

TATA CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013

CIN: U65990MH1991PLC060670

Telephone: (022) 6606 9000 □ Fax: (022) 6656 2699 □ Website: www.tatacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL LIMITED will be held on Wednesday, June 28, 2023 at 10:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon.
3. To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2023.
4. To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2023.
5. To appoint a Director in place of Ms. Aarthi Subramanian (DIN: 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.

Special Business:

6. **Appointment of Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705) as an Independent Director.**

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

“**RESOLVED** that Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from March 30, 2023 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 135 of the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”) and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of three years commencing from March 30, 2023 up to March 29, 2026.”

“**RESOLVED FURTHER** that the Board of Directors, be and is hereby authorized to do all such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. **Appointment of Mr. Mathew Cyriac (DIN: 01903606) as an Independent Director.**

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

“**RESOLVED** that Mr. Mathew Cyriac (DIN: 01903606), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from March 30, 2023 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 135 of the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”) and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Mr. Mathew Cyriac (DIN: 01903606), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of three years commencing from March 30, 2023 up to March 29, 2026.”

“**RESOLVED FURTHER** that the Board of Directors, be and is hereby authorized to do all such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors
For **Tata Capital Limited**

Mumbai, May 22, 2023

Registered Office:

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

Sarita Kamath
Head - Legal and Compliance
& Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the Business set out at Item Nos. 6 & 7 above, is annexed hereto. Additional information, pursuant to Secretarial Standard - 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Ms. Aarthi Subramanian, Mr. Vadalur Subramanian Radhakrishnan and Mr. Mathew Cyriac, Directors seeking re-appointment / appointment, at this Annual General Meeting (“AGM”), is furnished as a part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No.10/2022 dated December 28, 2022 (collectively referred to as MCA Circulars), permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM will be 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013.
3. In compliance with the applicable provisions of the Act read with aforesaid MCA Circulars, the 32nd AGM of the Company is being held through VC / OAVM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, etc.) are required to send a scanned copy (PDF Format) of its Board or Governing body Resolution / Authorization, etc. with attested specimen signature of the duly authorised signatory(ies), authorizing its representative to attend this AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@parikhassociates.com with a copy marked to investors@tatacapital.com.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction.
8. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. The relevant Registers and all other documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at investors@tatacapital.com to inspect the same.
11. The Company has fixed June 5, 2023 as the ‘Record Date’ for determining entitlement of members to receive dividend on the equity shares for the financial year ended March 31, 2023, if approved at the AGM.
12. If the dividend on equity shares, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source, will be made on or after June 28, 2023, to all Beneficial Owners in respect of equity shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of end of day on June 5, 2023.
13. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend, if declared, by the Shareholders of the Company on the Equity Shares at this Annual General Meeting.

Below is the brief of the applicable provisions for Tax Deduction at Source (“TDS”) under the Income Tax Act, 1961 for Resident and Non-Resident shareholders:

I. Resident Shareholders:

Tax is required to be deducted at source under Section 194 of the Income Tax Act, 1961, at 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, TDS at the rate of 20% (plus applicable surcharge and cess) shall be deducted under Section 206AA of Income Tax Act, 1961.

Further, Tax will not be deducted in case of:

a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individuals if -

- Total dividend amount to be received by them during the Financial Year 2023-24 does not exceed ₹ 5,000/-; or
- The shareholder provides Form 15G (applicable to any person other than a company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met.

b. Resident Non-Individuals:

No tax shall be deducted on the dividend payable to the following resident non-individuals, if they provide the desired details and documents:

- **Insurance Companies:** Self declaration that it has full beneficial interest with respect to the equity shares owned by it along with self-attested copy of PAN card.
- **Mutual Funds:** Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.
- **Alternative Investment Fund (AIF):** Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.
- **Other Non-Individual shareholders:** Entities whose income is unconditionally exempt under section 10 of the Act and that are not statutorily required to file return of income, being exempted from TDS by the CBDT Circular No. 18 of 2017, are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)

- c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of the Income Tax Act, 1961, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

II. Non-resident Shareholders:

- a) Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Income Tax Act, 1961, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

- b) Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders are required to provide the following:

- Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) (for the period April 2023 to March 2024) obtained from the tax authorities of the country of which the shareholder is a resident.

- Electronic filing of Form 10F on the Income Tax portal (procedure for electronic filing given below in Note 1) in accordance with CBDT No. 03/2022 dated 16th July 2022. If the Non-Resident does not have a PAN and is not required to have a PAN as per the IT Act, then they are exempted from furnishing Form 10F electronically till 30th September 2023 in accordance with CBDT notification no. F. No. DGIT(S)-ADG(S)-3/e-Filing Notification/Forms/2023/3420 dated 28 March 2023. Such Non-Resident can furnish Form 10F in non-electronic manner.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty and Beneficial ownership of the shares (for the period April 2023 to March 2024) by the non-resident shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

- c) In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 196D of the Income Tax Act, 1961.

Note 1: Procedure for electronically filing Form 10F

1. Login to <https://www.incometax.gov.in/iec/foportal> using PAN login
2. Go to E-file>Income Tax Forms>File Income Tax Forms
3. Select Form 10F from the available options
4. Select the relevant Assessment Year for which you need to file Form 10F and click on continue
5. Fill all the required fields in the Form.
6. Attach the Tax Residency Certificate and Save the Draft and then Proceed to submit the Form with digital signature (DSC) of the authorized signatory/self.
7. Once submitted, go to "View Filed Forms" and download the copy of the Form 10F and submit along with other tax forms.

III. TDS to be deducted at higher rate in case of non-filers of Return of Income:

The Finance Act, 2021, has inter-alia, inserted a new Section 206AB, effective from 1st July, 2021. The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

The 'specified person' means a person (shareholder in present case) who has not:

- a. furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired; and
- b. the aggregate of tax deducted at source and tax collected at source in his case is ₹ 50,000 or more in the said previous year.

The same shall be verified by the Company from the Government enabled online facility.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

A separate communication, through an email, has been sent to all the equity shareholders along with the details of documents / declarations (with relevant Formats attached) required to be provided by the equity shareholders to the Company. Same formats are also available on the Company's website www.tatacapital.com.

Shareholders are requested to send the scanned copies of the documents mentioned above at the following email ids - Csg-exemptforms2223@tcplindia.co.in; investors@tatacapital.com.

These documents should reach us on or before June 15, 2023 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post the above date. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

14. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

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

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

15. To support the "Green Initiative", Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent, TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited) / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
16. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23 is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Depositories and the same is also available on the website of the Company at www.tatacapital.com. The Notice of AGM can also be accessed on the website of the National Stock Exchange of India Limited at www.nseindia.com and website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
17. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in electronic form.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DP if the shares are held by them in electronic form.
19. The holders of Cumulative Redeemable Preference Shares ("CRPS") can attend the AGM but are not entitled to vote on the items set out in the Notice.
20. Instructions for e-voting and joining the AGM through VC / OAVM are, as under:

A. Process and manner for Members voting through Electronic means

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the MCA dated May 05, 2020 read with Circular dated December 28, 2022, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date of June 21, 2023, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice who has no voting rights as on the Cut Off Date, shall treat this Notice as intimation only.
- (ii) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut Off Date i.e. June 21, 2023, shall be entitled to exercise his/her vote electronically i.e. remote e-voting by following the procedure mentioned in this part.


- (iii) The remote e-voting will commence on Saturday, June 24, 2023 at 9:00 a.m. and will end on Tuesday, June 27, 2023 at 5:00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-Off Date i.e. June 21, 2023, may cast their vote electronically.
- (iv) Once the vote on a resolution is cast by the Member by remote e-voting prior to the AGM, he/she shall not be allowed to change it subsequently or cast the vote again.
- (v) The facility of voting through electronic means would also be made available at the AGM and the Members present in the AGM through VC/OAVM facility who have not already cast their votes by remote e-voting shall be able to exercise their right of voting through e-voting system during the Meeting. The Members who have already cast their vote by remote e-voting prior to the Meeting, may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- (vi) The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting.
- (vii) The voting rights of the Members shall be in the proportion to their share in the paid-up equity share capital of the Company as on the Cut Off Date of June 21, 2023.
- (viii) The Company has appointed Mr. P. N. Parikh (FCS No. 327; COP No. 1228) or failing him, Mr. Mitesh Dhabliwala (FCS No. 8331; COP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting at the AGM, in a fair and transparent manner.
- (ix) The procedure and instructions for remote e-voting and joining the AGM on NSDL e-voting System are, as follows:

Step 1: Access to NSDL e-Voting system

I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode

- a) In terms of SEBI Circular dated December 9, 2020 on e-voting facility, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are accordingly, advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.
- b) Login method for Individual shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful 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 the Company name or “e-voting service provider - NSDL” and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
<p>Individual Shareholders holding shares in demat mode with NSDL.</p>	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 the Company name or “e-voting service provider - NSDL” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers website directly.</p>

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding shares in demat mode) login through their depository participants	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 the Company name or “e-Voting service provider-NSDL” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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.

- c) Helpdesk for Individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 / 022-24997000
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

II. Login Method for e-voting for shareholders other than Individuals viz. Institutions and Corporate shareholders holding shares in demat mode and for shareholders holding shares in physical mode

- a) 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.
- b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders /Member/Creditors” section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****.
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 101456 then user ID is 101456001***.

e) Details of Password for shareholders other than Individual shareholders are, given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- 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.
- 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. 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 below in Point no. B - Process for those shareholders whose email ids are not registered

f) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- 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.
- “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/Folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

h) Click on “Login” button.

i) After you click on the “Login” button, Home page of e-voting will open.

Step 2 - Cast your vote electronically and Join the AGM on NSDL e-voting system

a) 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 and General Meeting is in active status.

- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-voting period or for casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- c) Now you are ready for e-voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

- (i) If you are a Shareholder holding shares 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), AADHAR (self-attested scanned copy of Aadhar Card) by an email to investors@tatacapital.com.
- (ii) If you are a Non- Individual Shareholder viz. Institutions and Corporate Shareholders holding shares 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) by an email to investors@tatacapital.com.
- (iii) Alternatively shareholder/members may also send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode.

C. Instructions for Members for attending the AGM through VC / OAVM

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for “Access to NSDL e-voting system”. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against the Company name. You are requested to click on VC/OAVM link placed under “Join Meeting” menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above in the Notice to avoid last minute rush.
- (ii) Members can participate in AGM through Laptop / Desktop / Mobile devices, however, for better experience and smooth participation, it is advisable to join the Meeting through Laptops connected through broadband. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Participants connecting from Mobile devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investors@tatacapital.com between June 19, 2023 (9:00 a.m.) to June 21, 2023 (5:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

D. General Information for the Members

- (i) Any person holding shares in physical form and non-individual shareholder, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. June 21, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at investors@tatacapital.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022-48867000 / 022-24997000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. June 21, 2023 may follow steps mentioned in the Notice of this AGM under “Access to NSDL e-Voting system”.
- (ii) It is strongly recommended that you do not 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 to reset the password.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall not later than three days of the conclusion of the meeting, issue a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the Result of the voting forthwith.
- (iv) The Results declared, along with the Scrutinizer’s Report, will be posted after the declaration of the same by the Chairman on the Company’s website at www.tatacapital.com , on the website of the National stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.
- (v) In case you have any queries or issues regarding remote e-voting, you may write to the Company at investors@tatacapital.com. Members can also 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. or call on toll free no.: 022-48867000 / 022-24997000 or send a request at evoting@nsdl.co.in.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder sets out all material facts relating to the business mentioned under Item Nos. 6 & 7 of the accompanying Notice dated May 22, 2023.

Item Nos. 6 & 7

The Members are requested to note the following:

In accordance with the provisions of Section 161 of the Act and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its Resolution passed by Circulation on March 29, 2023, have approved the appointment of Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705) and Mr. Mathew Cyriac (DIN: 01903606) as Additional Directors of the Company with effect from March 30, 2023 up to this AGM of the Company and as Independent Directors of the Company, for an initial term of 3 years commencing from March 30, 2023 up to March 29, 2026, subject to the approval of the Members of the Company.

A brief resume, qualification(s), experience and nature of Mr. Radhakrishnan’s and Mr. Cyriac’s expertise in specific functional areas is set out in an Exhibit to this Notice.

The Company has received notices, in writing, pursuant to Section 160 of the Act, from Members proposing the candidature of Mr. Radhakrishnan and Mr. Cyriac, as Directors of the Company.

The Company has received from Mr. Radhakrishnan and Mr. Cyriac (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act (iii) Declaration in terms of Section 149(6) of the Act and the Rules read with Regulation 16(1)(b) and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘Listing Regulations’), stating that they are qualified to be appointed as Independent Directors of the Company (iv) Declaration and Undertaking pursuant to the Master Directions for Core Investment Companies issued by the Reserve Bank of India and the Fit and Proper Policy adopted by the Company, stating that they fulfill the ‘fit and proper’ criteria for appointment as Directors of the Company (v) Declaration pursuant to the provisions of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, stating that they have registered themselves as Independent Directors in the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs at Manesar and continues to be registered as Independent Directors in the said data bank. Further, Mr. Radhakrishnan and Mr. Cyriac have successfully cleared an Online Proficiency Self-assessment test for Independent Director conducted by the said Institute.

In the opinion of the Board, Mr. Radhakrishnan and Mr. Cyriac fulfil the conditions specified in the Act and the Rules made thereunder read with the SEBI Listing Regulations for appointment as Independent Directors and that they are Independent of the Management.

A copy of the draft letter for the appointment of Mr. Radhakrishnan and Mr. Cyriac as Independent Directors, setting out the terms and conditions, would be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at investors@tatacapital.com to inspect the same.

The Board considers that the association of Mr. Radhakrishnan and Mr. Cyriac would be of immense benefit to the Company and it is desirable to appoint them as Independent Directors.

In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV to the Act and the rules framed thereunder and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Mr. Radhakrishnan and Mr. Cyriac as Independent Directors of the Company, not liable to retire by rotation, for an initial term of 3 years commencing from March 30, 2023 up to March 29, 2026 is being placed before the Members for their approval by way of a Special Resolution at this Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Radhakrishnan and Mr. Cyriac to whom the resolution relates, is concerned or interested in the Resolutions mentioned at Item Nos. 6 & 7 of the Notice.

The Board commends the Special Resolutions at Item Nos. 6 & 7 of the accompanying Notice, for the approval of the Members of the Company.

By Order of the Board of Directors
For **Tata Capital Limited**

Mumbai, May 22, 2023

Registered Office:

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

Sarita Kamath
Head - Legal and Compliance
& Company Secretary

EXHIBIT TO NOTICE
PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING IS FURNISHED

Particulars	Ms. Aarthi Subramanian (DIN: 07121802)	Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705)	Mr. Mathew Cyriac (DIN: 01903606)
Date of Birth and Age	June 26, 1967; 55 years	January 18, 1963; 60 years	May 20, 1969; 54 years
Date of appointment on Board	October 30, 2017	Appointed as an Additional Director of the Company with effect from March 30, 2023	Appointed as an Additional Director of the Company with effect from March 30, 2023
Qualifications	B. Tech in Computer Science, National Institute of Technology - Warangal India. Master's Degree in Engineering Management, University of Kansas (USA).	Post Graduate degree - Masters in Business Administration (MBA) & Masters in Commerce, Certified Associate of Indian Institute of Bankers (CAIIB)	Post Graduate Diploma in Management - IIM Bangalore. Bachelor's degree in Engineering from College of Engineering Guindy, Madras.
Experience	<ul style="list-style-type: none"> A professional with over 33 years of experience in the global technology sector. Ms. Subramanian Started her career as a graduate trainee in Tata Consultancy Services Limited ("TCS") in 1989 and went on to become an analyst, project manager and then moved from Account Management roles to a Senior Executive role in TCS. She worked in diverse roles in India, Sweden, the US and Canada, thereby gaining rich experience in consulting engagements and management of large-scale technology programs as well as operations. At TCS, Ms. Subramanian was an Executive Vice President and Global Head of Delivery Excellence, Governance & Compliance, responsible for guiding complex global transformation initiatives for the world's leading enterprises, driving excellence and quality in service delivery and enterprise-wide risk and compliance. She was also nominated as the Executive Director on TCS Board in March 2015. At Tata Sons, she was responsible for driving digital adoption across group companies as well as shaping the group's digital initiatives. 	<ul style="list-style-type: none"> Mr. V S Radhakrishnan has over 30 + years of Banking experience in State Bank of India ("SBI") across Commercial / Wholesale Banking, Retail Banking, Treasury, Trade Finance, Relationship Management and Rural Credit. Mr. Radhakrishnan joined State Bank of India in 1988 as a Probationary Officer and was a Deputy Managing Director of Commercial Clients group of SBI from April 2020 to January 31, 2023 and also headed the Project Finance Strategic Business Unit of SBI the largest Infrastructure Finance entity in the country. He also holds experience of working in International Banking with the Los Angeles office of SBI. Mr. Radhakrishnan has served on the Board of Yes Bank as Non-Executive and Nominee Director of State Bank of India ("SBI") from August 2020 to July 2022 and is presently serving as Advisor - Wholesale Banking in Yes Bank since Feb 2023. Mr. Radhakrishnan has worked as Chief General Manager of Corporate Accounts Group in Mumbai since September 2017 and served as General Manager & Region Head of Corporate Accounts Group in New Delhi for a period of over 2 years (June 2015 to September 2017). 	<ul style="list-style-type: none"> Mr. Mathew Cyriac is the Co-founder and Chairman designate of Florintree Advisors, a Mumbai based Alternative Asset Manager. Previously, Mr. Cyriac was a Senior Managing Director at the Blackstone Group and served as Co-Head of Private Equity at Blackstone Advisors India Private Ltd. till February 2017. Before joining Blackstone in 2006, Mr. Cyriac served as the Head of Corporate Development and Strategy at iGate Global Solutions based in Fremont, California. He also served as the Chief Financial Officer of Quintant Services, where he led all its financing and other strategic transactions and its eventual sale to iGate. Mr. Cyriac was a Vice President in the Investment Banking Group at CSFB, Los Angeles, for two years, where he led several equity and debt offerings, and merger and acquisition transactions. He also worked in the Private Equity Group at Donaldson, Lufkin and Jenrette for over four years. Further, he worked in the Investment Banking Division at Bank of America and in the Engineering Division of Tata Motors.

Particulars	Ms. Aarthi Subramanian (DIN: 07121802)	Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705)	Mr. Mathew Cyriac (DIN: 01903606)
No. of Meetings of the Board attended during FY 2022-23	10 (out of 11)	Not Applicable	Not Applicable
Other Directorships	<ul style="list-style-type: none"> • Tata Consultancy Services Limited • Tata Industries Limited • Tata AIA Life Insurance Company Limited • Tata Payments Limited • Tata Business Hub Limited • Infiniti Retail Limited • Tata Unistore Limited • Tata Digital Private Limited (formerly known as Tata Digital Limited) • Tata Neu Private Limited • Supermarket Grocery Supplies Private Limited 	Tata Capital Financial Services Limited	<ul style="list-style-type: none"> • Gokaldas Exports Limited • Jyoti Structures Limited • Data Patterns (India) Limited • Ideaforge Technology Limited • Tata Play Limited • Access Engineering Products Private Limited • Tata Play Broadband Private Limited • Logicserve Digital Private Limited • CMS IT Services Private Limited • Freight Commerce Solutions Private Limited • Plaeup Private Limited • Florintree Advisors Private Limited • Florintree Managers Private Limited • Elimath Advisors Private Limited • Myy Sports Private Limited • Procam International Private Limited • Glass Dreamz Entertainment Private Limited
Memberships / Chairmanships of committees across other companies	<p><u>Tata Consultancy Services Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Member <p><u>Tata Digital Private Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Chairperson • Nomination and Remuneration Committee - Member <p><u>Infiniti Retail Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Chairperson • Audit & Risk Management Committee - Member • Technology committee - Member • Nomination and Remuneration Committee - Member 	Nil	<p><u>Gokaldas Exports Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Member • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Member • Stakeholders Relationship Committee - Member <p><u>Jyoti Structures Limited</u></p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Chairman • Audit Committee - Member <p><u>Data Patterns (India) Limited</u></p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Chairman • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Member

Particulars	Ms. Aarthi Subramanian (DIN: 07121802)	Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705)	Mr. Mathew Cyriac (DIN: 01903606)
Memberships / Chairmanships of committees across other companies	<u>Tata Industries Limited</u> <ul style="list-style-type: none"> Risk Management Committee - Chairperson Nomination and Remuneration Committee - Member <u>Tata Unistore Limited</u> <ul style="list-style-type: none"> Internal Audit Committee - Member 		<u>Tata Play Limited</u> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Chairman Audit Committee - Member IPO Committee - Member <u>Ideaforge Technology Limited</u> <ul style="list-style-type: none"> Stakeholders Relationship Committee - Chairman Nomination and Remuneration Committee - Member Audit Committee - Member
Shareholding in the Company	Nil	Nil	Nil
Relationship with other directors, manager or key managerial personnel, if any	None	None	None
Last drawn Remuneration	₹ 6,50,000/- (Sitting Fees paid for FY 2022-23)	Not Applicable	Not Applicable
Remuneration sought to be paid	Sitting Fees	Sitting Fees and Commission (if any)	Sitting Fees and Commission (if any)