



June 28, 2023

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

Dear Sir / Madam,

Sub: Submission of Proceedings of the 32nd Annual General Meeting (“AGM”) of Tata Capital Limited (“the Company”) and Scrutinizer’s Report along with E-voting results

This is to inform you that the 32nd Annual General Meeting (“AGM”) of the Company was held today i.e. June 28, 2023 at 10:00 a.m. through Video Conferencing, to transact the businesses as stated in the Notice dated May 22, 2023.

Pursuant to Regulation 51(2) read with Part B of Schedule III of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed as Annexure A, the summary of proceedings of the said AGM of the Company.

Also, please find enclosed as Annexure B, the Results and the Scrutinizer’s Report on e-voting carried out with respect to the Resolutions contained in the AGM Notice.

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 32nd ANNUAL GENERAL MEETING OF
TATA CAPITAL LIMITED**

The 32nd Annual General Meeting (“AGM” / “Meeting”) of the Members of Tata Capital Limited (“the Company”) was held on Wednesday, June 28, 2023 at 10:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the framework provided by the Ministry of Corporate Affairs for conducting annual general meeting vide its circulars dated May 5, 2020 and December 28, 2022.

Ms. Malvika Sinha, Independent Director, chaired the Meeting.

The requisite quorum being present, the Chairperson called the Meeting to order and welcomed all the Members to the AGM of the Company.

Ms. Varsha Purandare, Independent Director and Chairperson of Audit Committee & Nomination and Remuneration Committee, Mr. F. N. Subedar, Non-Executive Director, Ms. Malvika Sinha, Independent 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 AGM through VC / OAVM. The representatives of the Statutory Auditors, Secretarial Auditors and Internal Auditor also attended this AGM.

With the consent of the Members present, the Notice of the AGM was taken as read. Thereafter, the Chairperson initiated the proceedings of the Meeting and briefed the Members on the objectives and implications of the Resolutions set out in the Notice, which were proposed to be passed at the AGM.

The following items were transacted at the meeting:

Item No.	Item Description	Resolution Type	Mode of voting	Result
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon.	Ordinary	E-voting	Passed with requisite majority

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Item No.	Item Description	Resolution Type	Mode of voting	Result
3.	To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2023.	Ordinary	E-voting	Passed with requisite majority
4.	To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2023.	Ordinary	E-voting	Passed with requisite majority
5.	To appoint a Director in place of Ms. Aarthi Subramanian (DIN: 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary	E-voting	Passed with requisite majority
6.	Appointment of Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705) as an Independent Director.	Special	E-voting	Passed with requisite majority
7.	Appointment of Mr. Mathew Cyriac (DIN: 01903606) as an Independent Director.	Special	E-voting	Passed with requisite majority

Since the business of the meeting was completed, the Chairperson declared the meeting as concluded. The meeting concluded at 10:12 a.m. with a vote of thanks to the Chair.

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Annexure B

**RESULT DECLARED FOR THE 32nd ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON JUNE 28, 2023**

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the 32nd Annual General Meeting (“AGM”) of the Company was convened on Wednesday, June 28, 2023 at 10:00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated May 22, 2023.

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 June 21, 2023 to vote electronically (“remote e-voting”) on the Resolutions contained in the Notice dated May 22, 2023 and for Members who had not cast 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 Saturday, June 24, 2023 at 9:00 a.m. and concluded on Tuesday, June 27, 2023 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 June 28, 2023, on the same.

The result of e-voting and the summary of the Scrutinizer’s Report for Item Nos. 1 to 7 are, as under:

Item No(s). and brief text of Resolution(s)	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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	3,51,15,02,247	100.00	NIL	NIL	NIL

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Item No(s). and brief text of Resolution(s)	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	
<p>2. Ordinary Resolution:</p> <p>To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of the Auditors thereon.</p>	3,51,15,02,247	100.00	NIL	NIL	NIL
<p>3. Ordinary Resolution:</p> <p>To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2023.</p>	3,51,15,02,247	100.00	NIL	NIL	NIL
<p>4. Ordinary Resolution:</p> <p>To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2023.</p>	3,51,15,02,247	100.00	NIL	NIL	NIL
<p>5. Ordinary Resolution:</p> <p>To appoint a Director in place of Ms. Aarthi Subramanian (DIN: 07121802), who retires by rotation and, being eligible, offers herself for re-appointment.</p>	3,51,15,02,247	100.00	NIL	NIL	NIL
<p>6. Special Resolution:</p> <p>Appointment of Mr. Vadalur Subramanian Radhakrishnan</p>	3,51,15,02,247	100.00	NIL	NIL	NIL

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Item No(s). and brief text of Resolution(s)	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	
(DIN: 08064705) as an Independent Director.					
7. Special Resolution: Appointment of Mr. Mathew Cyriac (DIN: 01903606) as an Independent Director.	3,51,15,02,247	100.00	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
June 28, 2023

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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 for the 32nd Annual General Meeting of Tata Capital Limited held on Wednesday, June 28, 2023 at 10:00 a.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 32nd Annual General Meeting ("AGM") of Tata Capital Limited on Wednesday, June 28, 2023 at 10:00 a.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 May 22, 2023, 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 Circular No. 20/2020 dated May 5, 2020 read with Circular No.10/2022 dated December 28, 2022 (collectively referred to as MCA Circulars).

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

The voting period for remote e-voting commenced on Saturday, June 24, 2023 at 9:00 a.m. and concluded on Tuesday, June 27, 2023 at 5:00 p.m. 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 June 21, 2023 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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, 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
49	3,51,15,02,247	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, 2023 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
49	3,51,15,02,247	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, 2023.

(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
49	3,51,15,02,247	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 declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2023.

(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
49	3,51,15,02,247	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: 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
49	3,51,15,02,247	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**Appointment of Mr. Vadalur Subramanian Radhakrishnan (DIN: 08064705) as an Independent Director.**(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
49	3,51,15,02,247	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 7: Special Resolution**Appointment of Mr. Mathew Cyriac (DIN: 01903606) as an Independent Director.**(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
49	3,51,15,02,247	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, Tata Capital Limited

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
Place: Mumbai
Dated: June 28, 2023
UDIN: F000327E000514258
P/R No.: 1129/2021

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333
Mumbai
June 28, 2023