



**RESULT DECLARED FOR THE ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON SEPTEMBER 8, 2020**

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the Annual General Meeting (“AGM”) of the Company was convened on Tuesday, September 8, 2020 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means, to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated August 10, 2020.

Further, pursuant to the provisions of Section 108, 109 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members as on the “Cut-Off” date of September 1, 2020 to vote electronically (“remote e-voting”) on the aforementioned Resolutions and for Members who had not casted their votes through remote e-voting earlier and present at the AGM through VC/OAVM were provided the facility of voting through remote e-voting at the Meeting.

The Company had appointed Mr. P. N. Parikh, representing M/s Parikh & Associates, Company Secretary in Practice, as a Scrutinizer to conduct the remote e-voting process in a fair and a transparent manner. The remote e-voting period commenced on Friday, September 4, 2020 at 9.00 a.m. and concluded on Monday, September 7, 2020 at 5.00 p.m. Members who had cast their votes through remote e-voting prior to and during the AGM were considered by the Scrutinizer and he has submitted a Consolidated Scrutinizers Report dated September 8, 2020, on the same.

The result of e-voting and the summary of the Scrutinizer Report for Item Nos. 1 to 6 are, 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. Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.	3,32,53,99,417	100%	Nil	Nil	Nil
2. Ordinary Resolution: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of the Auditors thereon.	3,32,53,99,417	100%	Nil	Nil	Nil

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



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	
3. Ordinary Resolution: To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2020.	3,32,53,99,417	100%	Nil	Nil	Nil
4. Ordinary Resolution: To appoint a Director in place of Ms. Aarthi Subramanian (DIN: 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.	3,32,53,99,417	100%	Nil	Nil	Nil
5. Special Resolution: Payment of Commission to Non-Executive (Non-Independent and Independent) Directors of the Company.	3,32,53,99,417	100%	Nil	Nil	Nil
6. Special Resolution: Approval to the terms of Remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO of the Company.	3,32,53,99,417	100%	Nil	Nil	Nil

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

For TATA CAPITAL LIMITED

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333
 Mumbai
 September 8, 2020

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PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial
Estate, Off Link Road, Above Shabari
Restaurant, Andheri (W), Mumbai :
400053
Tel No 26301232 / 26301233 /
26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and remote e-voting during the AGM for the 29th Annual General Meeting of Tata Capital Limited held on Tuesday, September 08, 2020 at 3.00 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, P.N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Capital Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting ("AGM") of Tata Capital Limited on Tuesday, September 08, 2020 at 3.00 p.m.(IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated August 10, 2020, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars")

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Friday, September 04, 2020 (9:00 a.m. IST) and ended on Monday, September 07, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, September 1, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

(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
19	3,32,53,99,417	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

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Report of the Auditors thereon.

(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
19	3,32,53,99,417	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

Resolution 3: Ordinary Resolution

To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2020.

(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
19	3,32,53,99,417	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

Resolution 4: Ordinary Resolution

To appoint a Director in place of Ms. Aarthi Subramanian (DIN: 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.

(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
19	3,32,53,99,417	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

Resolution 5: Special Resolution**Payment of Commission to Non-Executive (Non-Independent and Independent) Directors 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
19	3,32,53,99,417	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

Resolution 6: Special Resolution**Approval to the terms of Remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO 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
19	3,32,53,99,417	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

Thanking you,
Yours faithfully,

For Tala Capital Limited

**P N
Parikh**

Digitally signed by P N Parikh
DN: cn=N, o=Personal,
postalCode=400104, st=Maharashtra,
2.5.4.20=02a59473a64d87ecbddfe0a8
e3ad70b06b16d5d30bb138b26dccc8
4b693f8ed1,
serialNumber=e6a5dfe9f91e9732378
e198497c9be1a9a5543aafae294fe7c9
8b0c5e69c2fc, cn=P N Parikh
Date: 2020.09.08 16:40:22 +05'30'

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

Rajiv Sabharwal
Managing Director & CEO
DIN 00057333

Place: Mumbai
Dated: September 08, 2020