



September 15, 2023

To,
The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Dear Sir / Madam,

Sub: Summary of Proceedings and Voting Results of the Meeting of the Preference Shareholders of Tata Capital Limited (“Company”) convened pursuant to the directions of the Hon’ble National Company Law Tribunal, Mumbai Bench (“NCLT”) held on September 15, 2023

We refer to our letter dated August 9, 2023, wherein the Company had submitted the notice of the meeting of the Preference shareholders of Tata Capital Limited convened pursuant to the order of the Hon’ble NCLT dated August 02, 2023 (“Order”).

Pursuant to the Order and in compliance with applicable provisions of the Companies Act, 2013 (“Act”), as amended from time to time, the meeting of the Preference Shareholders of the Company (“Members”) was held on Friday, September 15, 2023, at 2:00 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”) (“Meeting”) to approve the Scheme of Arrangement amongst Tata Capital Financial Services Limited and Tata Cleantech Capital Limited with Tata Capital Limited and their respective shareholders (“Scheme”). The Scheme was approved by the Members of the Company with requisite majority. The Company also facilitated the live webcast of the proceedings of the Meeting. The meeting concluded at 2:13 p.m.

In this regard, please find enclosed the following:

- i. Summary of the proceedings of the Meeting of the Company, as required under Regulation 51 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as Annexure - A.
- ii. Results and the Scrutinizer’s Report on e-voting carried out with respect to the Resolution contained in the Notice enclosed as Annexure – B.

Kindly take the above on record.

Yours faithfully,

For **Tata Capital Limited**

Sarita Kamath
Head – Legal and Compliance & Company Secretary

Encl.: as above

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



Annexure A

**SUMMARY OF PROCEEDINGS OF THE NATIONAL COMPANY LAW TRIBUNAL (“NCLT”)
CONVENED MEETING OF THE CUMULATIVE REDEEMABLE PREFERENCE SHAREHOLDERS
 (“PREFERENCE SHAREHOLDERS”) OF TATA CAPITAL LIMITED
 (THE “COMPANY”)**

The NCLT convened Meeting of Preference Shareholders of the Company was held on Friday, September 15, 2023 at 2:00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with the Companies Act, 2013 and applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) in this regard.

Ms. Malvika Sinha, Independent Director, Mr. V.S. Radhakrishnan, Independent Director, Mr. F. N. Subedar, Non-Executive Director, Ms. Aarthi Subramanian, Non - Executive Director and Chairperson of Stakeholders Relationship Committee and Mr. Rajiv Sabharwal, Managing Director & CEO of the Company attended the NCLT convened Meeting through VC / OAVM. The representatives of the Statutory Auditors, Secretarial Auditors and Internal Auditor also attended this Meeting.

Ms. Sarita Kamath, Head – Legal and Compliance & Company Secretary welcomed the Members to the Meeting and briefed the Preference Shareholders about some aspects in relation to the proceedings of the Meeting. The facility for appointment of proxies by the Preference Shareholders was not applicable as the Meeting was held through VC / OAVM. As per the regulatory requirements, the documents / registers were available for inspection by the Preference Shareholders.

The Company Secretary informed that the Company had provided remote e-voting facility to the Preference Shareholders to exercise their right to vote on the business item transacted at the Meeting by electronic mode from Tuesday, September 12, 2023 (9:00 a.m. (IST)) until Thursday, September 14, 2023 (5:00 p.m. (IST)).

The Company Secretary further informed that those Preference Shareholders who had not cast their votes through remote e-voting and who had participated in the Meeting, could vote through the e-voting process during the Meeting.

The Company Secretary further informed that Mr. P. N. Parikh, Practicing Company Secretary had been appointed as the scrutinizer by the Hon’ble NCLT vide its Order dated August 2, 2023, to scrutinize the e-voting process in a fair and transparent manner.

Ms. Varsha Purandare, Chairperson of the Audit Committee, who was appointed by the Hon’ble NCLT, Mumbai Bench, vide its order dated August 2, 2023 (“Order”) to act as the Chairperson for the Meeting of the Preference shareholders of the Company, took the Chair. The requisite quorum being present, the Chairperson called the Meeting to order and welcomed all the Preference Shareholders who were participating in the Meeting through VC/ OAVM.

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With the consent of the Preference Shareholders present at the Meeting, the notice of the Meeting was taken as read. Thereafter, the Chairperson initiated the proceedings of the Meeting. The Chairperson briefed the Preference Shareholders about the rationale of the Scheme of Arrangement amongst Tata Capital Financial Services Limited and Tata Cleantech Capital Limited with Tata Capital Limited and their respective shareholders and the resolution set out in the Notice, which was proposed to be passed at the Meeting.

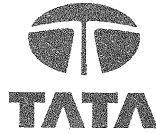
The following item was transacted at the meeting:

Item Description	Resolution Type	Mode of voting	Result
To approve the Scheme of Arrangement amongst Tata Capital Financial Services Limited and Tata Cleantech Capital Limited with the Company and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act.	Special*	E-voting	Passed with requisite majority

*to be approved by majority representing three-fourth in value of the Preference Shareholders.

The Chairperson then authorized Ms. Sarita Kamath, Head – Legal & Compliance and Company Secretary to carry out the e-voting process and concluded the Meeting. She further informed the Shareholders that the voting results would be disseminated to the National Stock Exchange of India Limited at www.nseindia.com and would also be made available on the website of the Company at www.tatacapital.com and NSDL at www.evoting.nsdl.com within 2 working days of the conclusion of the Meeting.

The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon the completion of e-voting process, Ms. Sarita Kamath declared the Meeting as concluded.



Annexure B

RESULT DECLARED FOR THE NCLT CONVENED MEETING OF PREFERENCE SHAREHOLDERS OF THE COMPANY HELD ON SEPTEMBER 15, 2023

Pursuant to the provisions of Sections 230 to 232 of the Companies Act 2013 ("Act") and other applicable provisions of Act and rules made thereunder, the NCLT convened Meeting of the Preference Shareholders of the Company was held on Friday, September 15, 2023 at 2:00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to seek the approval of the Preference Shareholders of the Company on the Resolution contained in the Notice dated August 7, 2023 ("Notice").

Further, pursuant to the provisions of the Act read with rules made thereunder, the Company had provided a facility to the Members holding Preference Shares as on September 8, 2023 ("Cut-Off" Date") to vote electronically ("remote e-voting") on the Resolution contained in the Notice. Members who had not cast their vote through remote e-voting and present at the Meeting through VC/OAVM were provided the facility to cast their vote through e-voting during the Meeting.

The Company had appointed Mr. P. N. Parikh, of M/s Parikh & Associates, Practicing Company Secretaries, as a Scrutinizer to conduct the e-voting process in a fair and a transparent manner. The remote e-voting period commenced on Tuesday, September 12, 2023 at 9:00 a.m. and concluded on Thursday, September 14, 2023 at 5:00 p.m. Members who had cast their votes through remote e-voting prior to and during the Meeting were considered by the Scrutinizer and Mr. Parikh has submitted a Consolidated Scrutinizers Report dated September 15, 2023, on the same.

The result of e-voting and the summary of the Scrutinizer's Report, 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	
1. Special Resolution*: To approve the Scheme of Arrangement amongst Tata Capital Financial Services Limited and Tata Cleantech Capital Limited with the Company and their respective shareholders under the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act.	17,97,745	100	Nil	Nil	Nil

*to be approved by majority representing three-fourth in value of the Preference Shareholders.

8/



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

For TATA CAPITAL LIMITED

A handwritten signature in black ink, appearing to read 'Varsha Purandare'.

Varsha Purandare
Chairperson for the NCLT convened meeting
of the Preference Shareholders
DIN: 05288076

Place: Mumbai

Date: September 15, 2023



To

The Chairperson appointed for the NCLT convened Meeting of the Cumulative Redeemable Preference Shareholders ("Preference Shareholders") of Tata Capital Limited

TATA CAPITAL LIMITED

CIN: U65990MH1991PLC060670

11th floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg,
Lower Parel, Mumbai, Maharashtra - 400013.

Sub: Consolidated Scrutinizer's Report on the results of voting by the Preference Shareholders of Tata Capital Limited through e-voting process (prior to and during the meeting) at the meeting convened by the Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal" "NCLT") of Tata Capital Limited held on Friday, September 15, 2023 at 2:00 p.m. (IST) ("Meeting"), through video conferencing/other audio visual means ("Meeting"), pursuant to Sections 230 to 232 read with section 66 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended read with the applicable General Circulars issued by the Ministry of Corporate Affairs and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2") and as per the directions issued by the Hon'ble Tribunal vide Order dated August 2, 2023, in the Company Scheme Application No. CA (CAA)/178/MB-IV/2023.

Dear Madam,

I, P. N. Parikh (FCS 327) of M/s Parikh and Associates, Practicing Company Secretaries, have been appointed by the **Hon'ble Tribunal**, by its Order dated August 2, 2023, in the Company Scheme Application No. **CA (CAA)/178/MB-IV/2023** ("**Order**"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230-232 read with section 66 and other applicable provisions of the Act read with Arrangement Rules and Sections 108 of the Act read with Management Rules read with the applicable general circulars issued by the Ministry of Corporate Affairs and SS-2, on the resolution seeking approval of the Preference shareholders to the Scheme of Arrangement amongst Tata Capital Financial Services Limited and Tata Cleantech Capital Limited with Tata Capital Limited and their respective shareholders ("**Scheme**"), in terms of the Notice dated August 7, 2023 ("**Notice**"), convening the said meeting.

I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.

2. The voting period for the remote e-voting prior to the meeting commenced on **Tuesday, September 12, 2023 at 9:00 a.m. (IST) and ended on Thursday, September 14, 2023 at 5:00 p.m. (IST).**
3. The Company had also provided e-voting facility to the Preference Shareholders present at the NCLT Convened meeting through VC / OAVM and who had not cast their votes through remote e-voting prior to the meeting.
4. The cut-off date was **Friday, September 8, 2023** for the purpose of deciding the Preference Shareholders entitled to vote through remote e-voting and e-voting conducted at the meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated August 7, 2023 convening the meeting of the Preference Shareholders of the Company along with the Scheme and Statement under Sections 102, 230(3), 232(2) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Preference shareholders in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to those Preference shareholders whose e-mail addresses were registered with the Company / Registrar and Transfer Agent / Depository Participant(s) / Depositories as on Friday, August 4, 2023.
6. After the closure of the voting at the NCLT convened meeting of the Preference Shareholders, the report on the voting done at the meeting and the votes cast under remote e-voting facility prior to the NCLT convened meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the Company's Registrar and Transfer Agents ("**RTA**") and the authorisations lodged with the Company/ Company's RTA.
8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to voting through remote e-voting, and e-voting at the meeting on the resolution contained in the Notice convening NCLT convened meeting of the Preference shareholders.
9. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" votes, based on the reports generated from the remote e-voting system, and e-voting at the meeting provided by NSDL.

10. The Resolution placed before the Preference shareholders and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Preference shareholders of the Company are given below.

Resolution:

"RESOLVED THAT in terms of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Hon'ble National Company Law Tribunal, (**hereinafter referred to as "Hon'ble Tribunal" / "NCLT"**) and/or such other forum or authority as may be vested with the appellate jurisdiction in this regard and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this Resolution) the proposed Scheme of Arrangement amongst Tata Capital Financial Services Limited ("**TCFSL**" or "**Transferor Company 1**") and Tata Cleantech Capital Limited ("**TCCL**" or "**Transferor Company 2**") with the Company ("**Transferee Company**") and their respective shareholders ("**the Scheme**"), as per the draft enclosed with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem desirable, appropriate or necessary, to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any regulatory or statutory authority(ies), or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing such accounting entries or making adjustments in the books of accounts of the Company as considered necessary, while giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Preference Shareholders and the Preference Shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) and / or employee(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from the Preference Shareholders of the Company."

(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
44	17,97,745	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

11. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meeting were e-mailed and handed over to the Head - Legal & Compliance and Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

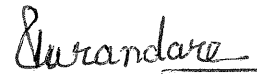
Pravinchandra
Nahalchand Parikh

Digitally signed by Pravinchandra
Nahalchand Parikh
Date: 2023.09.15 14:45:11 +05'30'

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
UDIN: F000327E001017156
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (West), Mumbai - 400053

Place: Mumbai
Dated: September 15, 2023

For Tata Capital Limited



Varsha Purandare
Chairperson for the NCLT convened Meeting
of the Preference Shareholders
DIN: 05288076

Place: Mumbai
Date: September 15, 2023