



**RESULT DECLARED FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD
ON MARCH 31, 2016**

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the Extraordinary General Meeting of the Company ("EGM") was convened on Thursday, March 31, 2016 at 10.00 a.m. at the Registered Office of the Company, to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated February 25, 2016.

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 to vote electronically ("remote e-voting") on the aforementioned Resolutions and for Members who had not cast their votes through remote e-voting were provided the facility of voting through Poll at the EGM. The Company had appointed Mr. Umesh Maskeri, Practicing Company Secretary, as a Scrutinizer to conduct the remote e-voting process and voting through Poll at the EGM in a fair and a transparent manner. The remote e-voting period commenced on Wednesday, March 23, 2016 from 9.00 a.m. and concluded on Wednesday, March 30, 2016 at 5.00 p.m. There were no votes cast by the Member at the EGM through Poll. The Scrutinizer considered the votes cast by the Members through remote e-voting and has submitted a Consolidated Scrutinizers Report dated March 31, 2016 on the same.

Based on the Consolidated Scrutinisers Report, the following is the result of voting on the Resolutions of the EGM:

Item No and brief text of Resolution	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Number	% of total Number of valid votes cast	Number	% of total number of valid votes cast	
1. Special Resolution: Amendment of the Tata Capital Limited Employee Stock Purchase / Option Scheme.	2551740750	99.999	23433	0.001	Nil
2. Special Resolution: Issue of Non Convertible Debentures on a private placement basis, in one or more tranches during FY 2016-17, upto an amount not exceeding Rs. 1000 crore, within the overall borrowing limits of the Company.	2551764183	100.00	Nil	Nil	Nil

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

For TATA CAPITAL LIMITED

Praveen P Kadle
Managing Director & CEO

DIN: 00016814

Place: Mumbai

Date: March 31, 2016

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

Registered Office One Forbes Dr V B Gandhi Marg Fort Mumbai 400 001 India

Tel 91 22 6745 9000 Web www.tatacapital.com



**Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary**

**No 304, Geetanjali Heights, Plot No.77, Sector 27
Near Presentation Convent School, Nerul East, Navi Mumbai-400 706
Tele 022 -27716918/19; Mobile: 09930178352; Email: umeshmaskeri@gmail.com**

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
Mr. Praveen P Kadle
Managing Director & CEO
Tata Capital Limited
One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai - 400001

Sub: Extraordinary General Meeting ("EGM") of the Members of Tata Capital Limited held on March 31, 2016 at the Registered Office of the Company at One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai-400001 at 10.00 a.m.

Dear Sir,

I, Umesh P Maskeri, Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of Tata Capital Limited ("Company") for the following purposes with respect to voting on the Resolutions contained in the Notice of the EGM:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"); and
- (ii) Poll through Polling Papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules.

The cut-off date for the purpose of determining the eligibility of the shareholders to cast their votes through remote e-voting as well as through the Poll at the venue of the EGM was fixed as March 18, 2016. The remote e-voting period commenced at 9.00 a.m. on Wednesday, March 23, 2016 and ended at 5.00 p.m. on Wednesday, March 30, 2016 and the CDSL portal for remote e-voting was blocked thereafter.

None of the Members present at the EGM casted their votes through Poll and hence, there is no need to issue the Report on Poll. Accordingly, the electronic votes cast by the Members through remote e-voting has been considered for ascertaining the votes cast in favour and against the resolutions.



**Umesh P. Maskeri B.Sc., CAIIB, L.Lb, FCS, PGDSL
Practicing Company Secretary**

I submit herewith my Consolidated Scrutinizer's Report on the results of remote e-voting on the Resolutions contained in the Notice of EGM, as follows:

Item No and brief text of Resolution	Votes in favour of the resolution		Number of Votes against the resolution		Invalid votes
	Number	% of total Number of valid votes cast	Number	% of total number of valid votes cast	
1. Special Resolution: Amendment of the Tata Capital Limited Employee Stock Purchase / Option Scheme.	2551740750	99.999	23433	0.001	Nil
2. Special Resolution: Issue of Non Convertible Debentures on a private placement basis, in one or more tranches during FY 2016-17, upto an amount not exceeding Rs. 1000 crore, within the overall borrowing limits of the Company.	2551764183	100.00	Nil	Nil	Nil

3. In view of the above, the Resolutions set out in the EGM Notice have been passed with requisite majority.
4. The electronic data and all other relevant records and register relating to the remote e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Thanking you,

Yours faithfully,

Umesh P Maskeri
UMESH P MASKERI
PRACTICING COMPANY
SECRETARY AND SCRUTINIZER
Membership No. FCS 4831
Certificate of Practice No. 12704
Place: Mumbai
Date: March 31, 2016

Praveen Kadle
PRAVEEN KADLE
MANAGING DIRECTOR & CEO
DIN: 00016814