



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 EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF TATA CAPITAL FINANCIAL SERVICES LIMITED will be held, at a shorter notice, on Friday, November 12, 2021, at 10:45 a.m. through Video Conferencing (“VC”) via Microsoft Teams, to transact the following special businesses:

1. To approve payment of Commission to Non-Executive and Independent Directors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time and the Rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, in addition to the sitting fees being paid / payable for attending the meetings of the Board of Directors and its Committees thereof, by way of commission or otherwise, not exceeding in aggregate of one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act for each corresponding Financial Year, to be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Managing Director and Whole-Time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors [hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee and / or any other Committee constituted by the Board for this purpose from time to time] and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from Financial Year 2021-22 to Financial Year 2025-26.”

2. Appointment of Joint Auditors of the Company

A. Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Registration Number: 001076N/N500013) as one of the Joint Statutory Auditors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies

(Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration Number: 001076N/N500013) as one of the Joint Statutory Auditors of the Company with effect from November 12, 2021 to hold office till conclusion of the Twelfth Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the respective Joint Statutory Auditors, on the basis of the recommendation of the Audit Committee.”

“**RESOLVED FURTHER** that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

B. Appointment of M/s. M M Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 107122W/W100672) as one of the Joint Statutory Auditors of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. M M Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 107122W/W100672) as one of the Joint Statutory Auditors of the Company with effect from November 12, 2021 to hold office till conclusion of the Twelfth Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the respective Joint Statutory Auditors, on the basis of the recommendation of the Audit Committee.”

“RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

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

Sonali Punekar
Company Secretary

Mumbai, October 21, 2021

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts relating to the business stated under Item Nos. 1 and 2, is annexed hereto.
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. 10/2021 dated June 23, 2021 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, and Circular No. 39/2020 dated December 31, 2020 (collectively referred to as MCA Circulars), permitted the holding of the EGM through VC /Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, this EGM 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 EGM 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 EGM 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 this EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the EGM 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, October 29, 2021.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
8. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.
9. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. 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.
11. The relevant 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.
12. In case a Poll on any item is demanded by the Members at the EGM, 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.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice dated October 21, 2021:

Item No. 1

Currently, the composition of the Board of Directors of the Company comprises 2 Non-Executive Independent Directors, 2 Non-Executive Non-Independent Directors and 1 Managing Director.

The Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, macro economics, governance, legal, finance and risk management and it is necessary that adequate compensation should be given to the Non-Executive (Non-Independent and Independent) Directors (“NEDs”) for the valuable contribution made by them towards the business of the Company.

Pursuant to the provisions of Section 197 of the Act, an amount not exceeding one percent per annum of the Net Profits of the company, calculated in accordance with the provisions of Sections 197 and 198 of the Act, could be paid by way of Commission to directors who are neither managing directors nor whole-time directors.

The Members of the Company, at its Seventh Annual General Meeting held on August 21, 2017, had accorded their approval for the payment of remuneration by way of Commission, not exceeding one percent per annum of the Net Profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors, for a period of five years, starting from Financial Year (“FY”) 2016-17 and ending on FY 2020-21.

Considering the rich experience and expertise brought to the Board by the NEDs, the Board of Directors of the Company had, at its meeting held on October 21, 2021, approved continuation of payment of Commission to NEDs for a further period of five years commencing from FY 2021-22 to FY 2025-26, subject to the approval of the Members of the Company. Further, the Board would determine the specific amount to be paid as Commission to the NEDs which shall not exceed in aggregate of one per cent per annum of the Net Profits of the Company as computed in the manner provided in Section 198 of the Act for each corresponding Financial Year. Such payment will be in addition to the sitting fees for attending Board/Committee Meetings.

In view of the above, the approval of the Members of the Company is sought to pay commission to NEDs for a period of five years commencing from FY 2021-22 and ending on FY 2025-26. The Board recommends the Special Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

All the Directors of the Company and their relatives, except the Managing Director and his relatives, are concerned or interested in the Resolution at Item No. 1 of the accompanying Notice, to the extent of Commission that may be received by each of the NED.

None of the Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the accompanying Notice.

Item Nos. 2(A) and 2(B)

The Reserve Bank of India (“RBI”) has vide its Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, issued Guidelines for Appointment of Statutory Central Auditors (“SCAs”)/Statutory Auditors (“SAs”) of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks (“UCBs”) and Non-Banking Financial Companies (“NBFCs”) (including Housing Finance Companies) (“RBI Circular/Guidelines”). Since the RBI Guidelines are being implemented for the first time for NBFCs from Financial Year 2021-22 and in order to ensure that there is no disruption, the RBI has given flexibility to NBFCs to appoint new Statutory Auditors in the second half of the Financial Year 2021- 2022.

In terms of the aforementioned RBI Guidelines, the existing Statutory Auditors who have completed a tenure of 3 years cannot continue to hold office as Statutory Auditors, even though they may not have completed their present tenure as approved by the Members of the said entity.

Further, as per the aforesaid RBI Guidelines, the statutory audit of the entities with asset size of ₹15,000 crore and above as at the end of previous year, should be conducted under joint audit of a minimum of two audit firms. It shall be ensured that joint auditors of the entity do not have any common partners and they are not under the same network of audit firms.

The Members of the Company at its Seventh Annual General Meeting (“AGM”) held on August 21, 2017 had approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (“BSR”) (ICAI Firm Registration Number: 101248W/W-100022) as the Statutory Auditors of the Company, for a term of five consecutive years commencing from conclusion of the Seventh Annual General Meeting (“AGM”) upto the conclusion of the Twelfth AGM to be held in the year 2022. The existing Statutory Auditors, BSR have already completed 4 years as the Statutory Auditors of the Company, therefore, in terms of the said RBI Guidelines they are ineligible to continue as Statutory Auditors of the Company. Accordingly, BSR have tendered their resignation as Statutory Auditors of the Company with effect from November 12, 2021.

In accordance with the said RBI Guidelines, the Company has framed a Board approved Policy on Appointment of Statutory Auditors and has identified a set of criteria for evaluating the eligibility of the audit firms as also the Auditors’ independence. The said Policy is available on the website of the Company at www.tatacapital.com.

The RBI Guidelines stipulate that Statutory Auditors have to be appointed for a continuous period of three years, subject to the firm satisfying the eligibility norms each year and an audit firm would not be eligible for re-appointment in the same entity for six years after completion of full or part of one term of the audit tenure.

Pursuant to Section 139(8)(i) of the Act any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and the auditor shall hold the office till the conclusion of the next AGM

After considering various criteria including the profile, eligibility, past experience and clientele of the firms and based on the recommendation of the Audit Committee, the Board of Directors of the Company had, at its Meeting held on October 21, 2021, *inter alia*, approved the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants (ICAI Firm Registration Number: 001076N/N500013) and M/s. M M Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 107122W/W100672), as the Joint Statutory Auditors of the Company with effect from November 12, 2021 for a period of three consecutive years viz. FY 2021-22, FY 2022-23 and FY 2023-24, subject to the approval of the Members of the Company and has recommended the Appointment to the Members of the Company as set out in this Notice.

A brief profile of the Joint Statutory Auditors is, as follows:

- (a) M/s. Walker Chandiook & Co LLP, a limited liability partnership firm established in 1935, is one of the leading audit firm providing professional services like auditing, taxation and management consultancy services. The firm has audited several companies in the financial services sector and has the requisite credentials and expertise to serve the Company.
- (b) M/s. M M Nissim & Co LLP, established in 1927, has been providing professional services since the last nine decades. The firm has varied experience in the Banking, Financial Services and Insurance (BFSI) sector, having provided audit / non-audit and consultancy services to many companies.

The approval of Members of the Company is, accordingly, being sought pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Act and RBI Guidelines for the appointment of M/s. Walker Chandiook & Co LLP and M/s. M M Nissim & Co. LLP, as the Joint Statutory Auditors of the Company, to hold office with effect from November 12, 2021 till conclusion of the Twelfth AGM of the Company, at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, on the basis of the recommendation of the Audit Committee.

Subsequently, at the Twelfth AGM the approval of the Members would be sought for appointment of M/s. Walker Chandiook & Co LLP and M/s. M M Nissim & Co. LLP, as the Joint Statutory Auditors for further period.

M/s. Walker Chandiook & Co LLP and M/s. M M Nissim & Co. LLP have consented to the said appointment and issued a certificate along with relevant information as mentioned in the RBI Guidelines, to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time. They have also confirmed that they meet the criteria for independence, eligibility and qualification and that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 141 of the Act, Rules framed thereunder and the RBI Guidelines.

The Board recommends the Ordinary Resolutions at Item Nos. 2(A) and 2(B) of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 2(A) and 2(B) of the accompanying Notice.

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

Sonali Punekar
Company Secretary

Mumbai, October 21, 2021

Registered Office:

11th Floor, Tower A,
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