



TATA CAPITAL FINANCIAL SERVICES LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park,

Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

CIN: U67100MH2010PLC210201

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

NOTICE IS HEREBY GIVEN THAT THE ELEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL FINANCIAL SERVICES LIMITED will be held, at a shorter notice, on Thursday, June 24, 2021, at 10:00 a.m. through Video Conferencing ("VC") via Microsoft Teams, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of the Auditors thereon.
3. To confirm the payment of Interim Dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2021.
4. To appoint a Director in place of Mr. Farokh. N. Subedar (DIN: 00028428), Director, who retires by rotation and, being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For Tata Capital Financial Services Limited

Sd/-

Sonali Punekar
Company Secretary

Mumbai, June 18, 2021

Registered Office:

11th Floor, Tower A,

Peninsula Business Park,

Ganpatrao Kadam Marg,

Lower Parel,

Mumbai – 400 013

Notes:

1. 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 the Director seeking re-appointment at the Annual General Meeting (“AGM”), is furnished as a part of this Notice.
2. In view of the continuing COVID-19 pandemic and restrictions on the movements apart from social distancing requirement, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 5, 2020, Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as MCA Circulars), permitted the holding of the AGM through VC /Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC via Microsoft Teams.
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, 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 the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id sonali.punekar@tatacapital.com
6. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on Friday, June 11, 2021.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2020-21, is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company/Depositories and the same is also available on the website of the Company www.tatacapital.com.
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
9. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.

10. The Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
12. The relevant Registers and all other documents referred to in this Notice will be available for inspection by the Members. The Members can send a request to the Company at sonali.punekar@tatacapital.com to inspect the same.
13. In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id sonali.punekar@tatacapital.com.

BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING

Particulars	Mr. Farokh N. Subedar (DIN: 00028428)
Date of Birth and Age	September 24, 1955 65 years
Date of appointment on Board	March 26, 2011
Qualifications	B.Com (Hons.), ACA, ACS
Experience	Mr. Subedar has vast experience in the areas of company administration, finance, taxation and accounts. He has been on the boards of various Tata companies and has been closely associated with several Tata Non - Banking Financial Companies. Mr. Subedar superannuated from Tata Sons Private Limited ("Tata Sons") as the Chief Operating Officer. Mr. Subedar also functioned as the Chief Financial Officer and Company Secretary of Tata Sons. Mr. Subedar's association with Tatas spans over 36 years. He has also been the past President of the Bombay Chamber of Commerce and Industry.
No. of Meetings of the Board attended during FY 2020-21	12 (out of 12 meetings held)
Other Directorships	<ul style="list-style-type: none">• Tata Investment Corporation Limited• Tata Asset Management Limited• Tata Industries Limited• Tata Capital Limited• Tata Realty and Infrastructure Limited• Tata AIG General Insurance Company Limited• Zoroastrian Investment Corporation Private Limited
Memberships / Chairmanships of committees across other companies	<p><u>Tata Capital Limited</u></p> <ul style="list-style-type: none">• Audit Committee - Member• Finance and Asset Liability Supervisory Committee - Member• Corporate Social Responsibility Committee – Member <p><u>Tata Investment Corporation Limited</u></p> <ul style="list-style-type: none">• Audit Committee – Member• Stakeholders Relationship Committee – Chairman• Corporate Social Responsibility Committee – Chairman• Nomination and Remuneration Committee – Member• Investment Committee – Member

	<p><u>Tata Asset Management Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member • Executive Committee - Member <p><u>Tata AIG General Insurance Company Limited</u></p> <ul style="list-style-type: none"> • Audit Committee - Member • Investment Committee – Member <p><u>Tata Industries Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member • Approvals Committee - Member <p><u>Tata Realty and Infrastructure Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Chairman • Securities Allotment Committee – Member • Real Estate Committee - Member
Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	None
Last drawn Remuneration	Rs. 28,50,000 (Last drawn remuneration is the Sitting Fees paid for FY 2020-21 and Commission for FY 2019-20 paid in FY 2020-21).
Remuneration sought to be paid	Sitting Fees and Commission (if any).