

# 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]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

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

11 th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, NA  
Mumbai  
Mumbai City  
Maharashtra  
400013

(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 LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N  
anakramguda, Serili ngampally NA

(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

## 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	94.04
2	K	Financial and insurance Service	K8	Other financial activities	5.96

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

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

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 L	U74900GJ2014PLC132578	Associate	0.76
3	TVS SUPPLY CHAIN SOLUTION	U63011TN2004PLC054655	Associate	0.4
4	FINCARE SMALL FINANCE BAN	U67120GJ1995PLC025373	Associate	0.11

## 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	1,718,846,458	1,718,846,458	1,718,846,458
Total amount of equity shares (in Rupees)	25,000,000,000	17,188,464,580	17,188,464,580	17,188,464,580

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	1,718,846,458	1,718,846,458	1,718,846,458
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	25,000,000,000	17,188,464,580	17,188,464,580	17,188,464,580

**(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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	1,659,872,116	1,659,872,116	16,598,721,160	16,598,721,160	

<b>Increase during the year</b>	0	58,974,358	58974358	589,743,580	589,743,580	10,910,256,4
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	58,974,358	58974358	589,743,580	589,743,580	10,910,256,4
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				0	0	
NA						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	0	1,718,846,4	1718846458	17,188,464,	17,188,464	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption 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						
<b>At the end of the year</b>	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			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor		<input style="width:100%;" type="text"/>	
Transferor's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width:100%;" type="text"/>	
Transferee's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input style="width:100%;" type="text"/>	
Type of transfer	<input style="width:100%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input style="width:100%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width:100%;" type="text"/>
Ledger Folio of Transferor		<input style="width:100%;" type="text"/>	
Transferor's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input style="width:100%;" type="text"/>	
Transferee's Name	<input style="width:100%;" type="text"/>	<input style="width:100%;" type="text"/>	<input style="width:100%;" 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	32,751,290	Please refer to debt struct	265,082,514,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			265,082,514,000

**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
<b>Non-convertible debentures</b>	220,007,230,000	89,010,000,000	43,934,716,000	265,082,514,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	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
<b>Total</b>					

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

**(i) Turnover**

78,181,865,871

**(ii) Net worth of the Company**

99,600,655,617

**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)	1,718,846,458	100	0	
10.	Others	0	0	0	
	<b>Total</b>	1,718,846,458	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	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

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

7

**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	67,404	54,904

**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
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	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	
Farokh Nariman Subeda	00028428	Director	0	
Varsha Vasant Puranda	05288076	Director	0	
Malvika Sinha	08373142	Director	0	
Sarosh Amaria	08733676	Managing Director	0	18/07/2023
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**

3

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)
Anuradha Eknath Thaku	06702919	Director	31/12/2022	Cessation
Malvika Sinha	08373142	Additional director	31/12/2022	Appointment
Malvika Sinha	08373142	Director	27/03/2023	Change in Designation

**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

2

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	27/06/2022	7	6	100
Extraordinary General Meet	27/03/2023	7	7	100

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2022	5	5	100
2	21/04/2022	5	5	100
3	13/05/2022	5	4	80
4	22/07/2022	5	5	100
5	26/10/2022	5	5	100
6	12/12/2022	5	5	100
7	23/12/2022	5	4	80
8	23/01/2023	5	5	100
9	16/03/2023	5	5	100
10	28/03/2023	5	5	100

**C. COMMITTEE MEETINGS**

Number of meetings held

53

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	21/04/2022	3	3	100
2	Audit Committee	20/07/2022	3	3	100
3	Audit Committee	22/07/2022	3	3	100
4	Audit Committee	26/10/2022	3	3	100
5	Audit Committee	17/11/2022	3	3	100
6	Audit Committee	23/01/2023	3	3	100
7	Audit Committee	20/03/2023	3	3	100
8	Audit Committee	28/03/2023	3	3	100
9	Committee for	28/09/2022	2	2	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
10	Information Te	05/08/2022	5	4	80

#### 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	27/06/2023
								(Y/N/NA)
1	Rajiv Sabharwal	10	10	100	43	40	93.02	Yes
2	Farokh Nariman	10	8	80	18	18	100	Yes
3	Varsha Vasani	10	10	100	50	50	100	Yes
4	Malvika Sinha	3	3	100	8	8	100	Yes
5	Sarosh Amaria	10	10	100	43	43	100	Yes

#### 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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Sarosh Amaria	Managing Director	42,562,059		15,734,547	2,875,188	61,171,794
	Total		42,562,059		15,734,547	2,875,188	61,171,794

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	11,132,268		191,677	411,271	11,735,216
2	Sonali Punekar	Company Secretary	5,764,918			258,488	6,023,406
	Total		16,897,186		191,677	669,759	17,758,622

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Farokh Nariman Su	Director	0	3,000,000	0	720,000	3,720,000
2	Anuradha Eknath Ti	Director	0	3,000,000	0	1,110,000	4,110,000
3	Malvika Sinha	Director	0	750,000	0	330,000	1,080,000
4	Varsha Vasant Pura	Director	0	4,000,000	0	1,800,000	5,800,000
	Total		0	10,750,000	0	3,960,000	14,710,000

#### 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

RAJIV  
SABHARW  
AL  
Digitally signed by  
RAJIV SABHARWAL  
Date: 2023.08.22  
10:49:53 +05'30'

DIN of the director

00057333

**To be digitally signed by**

SONALI  
BHUSHAN  
PUNEKAR  
Digitally signed by  
SONALI BHUSHAN  
PUNEKAR  
Date: 2023.08.22  
10:51:16 +05'30'

- 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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT-8 - TCFSL.pdf
Details of RTA.pdf
Committee Meetings.pdf
DebtStructureNCD3132023.pdf

**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**



<b>Tata Capital Financial Services Limited</b>			
<b>Debt Structure of the Company as on March 31, 2023</b>			
<b>Particulars</b>	<b>Total Number of securities</b>	<b>Nominal/ Paid value per unit of security</b>	<b>Total Amount</b>
<b>Private Placement Debentures</b>			
Secured, Redeemable, Non-Convertible Debentures	1,66,050	10,00,000	1,66,05,00,00,000
Secured, Redeemable, Non-Convertible Debentures	2,00,000	1,00,000	2,00,00,00,00,000
Secured, Redeemable, Non-Convertible Debentures – Partly Paid <sup>#</sup>	2,00,000	1,000	20,00,00,000
Market Link Non-Convertible Debentures	430	10,00,000	43,00,00,000
Unsecured, Redeemable, Non-Convertible Debentures	5,900	10,00,000	5,90,00,00,000
Unsecured, Redeemable, Non-Convertible Debentures - Partly Paid*	5,000	8,00,000	4,00,00,00,000
Unsecured, Redeemable, Non-Convertible Subordinated Debentures (Tier-II Capital)	19,495	10,00,000	19,49,50,00,000
Unsecured, Redeemable, Non-Convertible Subordinated Debentures (Tier-II Capital)	500	1,00,00,000	5,00,00,00,000
Perpetual Debentures	1,871	5,00,000	93,55,00,000
Perpetual Debentures	9,930	10,00,000	9,93,00,00,000
Perpetual Debentures	100	1,00,00,000	1,00,00,00,000
<b>Public NCDs - Tranche I</b>			
Secured NCD - Public -Series-II ( Category - I & II )	7,68,789	1,000	76,87,89,000
Secured NCD - Public -Series-II ( Category - III & IV )	1,45,70,710	1,000	14,57,07,10,000
Sub-Debt NCDs-Public-Series-III ( Category I & II )	2,95,490	1,000	29,54,90,000
Sub-Debt NCDs-Public-Series-III ( Category III & IV )	34,18,488	1,000	3,41,84,88,000
<b>Public NCDs - Tranche II</b>			
Secured NCD - Public -Series-II ( Category - I & II )	9,77,140	1,000	97,71,40,000
Secured NCD - Public -Series-II ( Category - III & IV )	34,09,175	1,000	3,40,91,75,000
Secured NCD - Public -Series-III ( Category - I & II )	9,24,814	1,000	92,48,14,000
Secured NCD - Public -Series-III ( Category - III & IV )	60,03,935	1,000	6,00,39,35,000
Sub-Debt NCDs-Public-Series-IV ( Category I & II )	46,500	1,000	4,65,00,000
Sub-Debt NCDs-Public-Series-IV ( Category III & IV )	17,26,973	1,000	1,72,69,73,000
<b>Total</b>	<b>3,27,51,290</b>		<b>2,65,08,25,14,000</b>
<b>Add:</b>			
Interest accrued, unamortised Premium / Discount and other issuance cost on NCDs.	-	-	7,91,55,66,842
<b>Final Total</b>			<b>2,72,99,80,80,842</b>

<sup>#</sup> Partly paid 2,00,000 secured NCDs of the Face Value of Rs. 1,00,000 each, issued at a paid up value of Rs. 1,000 each, aggregating consideration to Rs. 20,00,00,000.

## **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](http://www.tatacapital.com)

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





*\*Partly paid 5,000 Unsecured NCDs of the Face Value of Rs. 10,00,000 each, issued at a paid up value of Rs.8,00,000 each, aggregating consideration to Rs.400,00,00,000.*

**For Tata Capital Financial Services Limited**

SONALI BHUSHAN PUNEKAR  
Digitally signed by SONALI  
BHUSHAN PUNEKAR  
Date: 2023.08.21 15:39:51 +05'30'

**Sonali Puneekar**

**Company Secretary**

**Membership No: A14041**

**Address:** Tata Capital Financial Services Limited  
11th Floor, Tower A, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel,  
Mumbai 400 013, India

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(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 Consultants Private Limited

CIN : U74999MH2018PTC307859

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

For **Tata Capital Financial Services Limited**

SONALI BHUSHAN PUNEKAR

Digitally signed by SONALI  
BHUSHAN PUNEKAR  
Date: 2023.08.21 15:39:02 +05'30'

**Sonali Punekar**

**Company Secretary**

**Membership No: A14041**

**Address:** Tata Capital Financial Services Limited  
11th Floor, Tower A, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel,  
Mumbai 400 013, India

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**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	Information Technology Strategy Committee	03/02/2023	5	5	100
12	Risk Management Committee	09/05/2022	5	5	100
13	Risk Management Committee	04/08/2022	5	5	100
14	Risk Management Committee	14/11/2022	5	5	100
15	Risk Management Committee	12/12/2022	5	5	100
16	Risk Management Committee	30/01/2023	4	4	100
17	Finance and Asset Liability Supervisory Committee	20/05/2022	4	4	100
18	Finance and Asset Liability Supervisory Committee	04/08/2022	4	4	100
19	Finance and Asset Liability Supervisory Committee	14/11/2022	4	4	100
20	Corporate Social Responsibility Committee	09/05/2022	4	4	100
21	Corporate Social Responsibility Committee	24/03/2023	4	4	100
22	Nomination and Remuneration Committee	13/05/2022	3	3	100
23	Nomination and Remuneration Committee	16/03/2023	3	3	100
24	Stakeholders Relationship Committee	08/02/2023	3	3	100
25	Investment Credit Committee	14/04/2022	4	3	75
26	Investment Credit Committee	22/04/2022	4	4	100
27	Investment Credit Committee	13/05/2022	4	4	100
28	Investment Credit Committee	30/05/2022	4	4	100
29	Investment Credit Committee	10/06/2022	4	4	100
30	Investment Credit Committee	13/06/2022	4	4	100
31	Investment Credit Committee	06/07/2022	4	4	100
32	Investment Credit Committee	20/07/2022	4	4	100
33	Investment Credit Committee	08/08/2022	4	3	75
34	Investment Credit Committee	29/08/2022	4	4	100
35	Investment Credit Committee	09/09/2022	4	4	100
36	Investment Credit Committee	14/09/2022	4	4	100

**TATA CAPITAL FINANCIAL SERVICES LIMITED**

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37	Investment Credit Committee	23/09/2022	4	4	100
38	Investment Credit Committee	14/10/2022	4	3	75
39	Investment Credit Committee	21/10/2022	4	3	75
40	Investment Credit Committee	27/10/2022	4	4	100
41	Investment Credit Committee	12/11/2022	4	3	75
42	Investment Credit Committee	29/11/2022	4	4	100
43	Investment Credit Committee	09/12/2022	4	4	100
44	Investment Credit Committee	21/12/2022	4	3	75
45	Investment Credit Committee	26/12/2022	4	3	75
46	Investment Credit Committee	12/01/2023	3	3	100
47	Investment Credit Committee	27/01/2023	3	3	100
48	Investment Credit Committee	15/02/2023	3	3	100
49	Investment Credit Committee	22/02/2023	3	3	100
50	Investment Credit Committee	24/02/2023	3	3	100
51	Investment Credit Committee	16/03/2023	3	3	100
52	Investment Credit Committee	27/03/2023	3	3	100
53	Investment Credit Committee	30/03/2023	3	3	100

#### Meeting of Independent Directors

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
1.	Independent Directors	27/03/2023	2	2	100

#### For Tata Capital Financial Services Limited

SONALI BHUSHAN PUNEKAR  
Digitally signed by SONALI BHUSHAN PUNEKAR  
Date: 2023.08.21 15:38:05 +05'30'

**Sonali Punekar**  
**Company Secretary**  
**Membership No: A14041**

**Address:** Tata Capital Financial Services Limited  
11<sup>th</sup> Floor, Tower A, Peninsula Business Park  
Ganpatrao Kadam Marg, Lower Parel,  
Mumbai 400 013, India

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**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, 11<sup>th</sup> 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 **31<sup>st</sup> March, 2023**. 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, 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;  
  
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. The Company being a Non-Banking Financial Company, the provisions of Section 186 of the Act pertaining to investments, loans, guarantees, or security provided is not applicable except sub section (1);
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: 21.08.2023

**For Parikh & Associates**

Signature:

Name of Company Secretary: Jigyasa N. Ved

C. P. No.: 6018

UDIN: F006488E000832258

PR No.: 1129/2021

Digitally signed by JIGYASA NILESH  
DN: cn=Jigyasa N. Ved, o=Parikh & Associates,  
c=IN, email=jigyasa@parikh.com, ou=Parikh & Associates,  
serial=1129/2021  
JIGYASA  
NILESH  
VED

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: 21.08.2023

**For Parikh & Associates**

Signature:

Name of Company Secretary: Jigyasa N. Ved

C. P. No.: 6018

UDIN: F006488E000832258

PR No.: 1129/2021

**JIGYASA  
NILESH  
VED**



Digitally signed by JIGYASA NILESH VED  
DN: cn=JIGYASA NILESH VED,  
serial=6000002, o=Maharashtra,  
c=IN, st=Maharashtra, postalCode=400002,  
streetAddress=KAMATHI CHOWK, BHAMBURDA,  
MUMBAI 400002, email=jigyasa.n.ved@parikh.com,  
organization=PARIKH & ASSOCIATES,  
ou=MEMBERSHIP  
C=IN, CN=JIGYASA NILESH VED,  
DN: cn=JIGYASA NILESH VED,  
serial=6000002, o=Maharashtra,  
c=IN, st=Maharashtra, postalCode=400002,  
streetAddress=KAMATHI CHOWK, BHAMBURDA,  
MUMBAI 400002, email=jigyasa.n.ved@parikh.com,  
organization=PARIKH & ASSOCIATES,  
ou=MEMBERSHIP