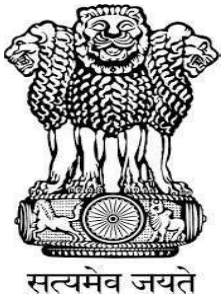
FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U65990MH1991PLC060670 **Pre-fill**

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AADCP9147P

(ii) (a) Name of the company: TATA CAPITAL LIMITED

(b) Registered office address

11th Floor, Tower A, Peninsula Business Park Ganpatrao Kad
am Marg, Lower Parel NA
Mumbai
Mumbai City
Maharashtra
400013

(c) *e-mail ID of the company: TC**********AL.CC

(d) *Telephone number with STD code: 02*******00

(e) Website: www.tatacapital.com

(iii) Date of Incorporation: 08/03/1991

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) ( ) Yes (•) No

(b) CIN of the Registrar and Transfer Agent: U67190MH1999PTC118368 **Pre-fill**

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 19/07/2024

(b) Due date of AGM 27/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 34 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	TATA SONS PRIVATE LIMITED	U99999MH1917PTC000478	Holding	92.83
2	Tata Capital Housing Finance L	U67190MH2008PLC187552	Subsidiary	100
3	Tata Securities Limited	U67120MH1994PLC080918	Subsidiary	100
4	Tata Capital Pte. Limited		Subsidiary	100
5	Tata Capital Advisors Pte. Limit		Subsidiary	100
6	Tata Capital Plc		Subsidiary	100
7	Tata Capital General Partners L		Subsidiary	80

8	Tata Capital Healthcare Genera		Subsidiary	100
9	Tata Opportunities General Pa		Subsidiary	90
10	Tata Capital Growth II General		Subsidiary	80
11	Tata Capital Healthcare II Gene		Subsidiary	100
12	Tata Capital Growth Fund I		Subsidiary	73.75
13	Tata Capital Growth Fund II		Subsidiary	35.94
14	Tata Capital Healthcare Fund I		Subsidiary	32.17
15	Tata Capital Healthcare Fund II		Subsidiary	16.62
16	Tata Capital Special Situations		Subsidiary	28.2
17	Tata Capital Innovations Fund		Subsidiary	27.84
18	TCL Employee Welfare Trust		Subsidiary	0
19	Novalead Pharma Private Limit	U73100PN2007PTC130929	Associate	19.75
20	Sea6 Energy Private Limited	U40102KA2010PTC081073	Associate	13.4
21	Alef Mobitech Solutions Privat	U72900MH2014FTC330339	Associate	25.7
22	Vortex Engineering Private Lim	U29262TN2001PTC046779	Associate	18.5
23	Kapsons Industries Private Lim	U31909PB1987PTC007303	Associate	0.01
24	Fincare Business Services Limit	U74900GJ2014PLC132578	Associate	0.77
25	Fincare Small Finance Bank	U67120GJ1995PLC025373	Associate	0.09
26	Indusface Private Limited	U72200GJ2004PTC044534	Associate	36.89
27	Auxilo Finserve Private Limitec	U65990MH2016PTC286516	Associate	0
28	Linux Laboratories Private Lim	U24232TN2011PTC082443	Associate	3.9
29	Cnergyis Infotech India Pvt Ltd	U72400MH2000PTC125479	Associate	23.89
30	Atulaya Healthcare Private Lim	U85100CH2011PTC033238	Associate	0.01
31	Anderson Diagnostic Services	U85100TN2011PTC082643	Associate	4.48
32	Finagg Technologies Private Li	U72900DL2019PTC354576	Associate	0

33	Apex Kidney Care Private Limit	U85100MH2007PTC171970	Associate	6.89
34	Sakar Healthcare Limited	L24231GJ2004PLC043861	Associate	10.62

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,750,000,000	3,746,407,148	3,746,407,148	3,746,407,148
Total amount of equity shares (in Rupees)	77,500,000,000	37,464,071,480	37,464,071,480	37,464,071,480

Number of classes 1

Class of Shares Equity Share	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	7,750,000,000	3,746,407,148	3,746,407,148	3,746,407,148
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	77,500,000,000	37,464,071,480	37,464,071,480	37,464,071,480

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,032,500,000	7,953,850	7,953,850	7,953,850
Total amount of preference shares (in rupees)	62,500,000,000	7,953,850,000	7,953,850,000	7,953,850,000

Number of classes 2

Class of shares Preference Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	3,000,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	30,000,000,000	0	0	0

Class of shares Preference Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	32,500,000	7,953,850	7,953,850	7,953,850
Nominal value per share (in rupees)	1,000	1,000	1,000	1,000
Total amount of preference shares (in rupees)	32,500,000,000	7,953,850,000	7,953,850,000	7,953,850,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	3,560,119,84	3560119841	35,601,198,	35,601,198	
Increase during the year	0	186,287,307	186287307	1,862,873,0	1,862,873,(	18,886,327,5
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	114,638,748	114638748	1,146,387,4	1,146,387,4	18,886,327,5
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Scheme of Amalgamation		71,648,559	71648559	716,485,590	716,485,59	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	0	3,746,407,1	3746407148	37,464,071,	37,464,071	
Preference shares						
At the beginning of the year	0	10,697,250	10697250	10,697,250,	10,697,250	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	2,743,400	2743400	2,743,400,0	2,743,400,	0
i. Redemption of shares	0	2,743,400	2743400	2,743,400,0	2,743,400,	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	7,953,850	7953850	7,953,850,0	7,953,850,	

ISIN of the equity shares of the company INE976I01016

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ◯ Yes ◯ No ◯ Not Applicable

Separate sheet attached for details of transfers ◯ Yes ◯ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	18,935,076	Please refer to debt struct	381,241,515,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			381,241,515,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	315,588,514,000	140,758,000,000	75,104,999,000	381,241,515,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 132,898,524,381

(ii) Net worth of the Company 197,778,545,237

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	3,477,715,784	92.83	0	0
10.	Others	0	0	0	0
	Total	3,477,715,784	92.83	0	0

Total number of shareholders (promoters) 1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	34,003,471	0.91	3,398,851	42.73
	(ii) Non-resident Indian (NRI)	146,301	0	32,800	0.41
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	10,000	0.13
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	119,538,304	3.19	4,262,054	53.58
10.	Others Equity (Trust) ,Preference (T	115,003,288	3.07	250,145	3.14
	Total	268,691,364	7.17	7,953,850	99.99

Total number of shareholders (other than promoters) 14,634

Total number of shareholders (Promoters+Public/ Other than promoters) 14,635

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	2,616	14,634
Debenture holders	77	28,073

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	0	0	0	0	0	0
B. Non-Promoter	1	7	1	8	0	0.01
(i) Non-Independent	1	3	1	3	0	0.01
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	8	0	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Saurabh Agrawal	02144558	Director	0	
Mr. F.N. Subedar	00028428	Director	254,772	
Ms. Varsha Purandare	05288076	Director	0	
Mr. V.S. Radhakrishnan	08064705	Director	0	
Mr. Mathew Cyriac	01903606	Director	0	07/05/2024
Mr. Sujit Kumar Varma	09075212	Director	0	
Ms. Malvika Sinha	08373142	Director	0	01/04/2024

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ms. Aarthi Subramania	07121802	Director	0	
Mr. Rajiv Sabharwal	00057333	Managing Director	0	
Mr. Rakesh Bhatia	ACSPB6202F	CFO	203,999	
Ms. Sarita Kamath	AHAPK1300Q	Company Secretar	342,318	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. V.S. Radhakrish	08064705	Director	28/06/2023	Change in Designation
Mr. Mathew Cyriac	01903606	Director	28/06/2023	Change in Designation
Mr. Sujit Kumar Varr	09075212	Additional director	01/01/2024	Appointment
Mr. Sujit Kumar Varr	09075212	Director	17/03/2024	Change in Designation
Mr. Rajiv Sabharwal	00057333	Managing Director	01/04/2023	Re-appointed as Managing Di

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/06/2023	2,707	40	94.68
NCLT Meeting of Equity Sha	15/09/2023	3,153	58	97.02
NCLT Meeting of Preference	15/09/2023	1,834	22	6.27

B. BOARD MEETINGS

*Number of meetings held 10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/04/2023	8	8	100
2	27/04/2023	8	8	100
3	22/05/2023	8	7	87.5
4	05/06/2023	8	8	100
5	07/08/2023	8	8	100
6	08/09/2023	8	7	87.5
7	27/10/2023	8	8	100
8	13/12/2023	8	8	100
9	13/02/2024	9	9	100
10	21/03/2024	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held 28

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committe	26/04/2023	3	3	100
2	Audit Committe	07/08/2023	5	5	100
3	Audit Committe	12/10/2023	5	5	100
4	Audit Committe	26/10/2023	5	4	80
5	Audit Committe	19/12/2023	5	5	100
6	Audit Committe	12/02/2024	5	5	100
7	Audit Committe	22/03/2024	5	5	100
8	Audit Committe	28/03/2024	5	5	100
9	Nomination an	22/05/2023	3	3	100
10	Nomination an	05/06/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 19/07/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Saurabh A	10	10	100	6	6	100	No
2	Mr. F.N. Sube	10	8	80	10	9	90	Yes
3	Ms. Varsha Pu	10	10	100	24	24	100	Yes
4	Mr. V.S. Radh	10	10	100	18	18	100	Yes
5	Mr. Mathew C	10	10	100	9	4	44.44	Not Applicable
6	Mr. Sujit Kuma	2	2	100	14	14	100	Yes
7	Ms. Malvika S	10	10	100	5	5	100	Not Applicable
8	Ms. Aarthi Sub	10	10	100	16	16	100	Yes
9	Mr. Rajiv Sabh	10	10	100	18	18	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rajiv Sabharwa	Managing Direct	63,003,637	65,000,000	40,671,173	16,994,723	185,669,533
	Total		63,003,637	65,000,000	40,671,173	16,994,723	185,669,533

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rakesh Bhatia	Chief Financial (	35,112,320	0	7,931,507	2,935,086	45,978,913
2	Ms. Sarita Kamath	Company Secre	17,149,947	0	3,285,649	1,931,866	22,367,462
	Total		52,262,267	0	11,217,156	4,866,952	68,346,375

Number of other directors whose remuneration details to be entered: 8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Saurabh Agraw	Non-Executive D	0	0	0	320,000	320,000
2	Mr. F.N. Subedar	Non-Executive D	0	5,250,000	0	1,340,000	6,590,000
3	Ms. Varsha Puranda	Independent Dir	0	8,500,000	0	3,250,000	11,750,000
4	Ms. Malvika Sinha	Independent Dir	0	5,250,000	0	1,830,000	7,080,000
5	Mr. V.S. Radhakrish	Independent Dir	0	6,250,000	0	2,100,000	8,350,000
6	Mr. Mathew Cyriac	Independent Dir	0	3,000,000	0	730,000	3,730,000
7	Mr. Sujit Kumar Var	Independent Dir	0	3,250,000	0	1,380,000	4,630,000
8	Ms. Aarthi Subrama	Non-Executive D	0	0	0	650,000	650,000
	Total		0	31,500,000	0	11,600,000	43,100,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

○ Yes ◉ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Jigyasa Ved

Whether associate or fellow: ◯ Associate ◉ Fellow

Certificate of practice number: 6018

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 11 dated 21/03/2018 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: RAJIV SABHARWAL — Digitally signed by RAJIV SABHARWAL Date: 2024.09.11 11:36:35 +05'30'

DIN of the director: 0*0*7*3*

To be digitally signed by

SARITA GANESH KAMATH — Digitally signed by SARITA GANESH KAMATH Date: 2024.09.11 11:37:12 +05'30'

◉ Company Secretary

◯ Company secretary in practice

Membership number: 1*3*5 Certificate of practice number:

Attachments

List of attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

MGT8-FINAL.pdf
1 List of Subsidiaires Associates Joint Ven
2 C IX C Details of Committee Meetings.pd
3 Debt Structure.pdf
4 Outstanding Debentures and Remunerat
5 RTA.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Details provided in Form MGT 7 - Annual Return of the Company
Particulars of Holding, Subsidiary, Associate & Joint Venture Companies

Sr. No.	Name of the company	CIN / FCRN	Holding / Subsidiary / Associate / Joint Venture	% of shares held	Applicable Section
1	Tata Sons Private Limited	U99999MH1917PTC000478	Holding	92.83%	Section 2(46)
2	Tata Capital Housing Finance Limited	U67190MH2008PLC187552	Subsidiary	100%	Section 2(87)
3	Tata Securities Limited	U67120MH1994PLC080918	Subsidiary	100%	Section 2(87)
4	Tata Capital Pte. Limited	N.A.	Subsidiary	100%	Section 2(87)
5	Tata Capital Advisors Pte. Limited	N.A.	Subsidiary	100%	Section 2(87)
6	Tata Capital Plc	N.A.	Subsidiary	100%	Section 2(87)
7	Tata Capital General Partners LLP	N.A.	Subsidiary	80%	Section 2(87)
8	Tata Capital Healthcare General Partners LLP	N.A.	Subsidiary	100%	Section 2(87)
9	Tata Opportunities General Partners LLP	N.A.	Subsidiary	90%	Section 2(87)
10	Tata Capital Growth II General Partners LLP	N.A.	Subsidiary	80%	Section 2(87)
11	Tata Capital Healthcare II General Partners LLP	N.A.	Subsidiary	100%	Section 2(87)
12	Tata Capital Growth Fund I	N.A.	Subsidiary	73.75%	Though a Trust would not be considered as a body corporate under the Companies Act, 2013, these have been disclosed as a measure of good governance.
13	Tata Capital Growth Fund II	N.A.	Subsidiary	35.94%	
14	Tata Capital Healthcare Fund I	N.A.	Subsidiary	32.17%	
15	Tata Capital Healthcare Fund II	N.A.	Subsidiary	16.62%	
16	Tata Capital Special Situations Fund	N.A.	Subsidiary	28.20%	
17	Tata Capital Innovations Fund	N.A.	Subsidiary	27.84%	
18	TCL Employee Welfare Trust	N.A.	Subsidiary	N.A.	In accordance with Indian Accounting Standard ("Ind AS") 110
19	Novalead Pharma Private Limited	U73100PN2007PTC130929	Associate	19.75%	In accordance with Ind AS 28
20	Sea6 Energy Private Limited	U40102KA2010PTC081073	Associate	13.40%	In accordance with Ind AS 28
21	Alef Mobitech Solutions Private Limited	U72900MH2014FTC330339	Associate	25.70%	In accordance with Ind AS 28
22	Vortex Engineering Private Limited	U29262TN2001PTC046779	Associate	18.50%	In accordance with Ind AS 28
23	Kapsons Industries Private Limited	U31909PB1987PTC007303	Associate	0.01%	In accordance with Ind AS 28
24	Fincare Business Services Limited	U74900GJ2014PLC132578	Associate	0.77%	In accordance with Ind AS 28
25	Fincare Small Finance Bank	U67120GJ1995PLC025373	Associate	0.09%	In accordance with Ind AS 28
26	Indusface Private Limited	U72200GJ2004PTC044534	Associate	36.89%	In accordance with Ind AS 28
27	Auxilo Finserve Private Limited	U65990MH2016PTC286516	Associate	0.00%	In accordance with Ind AS 28
28	Linux Laboratories Private Limited	U24232TN2011PTC082443	Associate	3.90%	In accordance with Ind AS 28
29	Cnergyis Infotech India Pvt Ltd	U72400MH2000PTC125479	Associate	23.89%	In accordance with Ind AS 28
30	Atulaya Healthcare Private Limited	U85100CH2011PTC033238	Associate	0.01%	In accordance with Ind AS 28
31	Sakar Healthcare Limited	L24231GJ2004PLC043861	Associate	10.62%	In accordance with Ind AS 28
32	Anderson Diagnostic Services Private Limited	U85100TN2011PTC082643	Associate	4.48%	In accordance with Ind AS 28
33	Finagg Technologies Private Limited	U72900DL2019PTC354576	Associate	0.00%	In accordance with Ind AS 28
34	Apex Kidney Care Private Limited	U85100MH2007PTC171970	Associate	6.89%	In accordance with Ind AS 28

For Tata Capital Limited

SARITA GANESH KAMATH
Digitally signed by SARITA GANESH KAMATH
Date: 2024.09.10 17:33:01 +05'30'

Sarita Kamath
Head – Legal & Compliance and Company Secretary
Membership No.: A14385
Address: Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013, India

ANNEXURE TO IX.C (IN CONTINUATION TO THE FORM MGT-7)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. COMMITTEE MEETINGS

Sr. No	Type of Meeting(s)	Date of Meeting (s)	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Risk Management Committee	21.07.2023	4	3	75
12.	Risk Management Committee	11.09.2023	4	4	100
13.	Risk Management Committee	20.02.2024	5	4	80
14.	Information Technology Strategy Committee	31.07.2023	6	5	83
15.	Information Technology Strategy Committee	30.01.2024	5	5	100
16.	Information Technology Strategy Committee	04.03.2024	5	5	100
17.	Corporate Social Responsibility Committee	22.05.2023	5	4	80
18.	Stakeholders Relationship Committee	19.03.2024	4	4	100
19.	Investment Credit Committee	18.01.2024	4	4	100
20.	Investment Credit Committee	23.01.2024	4	4	100
20.	Investment Credit Committee (Adjourned)	24.01.2024	4	4	100
21.	Investment Credit Committee	12.02.2024	4	4	100
22.	Investment Credit Committee	15.02.2024	4	4	100
23.	Investment Credit Committee	26.02.2024	4	4	100
24.	Investment Credit Committee	28.02.2024	4	4	100

25.	Investment Credit Committee	11.03.2024	4	4	100
26.	Investment Credit Committee	19.03.2024	4	4	100
27.	Investment Credit Committee	27.03.2024	4	4	100
28.	Customer Service Committee	28.03.2024	3	2	66.67

For Tata Capital Limited

SARITA GANESH KAMATH

Digitally signed by SARITA GANESH KAMATH
Date: 2024.09.10 17:34:25 +05'30'

Sarita Kamath
Head – Legal & Compliance and Company Secretary
Membership No: A14385
Address: Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013, India

Tata Capital Limited
Debt Structure of the Company as on March 31, 2024

Particulars	Total Number of securities	Nominal/Paid value per unit of security	Total Amount
Private Placement Debentures - Listed			
Secured, Redeemable, Non–Convertible Debentures	1,48,720	10,00,000	1,48,72,00,00,000
Secured, Redeemable, Non–Convertible Debentures	11,24,080	1,00,000	1,12,40,80,00,000
Secured, Redeemable, Non–Convertible Debentures-Partly Paid	6,50,000	1,000	65,00,00,000
Secured Market Link Non–Convertible Debentures	5,336	10,00,000	5,33,60,00,000
Unsecured, Redeemable, Non-Convertible Debentures - Fully Paid	27,900	10,00,000	27,90,00,00,000
Unsecured, Redeemable, Non-Convertible Subordinated Debentures (Tier-II Capital)	24,495	10,00,000	24,49,50,00,000
Unsecured, Redeemable, Non-Convertible Subordinated Debentures (Tier-II Capital)	2,000	1,00,00,000	20,00,00,00,000
Perpetual Debentures	-	-	-
Perpetual Debentures	9,930	10,00,000	9,93,00,00,000
Perpetual Debentures	100	1,00,00,000	1,00,00,00,000
Public NCDs - Tranche I - Listed			
Secured NCD - Public -Series-II (Category - I & II)	-	-	-
Secured NCD - Public -Series-II (Category - III & IV)	-	-	-
Sub-Debt NCDs-Public-Series-III (Category I & II)	2,95,490	1,000	29,54,90,000
Sub-Debt NCDs-Public-Series-III (Category III & IV)	34,18,488	1,000	3,41,84,88,000
Public NCDs - Tranche II - Listed			
Secured NCD - Public -Series-II (Category - I & II)	9,77,140	1,000	97,71,40,000
Secured NCD - Public -Series-II (Category - III & IV)	34,09,175	1,000	3,40,91,75,000
Secured NCD - Public -Series-III (Category - I & II)	9,24,814	1,000	92,48,14,000
Secured NCD - Public -Series-III (Category - III & IV)	60,03,935	1,000	6,00,39,35,000
Sub-Debt NCDs-Public-Series-IV (Category I & II)	46,500	1,000	4,65,00,000
Sub-Debt NCDs-Public-Series-IV (Category III & IV)	17,26,973	1,000	1,72,69,73,000
	1,87,95,076	**(A)**	**3,67,24,15,15,000**
Unlisted NCD			
Secured, Redeemable, Non–Convertible Debentures Unlisted NCD	1,40,000	1,00,000	14,00,00,00,000
	1,40,000	**(B)**	**14,00,00,00,000**
Total (A) + (B)	**1,89,35,076**		**3,81,24,15,15,000**

For Tata Capital Limited

SARITA GANESH KAMATH
Digitally signed by SARITA GANESH KAMATH
Date: 2024.09.10 17:35:11 +05'30'

Sarita Kamath
Head – Legal & Compliance and Company Secretary
Membership No.: A14385
Address: Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013, India

NOTE

Pursuant to the Scheme of Arrangement for amalgamation of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") with the Company ("TCL" / "Company") becoming effective with effect from January 01, 2024, TCFSL and TCCL has merged with TCL with effect from January 01, 2024.

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(iv) Debentures (Outstanding as at the end of the Financial Year)

In view of the above, the details of Debentures outstanding as at the beginning of the year as mentioned in the e - Form, is after considering outstanding Debentures of TCFSL and TCCL as mentioned below.

	Outstanding Debentures (Amount in Rs.)
TCL	20,300,000,000
TCFSL	265,082,514,000
TCCL	30,206,000,000
Total	**3,15,588,514,000**

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. F N Subedar, Ms. Varsha Purandare, Ms. Malvika Sinha, Mr. V S Radhakrishnan and Mr. Sujit Kumar Varma were the Directors of erstwhile TCFSL. Further Ms. Varsha Purandare and Mr. Sujit Kumar Varma were also the Directors of erstwhile TCCL.

In view of the above, the commission payable to those directors includes the commission payable based on the time spent as a Director of erstwhile TCFSL and/or TCCL and the sitting fees paid to the Directors includes the sitting fees paid to the directors for attending the meeting of erstwhile TCFSL and /or TCCL

For Tata Capital Limited

Sarita Kamath
Head – Legal & Compliance and Company Secretary
Membership No: A14385
Address: Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013, India

I. REGISTRATION AND OTHER DETAILS

(vi) (b) Registrar and Transfer Agent for Non-Convertible Debentures issued to the Public by the Company:

CIN of the Registrar and Transfer Agent: L72400TG2017PLC117649

Name of the Registrar and Transfer Agent: KFin Technologies Limited

Registered Office Address of the Registrar and Transfer Agent: Selenium, Tower B, Plot No - 31 - 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.

Further, Link Intime India Private Limited (formerly known as TSR Consultants Private Limited), details as mentioned in the e-Form, is Registrar and Transfer Agent for Equity, Preference Shares and Non-Convertible Debentures issued through Private Placement by the Company.

Note: Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, dated December 18, 2023, TSR Consultants Private Limited has merged with Link Intime India Private Limited with effect from December 22, 2023. Accordingly, the RTA of the Company is now Link Intime India Private Limited.

For Tata Capital Limited

SARITA GANESH KAMATH Digitally signed by SARITA GANESH KAMATH Date: 2024.09.10 17:36:19 +05'30'

Sarita Kamath
Head – Legal & Compliance and Company Secretary
Membership No: A14385
Address: Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013, India

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **TATA CAPITAL LIMITED** (the Company) **CIN No. U65990MH1991PLC060670** having its Registered Office at Tower A, 11th Floor, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended **on March 31, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents and considering the relaxations granted by the Ministry of Corporate Affairs, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the company has generally complied with provisions of the Act &Rules made thereunder in respect of:

1. Its status under the Act.
2. maintenance of registers/records & making entries therein within the time prescribed therefor;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and other authorities;
4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by Postal ballot, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
5. the Register of Members was not required to be closed;

6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act;

7. there were no contracts/arrangements with related parties as specified in section 188 of the Act except the transactions in the ordinary course of business and which were at arms length basis;

8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities, and issue of security certificates, as applicable;

9. keeping in abeyance the rights to dividend, rights shares and bonus shares, as applicable pending registration of transfer of shares in compliance with the provisions of the Act; Not applicable

10. declaration/payment of dividend;

    There was no unpaid/unclaimed dividend/ other amounts which was required to be transferred to the Investor Education and Protection Fund;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;

12. constitution/appointment/re-appointments/retirement/filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable;

13. appointment / re-appointment of auditors as per the provisions of section 139 of the Act; as applicable;

14. approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act, as applicable;

15. the Company has not accepted any Fixed Deposits during the year;

16. borrowings from its members, public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;

    There were no borrowings from its Directors during the year.

17. The Company being a Non-Banking Financial Company, the provisions of Section 186 of the Act pertaining to investments, loans, guarantees, or security provided is not applicable to the Company, except sub section (1);

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the year.

Place: Mumbai
Date: 05.09.2024

For Parikh & Associates

Signature: Jigyasa Nilesh Ved

Digitally signed by Jigyasa Nilesh Ved
Date: 2024.09.05 13:13:30 +05'30'

Name of Company Secretary: Jigyasa N. Ved
C. P. No.: 6018
UDIN: F006488F001143580
PR No.: 1129/2021

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,
TATA CAPITAL LIMITED

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai
Date: 05.09.2024

For Parikh & Associates

Signature: Jigyasa Nilesh Ved
Digitally signed by Jigyasa Nilesh Ved
Date: 2024.09.05 13:14:00 +05'30'

Name of Company Secretary: Jigyasa N. Ved
C. P. No.: 6018
UDIN: F006488F001143580
PR No.: 1129/2021