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INITIAL PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY (AS DEFINED BELOW) ON THE MAIN BOARD OF THE STOCK EXCHANGES IN COMPLIANCE WITH CHAPTER II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

PUBLIC ANNOUNCEMENT



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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 ("Draft Red Herring Prospectus") read together with the addendum to the Draft Red Herring Prospectus dated October 3, 2023 (together with the Draft Red Herring Prospectus, the "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

NOTICE TO INVESTORS (THE "NOTICE")

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 IN THE ADDENDUM TO DRHP) (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 IN THE ADDENDUM TO DRHP) (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:

- a) Pursuant to the order passed by the National Company Law Tribunal, Mumbai dated May 12, 2023 sanctioning the scheme of arrangement between erstwhile Tata Motors Finance Limited (*presently named as TMF Business Services Limited*) and erstwhile Tata Motors Finance Solutions Limited (*presently named as Tata Motors Finance Limited*) and their respective shareholders (the "Scheme of Arrangement"), 8,119,920 Equity Shares held by TMF Business Services Limited have been transferred to Tata Motors Finance Limited ("TMFL") on October 26, 2023 in accordance with the terms of the Scheme of Arrangement. TMF Business Services Limited and TMFL are members of our Promoter Group and Group Companies of our Company. The details of transfer are as follows:

Date of Transfer	Name of the Transferor	Name of Transferee	Nature of Transfer	Number of Equity Shares	Percentage of pre- Offer share capital of the Company	Transfer price per Equity Share (in ₹)	Total consideration (in ₹ Million)
October 26, 2023	TMF Business Services Limited	Tata Motors Finance Limited	Pursuant to the Scheme of Arrangement	8,119,920	2.00%	N.A.	N.A.

- b) The shareholding of TMF Business Services Limited and Tata Motors Finance Limited in our Company, following completion of the aforementioned transfer and as on the date of this Notice are:

S. No.	Name	No. of Equity Shares prior to Transfer	No. of Equity Shares after Transfer	Percentage of pre- Offer share capital of the Company after the Transfer (%)
1.	TMF Business Services Limited	8,119,920	Nil	Nil
2.	Tata Motors Finance Limited	Nil	8,119,920	2.00

- c) Since, TMFL is a member of our Promoter Group and a Group Company of our Company, it is connected in the following capacities with our Company, Promoter, Promoter Group, Directors, Group Companies and the directors and key managerial personnel of Group Companies:

S. No.	Particulars	Connection
1.	In connection with our Company	TMFL is a member of our Promoter Group and a Group Company of our Company.
2.	In connection with our Promoter	(a) TMFL is an indirect subsidiary of Tata Motors Limited i.e. our Promoter; (b) One of the independent directors of TMFL is an independent director on the board of directors of our Promoter; and (c) One of the non-executive directors of TMFL is a key managerial personnel of our Promoter.
3.	In connection with our Promoter Group	(a) Some of the independent directors of TMFL are independent directors on the board of directors of certain of our Promoter Group entities; and (b) Some of the non-executive directors of TMFL are directors and/or a key managerial personnel of certain of our Promoter Group entities
4.	In connection with our Directors	One of the non-executive directors of TMFL is one of our Non-Executive Directors.
5.	In connection with our Group Companies	(a) The directors of TMFL are on the board of directors of certain of our Group Companies; (b) TMFL holds investments in certain of our Group Companies; and (c) Some of the non-executive directors of TMFL are key managerial personnel in one of our Group Companies.
6.	In connection with the directors and key managerial personnel of our Group Companies	(a) The directors of TMFL are on the board of directors of certain of our Group Companies; (b) Certain directors of TMFL are key managerial personnel of certain Group Companies.

Further, TMFL is not connected with (i) our Key Managerial Personnel (ii) our Subsidiaries and (iii) the directors and key managerial personnel of our Subsidiaries.

All capitalised terms used in this Notice shall, unless the context otherwise requires, have the meaning ascribed to them in the DRHP.

Please note that the Notice 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.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
JM Financial Limited 7 th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai - 400 025, Maharashtra, India Tel: +91 22 6630 3030 E-mail: tti.ipo@jmfll.com Website: www.jmfl.com Investor Grievance ID: grievance.ibd@jmfll.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/citigroupglo balscreen1.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

For and on behalf of TATA TECHNOLOGIES LIMITED

Sd/-

Vikrant Gandhe

Company Secretary and Compliance Officer

Place: Pune

Date: October 27, 2023

TATA TECHNOLOGIES LIMITED is proposing, subject to the receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the Draft Red Herring Prospectus with SEBI on March 9, 2023 read with the addendum dated October 3, 2023 to the Draft Red Herring Prospectus. The Draft Red Herring Prospectus and the addendum are available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and is available on the websites of the BRLMs, i.e. JM Financial Limited, Citigroup Global Markets India Private Limited and BofA Securities India Limited at www.jmfl.com, www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm and https://business.bofa.com/bofas-india, respectively. Investors should note that investment in equity shares involves a high degree of risk. For details, potential investors should refer to the red herring prospectus ("RHP") which may be filed with the Registrar of Companies, Maharashtra at Pune ("RoC"), in future, including the section titled "Risk Factors". Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

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.