBs, shall not be less than the minimum Bid Lot or minimum application size, as the case may be, subject to availability of Equity Shares in the Retail Portion or the Non-Institutional Portion, respectively, and the remaining available Equity

Shares, if any, shall be allocated on a proportional basis. One-third of the Non-Institutional Portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1,000,000 and the unsubscribed portion in either of the above subcategories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The allocation of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis.

CAPITAL STRUCTURE

The share capital of our Company as at the date of the Draft Red Herring Prospectus is set forth below:

(in ₹, except share data, unless otherwise stated)			
		Aggregate nominal value	Aggregate value at Offer Price*
A	AUTHORISED SHARE CAPITAL⁽¹⁾		
	1,750,000,000 Equity Shares (having face value of ₹ 2 each)	3,500,000,000	-
	700,000 0.01% Cumulative Non-Participative Compulsorily Convertible Preference Shares (having face value of ₹ 10 each) (“ Preference Shares ”)	7,000,000	
B	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER		
	405,668,530 Equity Shares (having face value of ₹ 2 each)	811,337,060	-
C	PRESENT OFFER IN TERMS OF THE DRAFT RED HERRING PROSPECTUS^{(2) (3)}		
	Offer for Sale of up to 95,708,984 Equity Shares aggregating up to ₹ [●] million	[●]	[●]
	<i>Which includes</i>		
	Employee Reservation Portion of up to [●] Equity Shares (constituting up to 0.50% of our post-offer paid-up Equity Share capital) aggregating up to ₹ [●] million ⁽⁴⁾	[●]	[●]
	TML Shareholders Reservation Portion of up to [●] Equity Shares (constituting up to 10.00% of the Offer) aggregating up to ₹ [●] million ⁽⁵⁾	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER		
	405,668,530 Equity Shares (having face value of ₹ 2 each)	811,337,060	-
E	SECURITIES PREMIUM		
	Before and after the Offer (in ₹ million)		100.70**

* To be included upon finalization of the Offer Price.

** As of December 31, 2022, the securities premium amount was ₹232.06 million. The securities premium amount mentioned in the table above is as adjusted for the allotments made by our Company after December 31, 2022, as applicable.

- (1) For details in relation to the changes in the authorised share capital of our Company, see “History and Certain Corporate Matters – Amendments to the Memorandum of Association” on page 202 of the DRHP.
- (2) Each of the Selling Shareholders have confirmed and authorized their participation in the Offer for Sale. For further details, see “Other Regulatory and Statutory Disclosures” on page 415 of the DRHP.
- (3) The Equity Shares being offered by each of the Selling Shareholders have been held by them for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus or are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the SEBI ICDR Regulations.
- (4) In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer.
- (5) In the event of under-subscription in the TML Shareholders Reservation Portion (if any), the unsubscribed portion shall be added to the Net Offer.

OFFER STRUCTURE

The Offer is of up to 95,708,984 Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹[●] million. The Offer comprises a Net Offer of up to [●] Equity Shares, the Employee Reservation Portion of up to [●] Equity Shares and the TML Shareholders Reservation Portion of up to [●] Equity Shares.

The Offer and Net Offer shall constitute [●]% and [●]%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	RIBs	Employee Reservation Portion ⁽²⁾	TML Shareholders Reservation Portion ⁽³⁾
Number of Equity Shares available for Allotment or allocation ^{*(4)}	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares available for allocation or Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	Up to [●] Equity Shares	Up to [●] Equity Shares
Percentage of Offer size available for Allotment or allocation	Not more than 50% of the Net Offer being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	<p>Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and RIBs</p> <p>The allotment to each NIB shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, subject to:</p> <p>a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Biddings more than ₹ 200,000 and up to ₹ 1,000,000;</p> <p>b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹ 1,000,000.</p> <p>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.</p>	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders	The Employee Reservation Portion shall constitute up to 0.50% of our post-offer paid-up Equity Share capital	The TML Shareholders Reservation Portion shall constitute up to 10.00% of the Offer

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	RIBs	Employee Reservation Portion ⁽²⁾	TML Shareholders Reservation Portion ⁽³⁾
Basis of Allotment if respective category is oversubscribed *	<p>Proportionate as follows (excluding the Anchor Investor Portion):</p> <p>a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>c) Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p>	<p>The allotment to each NIB shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis, in accordance with the conditions specified in the SEBI ICDR Regulations subject to:</p> <p>a) one third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹ 200,000 and up to ₹ 1,000,000;</p> <p>b) two third of the portion available to Non-Institutional Bidders being [●] Equity Shares are reserved for Bidders Bidding more than ₹ 1,000,000.</p> <p>Provided that the unsubscribed portion in either of the categories specified in (a) or (b) above, may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.</p>	<p>The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis. For further details, see “Offer Procedure”, beginning on page 440 of the DRHP.</p>	<p>Proportionate; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for a value exceeding ₹200,000 subject to total Allotment to an Eligible Employee not exceeding ₹500,000 .</p>	Proportionate
Mode of Bid	ASBA only (excluding the UPI Mechanism) except for Anchor Investors ⁽⁵⁾	ASBA only (including the UPI Mechanism for Bids up to ₹ 5,00,000)	ASBA only (including the UPI Mechanism)	ASBA only (including the UPI Mechanism)	ASBA only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares	[●] Equity Shares	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer, (excluding the Anchor portion), subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Offer (excluding the QIB Portion), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000	Such number of Equity Shares and in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in this portion does not exceed ₹500,000	Such number of Equity Shares and in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible TML Shareholder does not exceed ₹200,000

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	RIBs	Employee Reservation Portion ⁽²⁾	TML Shareholders Reservation Portion ⁽³⁾
Mode of Allotment	Compulsorily in dematerialised form				
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter				
Allotment Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter				
Trading Lot	One Equity Share				
Who can apply ⁽⁶⁾	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, VCFs, AIFs, FVCIs registered with SEBI, FPIs other than individuals, corporate bodies and family offices, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, pension funds with minimum corpus of ₹250 million, National Investment Fund set up by the Government of India, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important Non-Banking Financial Companies.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices which are recategorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)	Eligible Employees	Eligible TML Shareholders
Terms of Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids.⁽⁷⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.</p>				

* Assuming full subscription in the Offer.

- (1) Our Company, in consultation with the Book Running Lead Managers, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50

million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.

- (2) *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ ₹500,000. However, a Bid by an Eligible Employee Bidding in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the TML Shareholders Reservation Portion and also in the Non-Institutional Portion or the RIB Portion and such Bids will not be treated as multiple Bids. The unsubscribed portion if any, in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*
- (3) *Eligible TML Shareholders Bidding in the TML Shareholders Reservation Portion can Bid up to a maximum Bid Amount of ₹200,000. Further, Eligible TML Shareholders Bidding in the TML Shareholders Reservation Portion can also Bid in the Employee Reservation Portion and also in the Non-Institutional Portion or the RIB Portion, and such Bids will not be treated as multiple Bids. Further, any unsubscribed portion remaining in the TML Shareholders Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the TML Shareholders Reservation Portion, subject to applicable law.*
- (4) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, subject to availability of Equity Shares in the respective categories, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to RIBs, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.
- (5) Anchor Investors are not permitted to use the ASBA process.
- (6) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- (7) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion, the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

Undersubscription, if any, (including Employee Reservation Portion and the TML Shareholders Reservation Portion), in any category, except the QIB Category, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees Bidding in the Employee Reservation Portion who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹500,000), shall be added to the Net Offer. In the event of under-subscription in the TML Shareholders Reservation Portion (if any), the unsubscribed portion shall be added to the Net Offer.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules or, guidelines or, regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ajoyendra Mukherjee
Chairman and Independent Director

Date: October 3, 2023

Place: Kolkata

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Warren Kevin Harris
Chief Executive Officer and Managing Director

Date: October 3, 2023

Place: Hong Kong

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules or, guidelines or, regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Usha Sangwan
Independent Director

Date: October 3, 2023

Place: Chandigarh

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Aarthi Sivanandh
Independent Director

Date: October 3, 2023

Place: Chennai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules or, guidelines or, regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Nagaraj Ijari
Independent Director

Date: October 3, 2023

Place: Bangalore

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Pathamadai Balachandran Balaji
Non-Executive Director

Date: October 3, 2023

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

Shailesh Chandra
Non-Executive Director

Date: October 3, 2023

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Addendum is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or the rules made or guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements, disclosures and undertakings in this Addendum are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Savitha Balachandran
Chief Financial Officer

Date: October 3, 2023

Place: Hong Kong

DECLARATION

We, Tata Motors Limited, hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed in this Addendum in relation to ourselves, as a Promoter Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any statements, disclosures and undertakings made or confirmed by or relating to the Company, any other Selling Shareholders or any other person(s) in this Addendum.

FOR AND ON BEHALF OF Tata Motors Limited

Authorised Signatory

Name: Maloy Kumar Gupta

Designation: Company Secretary

Place: Mumbai

Date: October 3, 2023

DECLARATION

We, Alpha TC Holdings Pte. Ltd., hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed in this Addendum in relation to ourselves, as an Investor Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any statements, disclosures and undertakings made or confirmed by or relating to the Company, any other Selling Shareholders or any other person(s) in this Addendum.

FOR AND ON BEHALF OF Alpha TC Holdings Pte. Ltd.

Authorised Signatory

Name: Pritiraj Mahapatra

Designation: Director

Place: Singapore

Date: October 3, 2023

DECLARATION

We, Tata Capital Growth Fund I, hereby confirm and certify that all statements, disclosures and undertakings specifically made or confirmed in this Addendum in relation to ourselves, as an Investor Selling Shareholder and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including any statements, disclosures and undertakings made or confirmed by or relating to the Company, any other Selling Shareholders or any other person(s) in this Addendum.

FOR AND ON BEHALF OF Tata Capital Growth Fund I

Authorised Signatory

Name: Pramod Ahuja

Designation: Partner, Tata Capital Growth Fund

Place: Mumbai

Date: October 3, 2023