



March 29, 2023

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

Dear Sir / Madam,

Sub: Disclosure of under Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

This is to inform you that the Extra-ordinary General Meeting (“EGM”) of the Company was held today i.e. March 29, 2023 at 10:00 a.m. through Video Conferencing / Other Audio Visual Means (“OAVM”), to transact the businesses as stated in the Notice dated February 24, 2023.

Pursuant to Regulation 51(2) read with Part B of Schedule III of the Listing Regulations, please find enclosed as Annexure A, the summary of proceedings of the said EGM 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 EGM 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 EXTRAORDINARY GENERAL MEETING OF TATA CAPITAL LIMITED

The Extraordinary General Meeting (“EGM” / “Meeting”) of the Members of Tata Capital Limited (“the Company”) was held on Wednesday, March 29, 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 general meetings vide its circulars dated April 8, 2020 and December 28, 2022.

Ms. Varsha Purandare, Independent Director, chaired the Meeting.

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

Ms. Varsha Purandare, Independent Director and Chairperson of Audit Committee & Nomination and Remuneration Committee, Ms. Aarthi Subramanian, Non-Executive Director and Chairperson of Stakeholders Relationship Committee and Mr. Rajiv Sabharwal, Managing Director & CEO of the Company attended the EGM through VC / OAVM.

With the consent of the Members present, the Notice of the EGM 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 EGM. The Chairperson mentioned that the Company had not received any request from the Members to speak at the Meeting.

The following items of business were transacted at the meeting:

Item No.	Item Description	Resolution Type	Mode of voting	Result
1.	Re-appointment of Mr. Rajiv Sabharwal as the Managing Director & CEO of the Company	Special	E-voting	Passed with requisite majority
2.	Amendment of the Tata Capital Limited Employee Stock Purchase / Option Scheme	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 EXTRAORDINARY GENERAL MEETING OF THE COMPANY
HELD ON MARCH 29, 2023**

Pursuant to the provisions of Section 100 and 101 of the Companies Act 2013, the Extraordinary General Meeting (“EGM”) of the Company was convened on Wednesday, March 29, 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 February 24, 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 March 22, 2023 to vote electronically (“remote e-voting”) on the Resolutions contained in the Notice dated February 24, 2023 and for Members who had not cast their votes through remote e-voting earlier and present at the EGM 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, March 25, 2023 at 9:00 a.m. and concluded on Tuesday, March 28, 2023 at 5:00 p.m. Members who had cast their votes through remote e-voting prior to and during the EGM were considered by the Scrutinizer and he has submitted a Consolidated Scrutinizers Report dated March 29, 2023, on the same.

The result of e-voting and the summary of the Scrutinizer’s Report for Item Nos. 1 and 2 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. Special Resolution: Re-appointment of Mr. Rajiv Sabharwal as the Managing Director & CEO of the Company	3,41,37,14,109	100.00 (Rounded off)	5,000	0.00	NIL

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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	
2. Special Resolution: Amendment to the Tata Capital Limited Employee Stock Purchase / Option Scheme	3,41,37,14,109	100.00 (Rounded off)	5,000	0.00	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
March 29, 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 Extra Ordinary General Meeting of Tata Capital Limited held on Wednesday, March 29, 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 Extra Ordinary General Meeting ("EGM") of Tata Capital Limited on Wednesday, March 29, 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 EGM.

The notice dated February 24, 2023, convening the EGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with Circular No. 14/2020 dated April 08, 2020 read with Circular No. 11/2022 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, March 25, 2023 at 9:00 a.m. and concluded on Tuesday, March 28, 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 EGM 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 March 22, 2023 were entitled to vote on the resolutions as contained in the Notice of the EGM.

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

I have scrutinized and reviewed the remote e-voting prior to and during the EGM 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 EGM on the resolutions contained in the notice of the EGM.

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 EGM in respect of the said resolutions.

Resolution 1: Special Resolution**Re-appointment of Mr. Rajiv Sabharwal as the 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
49	3,41,37,14,109	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	5,000	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Special Resolution**Amendment to the Tata Capital Limited Employee Stock Purchase/Option Scheme.**(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	3,41,37,14,109	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	5,000	0.00

(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: March 29, 2023
 UDIN: F000327D003336242
 P/R No.: 1129/2021

Rajiv Sabharwal
Managing Director & CEO
DIN: 0005733
 Mumbai
 March 29, 2023