

**RESULT DECLARED FOR THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY**  
**HELD ON FEBRUARY 25, 2020**

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the Extra Ordinary General Meeting of the Company ("EGM") was convened on Tuesday, February 25, 2020 at 10.15 a.m. at the Registered Office of the Company at 11<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, to seek the approval of the Members of the Company on the Resolution contained in the Notice dated January 28, 2020.

Further, pursuant to the provisions of Section 108, 109 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members to vote electronically ("remote e-voting") on the aforementioned Resolution and for Members who had not casted their votes through remote e-voting were provided the facility of voting through Ballot Paper ("Ballot") at the EGM. The Company had appointed Mr. P N Parikh, representing M/s Parikh & Associates, Company Secretary in Practice, as a Scrutinizer to conduct the remote e-voting process and voting through Ballot at the EGM in a fair and a transparent manner. The remote e-voting period commenced on February 21, 2020 at 9.00 a.m. and concluded on February 24, 2020 at 5.00 p.m. There were no votes cast by the Members at the EGM through Ballot. Members who had cast their votes through remote e-voting were considered by the Scrutinizer and he has submitted a Scrutinizers Report dated February 25, 2020 on the same.

The result of e-voting and the summary of the Scrutinizer Report for Item Nos. 1 to 2 are, as under:

Item No. and brief text of Resolution	Number of Votes in favour of the resolution		Number of Votes against the resolution		Invalid Votes
	Number of Votes	% of total number of valid votes cast	Number of Votes	% of total number of valid votes Cast	
<b>1. Special Resolution:</b> Amendment of the Tata Capital Limited Employee Stock Purchase/Option Scheme	3,32,49,31,912	100%	Nil	Nil	Nil
<b>2. Ordinary Resolution:</b> Cancellation of Unsubscribed Issued Equity Share Capital	3,32,49,31,912	100%	Nil	Nil	Nil

Accordingly, the aforementioned Resolution has been passed by the requisite majority of the Members of the Company.

For TATA CAPITAL LIMITED

*Rajiv Sabharwal*  
Rajiv Sabharwal  
Managing Director & CEO  
DIN: 00057333  
Place: Mumbai  
Date: February 25, 2020

**TATA CAPITAL LIMITED**

Corporate Identity Number U65990MH1991PLC060670

11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013

Tel 91 22 6606 9000 Web www.tatacapital.com

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013

To,  
The Chairman  
Tata Capital Limited  
11<sup>th</sup> Floor, Tower A, Peninsula Business Park,  
Ganpatrao Kadam Marg, Lower Parel,  
Mumbai 400013

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Extra Ordinary General Meeting of Tata Capital Limited held on Tuesday, February 25, 2020 at 10:15 a.m. at the Registered Office of the Company at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Capital Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the Extra Ordinary General Meeting (EGM) of Tata Capital Limited on Tuesday, February 25, 2020 at 10:15 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said EGM held on February 25, 2020.

The notice dated January 28, 2020 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the EGM of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through ballot paper to the shareholders present at the EGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of February 18, 2020 were entitled to vote on the resolutions as contained in the Notice of the EGM.

The voting period for remote e-voting commenced on Friday, February 21, 2020 at 9:00 a.m. and ended on Monday, February 24, 2020, at 5:00 p.m. and the CDSL e-voting platform was blocked thereafter.

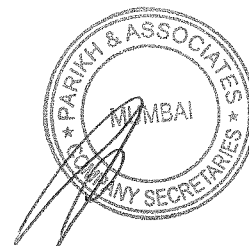
None of the shareholders cast their votes through ballots at the EGM.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting on the resolutions contained in the Notice of the EGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting in respect of the said resolutions.



**Resolution 1: Special Resolution****Amendment of the Tata Capital Limited Employee Stock Purchase / Option Scheme**

(i) Voted in favour of the resolution:

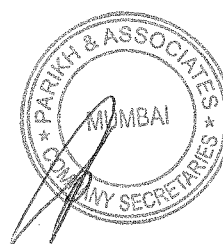
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	3,32,49,31,912	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



**Resolution 2: Ordinary Resolution****Cancellation of Unsubscribed Issued Equity Share Capital**

Voted in favour of the resolution:

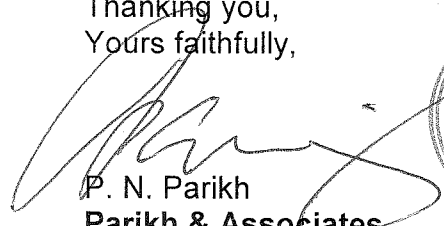
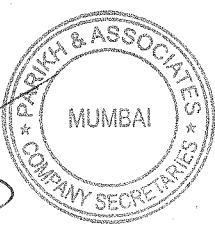
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	3,32,49,31,912	100.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,  
Yours faithfully,



**P. N. Parikh**  
**Parikh & Associates**  
**Practising Company Secretaries**  
 FCS: 327 CP No.: 1228  
 111,11th Floor, Sai Dwar CHS Ltd  
 Sab TV Lane, Opp.Laxmi Indl Estate,  
 Off Link Road, Above Shabari Restaurant,  
 Andheri West, Mumbai – 400053

For Tata Capital Limited

RS x Rajiv Sabharwal  
 Rajiv Sabharwal  
 Managing Director & CEO  
 DIN: 00057333

Place: Mumbai  
Dated: February 25, 2020