

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

**Annual Return**

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

(f) Specify the reasons for not holding the same

AGM to be held on June 24, 2021

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY



*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K5	Financial and Credit leasing activities	89.15
2	K	Financial and insurance Service	K8	Other financial activities	10.85

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tata Capital Limited	U65990MH1991PLC060670	Holding	100
2	Fincare Business Services Limit 	U74900KA2014PLC075614	Associate	0.78
3	Shriram Properties Limited	U72200TN2000PLC044560	Associate	1.5
4	TVS Supply Chain Solutions Lir 	U63011TN2004PLC054655	Associate	0.42

5	Fincare Small Finance Bank Lin	U67120GJ1995PLC025373	Associate	0.02
---	--------------------------------	-----------------------	-----------	------

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,500,000,000	1,629,931,981	1,629,931,981	1,629,931,981
Total amount of equity shares (in Rupees)	25,000,000,000	16,299,319,810	16,299,319,810	16,299,319,810

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	2,500,000,000	1,629,931,981	1,629,931,981	1,629,931,981
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	16,299,319,810	16,299,319,810	16,299,319,810

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,000,000,000	0	0	0
Total amount of preference shares (in rupees)	30,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Share Capital				
Number of preference shares	3,000,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	30,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
-----------------	------------------	----------------------	----------------------	---------------

Equity Shares	Physical	Demat	Total			
At the beginning of the year	0	1,629,931,981	1,629,931,981	16,299,319,810	16,299,319,810	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify – NA	0	0	0	0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify - NA	0	0	0	0	0	
At the end of the year	0	1,629,931,981	1,629,931,981	16,299,319,810	16,299,319,810	
Preference shares	Physical	Demat	Total			
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify - NA	0	0	0	0	0	

Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify - NA	0	0	0	0	0	
At the end of the year	0	0	0	0	0	

ISIN of the Equity Shares of the Company

INE306N01016

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of Shares		(i)	(ii)	(iii)
Before Split / Consolidation	Number of Shares			
	Face value per share			
After Split / Consolidation	Number of Shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*

Nil

[Details being provided in a CD/Digital Media Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	14/08/2020
Date of Registration of Transfer	14/08/2020
Type of Transfer	Equity Shares 1- Equity, 2- Preference Shares, 3- Debentures, 4- Stock
Number of Shares/ Debentures/ Units Transferred	1 Amount per Share/ Debenture/Unit (in Rs.) 10
Ledger Folio of Transferor	1205460000256347

Transferor's Name	<input type="text" value="Tata Capital Limited"/>	<input type="text" value="jointly with"/>	<input type="text" value="Mr. Kusal Roy"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee	<input type="text" value="1205460000257108"/>		
Transferee's Name	<input type="text" value="Tata Capital Limited"/>	<input type="text" value="jointly with"/>	<input type="text" value="Mr. Rakesh Bhatia"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer	<input type="text" value="16/12/2020"/>		
Type of Transfer	<input type="text" value="Equity Shares"/>	1- Equity, 2- Preference Shares, 3- Debentures, 4- Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="1"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
Ledger Folio of Transferor	<input type="text" value="1205460000222522"/>		
Transferor's Name	<input type="text" value="Tata Capital Limited"/>	<input type="text" value="jointly with"/>	<input type="text" value="Ms. Avan Doomasia"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee	<input type="text" value="1205460000222541"/>		
Transferee's Name	<input type="text" value="Tata Capital Limited"/>	<input type="text" value="jointly with"/>	<input type="text" value="Ms. Sarita Kamath"/>
	Surname	Middle Name	First Name

Date of Registration of Transfer	<input type="text"/>		
Type of Transfer	<input type="text"/>	1- Equity, 2- Preference Shares, 3- Debentures, 4- Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor	<input type="text"/>		

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name
Ledger Folio of Transferee	<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	Middle Name	First Name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	55,458,015	Refer attached debt structure	195,716,766,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			195,716,766,000

Details of Debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	174,699,266,000	59,510,000,000	38,492,500,000	195,716,766,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

59,916,629,108

(ii) Net worth of the Company

65,832,178,593

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,629,931,981	100	0	

10.	Others – NA	0	0	0	
	Total	1,629,931,981	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others – NA	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

Total number of shareholders (Promoters + Public / Other than promoters)

7

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	98,465	97,895

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Rajiv Sabharwal	00057333	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Farokh Nariman Subeda	00028428	Director	0	
Anuradha Eknath Thaku	06702919	Director	0	
Varsha Vasant Puranda	05288076	Director	0	
Sarosh Amaria	08733676	Managing Director	0	
Jaykumar Shah	BAFPS1280Q	CFO	0	
Sonali Puneekar	AFDPG1940D	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Kusal Roy	02268654	Managing Director	04/05/2020	Cessation
Sarosh Amaria	08733676	Additional director	05/05/2020	Appointment
Sarosh Amaria	08733676	Managing Director	05/05/2020	Change in designation
Sarosh Amaria	08733676	Director	14/08/2020	Change in designation
Sarosh Amaria	08733676	Managing Director	14/08/2020	Change in designation
Jaykumar Shah	BAFPS1280Q	CFO	14/08/2020	Appointment
Avan Doomasia	AAAPD3599F	Company Secretar	30/11/2020	Cessation
Sonali Puneekar	AFDPG1940D	Company Secretar	01/12/2020	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	14/08/2020	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2020	5	5	100
2	28/05/2020	5	5	100
3	27/06/2020	5	5	100
4	17/07/2020	5	5	100
5	14/08/2020	5	5	100
6	31/08/2020	5	5	100
7	05/10/2020	5	5	100
8	11/11/2020	5	4	80
9	27/11/2020	5	5	100
10	10/12/2020	5	4	80
11	12/01/2021	5	4	80
12	04/02/2021	5	5	100

C. COMMITTEE MEETINGS

Number of meetings held

48

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/06/2020	3	3	100
2	Audit Committee	27/07/2020	3	3	100
3	Audit Committee	31/08/2020	3	3	100
4	Audit Committee	10/11/2020	3	3	100
5	Audit Committee	04/02/2021	3	3	100
6	Stakeholders Forum	04/02/2021	3	3	100
7	Nomination and Remuneration Committee	10/04/2020	3	3	100
8	Nomination and Remuneration Committee	24/06/2020	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	14/08/2020	3	3	100
10	Nomination an	20/10/2020	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Rajiv Sabharwal	12	12	100	41	38	92.68	
2	Farokh Nariman	12	12	100	10	10	100	
3	Anuradha Ekn	12	11	91.67	44	44	100	
4	Varsha Vasan	12	10	83.33	46	40	86.96	
5	Sarosh Amaria	11	11	100	36	36	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Kusal Roy	Managing Director	2,646,351	0	854,505	167,731	3,668,587
2	Sarosh Amaria	Managing Director	27,553,442	0	6,378,869	1,060,638	34,992,949
	Total		30,199,793	0	7,233,374	1,228,369	38,661,536

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Jaykumar Shah	Chief Financial Officer	4,404,986	0	0	190,570	4,595,556
2	Sonali Puneekar	Company Secretary	1,666,975	0	0	70,602	1,737,577
	Total		6,071,961	0	0	261,172	6,333,133

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Farokh N Subedar	Director	0	2,500,000	0	600,000	3,100,000
2	Anuradha E Thakur	Director	0	2,500,000	0	1,710,000	4,210,000
3	Varsha Purandare	Director	0	2,500,000	0	1,560,000	4,060,000
	Total		0	7,500,000	0	3,870,000	11,370,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Jigyasa N. Ved

Whether associate or fellow

Associate Fellow

Certificate of practice number

6018

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

08733676

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

14041

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

--

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Tata Capital Financial Services Limited
Debt Structure of the Company as on March 31, 2021

Particulars	Total Number of securities	Nominal value per unit of security	Total Amount
Private Placement Debentures			
Secured, Redeemable, Non-Convertible Debentures	99,092	10,00,000	99,09,20,00,000
Market Link Non-Convertible Debentures	6,865	10,00,000	6,86,50,00,000
Unsecured, Redeemable, Non-Convertible Debentures - Partly Paid*	10,900	10,00,000	5,54,00,00,000
Unsecured, Redeemable, Non-Convertible Subordinated Debentures (Tier-II Capital)	17,995	10,00,000	17,99,50,00,000
Perpetual Debentures	1,967	5,00,000	98,35,00,000
Perpetual Debentures	9,930	10,00,000	9,93,00,00,000
Public NCDs			
Tranche-I -Option-I	1,46,80,536	1,000	14,68,05,36,000
Tranche-I -Option-II	1,53,39,499	1,000	15,33,94,99,000
Tranche-I - Option-III Unsecured Sub-debt NCD	37,13,978	1,000	3,71,39,78,000
Tranche-II -Option-I	84,88,716	1,000	8,48,87,16,000
Tranche-II -Option-II	43,86,315	1,000	4,38,63,15,000
Tranche-II -Option-III	69,28,749	1,000	6,92,87,49,000
Tranche-II - Option-IV Unsecured Sub-debt NCD	17,73,473	1,000	1,77,34,73,000
Total	5,54,58,015		1,95,71,67,66,000
Add:			
Interest accrued on Non-Convertible Debentures and other NCD issuance cost	-	-	9,50,54,63,061
Final Total			205,22,22,29,061

* Partly paid 10,900 Unsecured NCDs of the Face Value of Rs. 10,00,000 each, issued at a consideration of Rs.554,00,00,000

TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

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



(vi)

(b) Registrar and Transfer Agent for Equity Shares and Non-Convertible Debentures issued by Tata Capital Financial Services Limited on a Private Placement basis:

Name : TSR Darashaw Consultants Private Limited

CIN : U74999MH2018PTC307859

Address: C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli West, Mumbai – 400 083

TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

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



IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

Sr. No	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Nomination and Remuneration Committee	26/02/2021	3	3	100
12.	Corporate Social Responsibility Committee	10/08/2020	4	4	100
13.	Corporate Social Responsibility Committee	25/03/2021	4	4	100
14.	Risk Management Committee	22/06/2020	4	4	100
15.	Risk Management Committee	22/09/2020	4	4	100
16.	Risk Management Committee	23/12/2020	4	2	50
17.	Risk Management Committee	22/02/2021	4	3	75
18.	Finance and Asset Liability Supervisory Committee	22/06/2020	4	4	100
19.	Finance and Asset Liability Supervisory Committee	22/09/2020	4	4	100
20.	Finance and Asset Liability Supervisory Committee	23/12/2020	4	3	75
21.	Finance and Asset Liability Supervisory Committee	22/02/2021	4	3	75
22.	Committee for Review of Policies	22/09/2020	2	2	100
23.	Investment Credit Committee	20/04/2020	4	4	100
24.	Investment Credit Committee	24/04/2020	4	4	100
25.	Investment Credit Committee	14/05/2020	4	4	100
26.	Investment Credit Committee	05/06/2020	4	4	100
27.	Investment Credit Committee	12/06/2020	4	4	100
28.	Investment Credit Committee	29/06/2020	4	4	100
29.	Investment Credit Committee	24/07/2020	4	4	100
30.	Investment Credit Committee	27/07/2020	4	4	100

TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

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



Sr. No	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
31.	Investment Credit Committee	12/08/2020	4	4	100
32.	Investment Credit Committee	26/08/2020	4	4	100
33.	Investment Credit Committee	22/09/2020	4	4	100
34.	Investment Credit Committee	19/10/2020	4	4	100
35.	Investment Credit Committee	23/10/2020	4	4	100
36.	Investment Credit Committee	18/11/2020	4	4	100
37.	Investment Credit Committee	27/11/2020	4	4	100
38.	Investment Credit Committee	11/12/2020	4	3	75
39.	Investment Credit Committee	24/12/2020	4	3	75
40.	Investment Credit Committee	05/01/2021	4	3	75
41.	Investment Credit Committee	15/01/2021	4	3	75
42.	Investment Credit Committee	17/02/2021	4	4	100
43.	Investment Credit Committee	24/02/2021	4	4	100
44.	Investment Credit Committee	10/03/2021	4	4	100
45.	Investment Credit Committee	23/03/2021	4	4	100
46.	Investment Credit Committee	30/03/2021	4	4	100
47.	Information Technology Strategy Committee	03/09/2020	5	5	100
48.	Information Technology Strategy Committee	25/02/2021	5	5	100

TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

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

DRAFT

FORM NO. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]**

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **TATA CAPITAL FINANCIAL SERVICES LIMITED** (the company) **CIN U67100MH2010PLC210201** having its Registered Office at Tower A, 11th Floor, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31st March, 2021**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the company has generally complied with the provisions of the Act & Rules made thereunder in respect of :
1. Its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and other authorities;
 4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed;

No resolutions were passed through postal ballot during the year.

5. the Register of Members was not required to be closed;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in Section 185 of the Act;
7. there were no contracts/arrangements with related parties as specified in Section 188 of the Act except the transactions in the ordinary course of business and which were on arms' length basis;
8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital /conversion of shares/ securities and issue of security certificates, as applicable;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act ; Not Required
10. declaration/payment of dividend;

There was transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund;
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable
13. appointment / re-appointment of auditors as per the provisions of section 139 of the Act; as applicable
14. No approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted any Fixed Deposits during the year;
16. borrowings from its members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;

There were no borrowings from its directors during the year.

17. Investments made by the Company under the provisions of Section 186 of the Act;
The company being a Non Banking Financial Company, the provisions of Section 186 of the Act, pertaining to loans, guarantees, or security provided were not applicable.
18. there had been no alteration of the provisions of the Memorandum and Articles of Association of the Company during the year.

Place: Mumbai
Date :

For Parikh & Associates

Signature:
Name of Company Secretary :Jigyasa N. Ved
C.P.No.: 6018
UDIN:

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and forms an integral part of this Report.

'Annexure A to Form MGT-8'

To,
TATA CAPITAL FINANCIAL SERVICES LIMITED

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai
Date :

For Parikh & Associates

Signature:
Name of Company Secretary: Jigyasa N. Ved
C.P.No.: 6018
UDIN: