

**RESULT DECLARED FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY  
HELD ON MARCH 29, 2018**

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 29, 2018 at 11.00 a.m at the Registered Office of the Company, to seek the approval of the Members of the Company on the Resolution contained in the Notice dated March 1, 2018.

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 Resolution and for Members who had not casted their votes through remote e-voting were provided the facility of voting through Ballot Paper ("Ballot") at the EGM. 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 and voting through Ballot at the EGM in a fair and a transparent manner. The remote e-voting period commenced on Saturday, March 24, 2018 at 9.00 a.m. and concluded on Wednesday, March 28, 2018 at 5.00 p.m. There were no votes cast by the Members at the EGM through Ballot. Members who had cast their votes through remote e-voting were considered by the Scrutinizer and he has submitted a Scrutinizers Report dated March 29, 2018 on the same.

The result of e-voting and the summary of the Scrutinizer Report for Item Nos. 1 to 13 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	
<b>1. Ordinary Resolution:</b> Re-appointment of Mr. Praveen P. Kadle (DIN: 00016814) as Managing Director & CEO and payment of remuneration.	263,48,81,645	100%	Nil	Nil	Nil
<b>2. Special Resolution:</b> Appointment of Mr. Rajiv Sabharwal (DIN: 00057333) as Director, Managing Director & CEO and payment of remuneration.	263,48,81,645	100%	Nil	Nil	Nil
<b>3. Ordinary Resolution:</b> Appointment of Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Independent Director.	263,48,81,645	100%	Nil	Nil	Nil

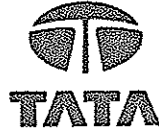
**TATA CAPITAL LIMITED**

Corporate Identity Number U65990MH1991PLC060670

Tower A 1101 Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013 India

Tel 91 22 6605 9000 Web www.tatacapital.com

Registered Office One Forbes Dr V B Gandhi Marg Fort Mumbai 400 001 India Tel 91 22 6745 9000



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	
<b>4. Ordinary Resolution:</b> Appointment of Ms. Aarthi Subramanian (DIN: 07121802) as a Non-Executive Director	263,48,81,645	100%	Nil	Nil	Nil
<b>5. Special Resolution:</b> Re-appointment of Mr. Nalin Mansukhlal Shah (DIN: 00882723) as an Independent Director	263,48,81,645	100%	Nil	Nil	Nil
<b>6. Ordinary Resolution:</b> Cancellation of Unsubscribed Issued Share Capital	263,48,81,645	100%	Nil	Nil	Nil
<b>7. Special Resolution:</b> Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 1	263,48,81,645	100%	Nil	Nil	Nil
<b>8. Special Resolution:</b> Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 2	263,48,81,645	100%	Nil	Nil	Nil
<b>9. Special Resolution:</b> Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 3	263,48,81,645	100%	Nil	Nil	Nil
<b>10. Special Resolution:</b> Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 4	263,48,81,645	100%	Nil	Nil	Nil



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	
<b>11. Special Resolution:</b> Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 5	263,48,81,645	100%	Nil	Nil	Nil
<b>12. Special Resolution:</b> Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 6	263,48,81,645	100%	Nil	Nil	Nil
<b>13. Special Resolution:</b> Private Placement of Non Convertible Debentures	263,48,81,645	100%	Nil	Nil	Nil

Accordingly, the aforementioned Resolution has 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 29, 2018

**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 : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Tata Capital Limited  
One Forbes,  
Dr. V. B. Gandhi Marg,  
Fort, Mumbai - 400001

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 voting through ballot paper at the Extraordinary General Meeting of Tata Capital Limited held on Thursday, March 29, 2018 at 11.00 a.m. at the Registered office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400001.**

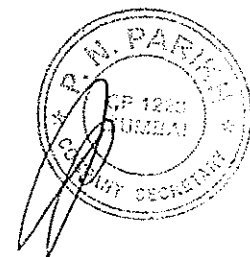
I, P N Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Capital Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 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 Thursday, March 29, 2018 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said EGM held on March 29, 2018.

The Notice dated March 1, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the Shareholders in respect of the below mentioned resolutions proposed at the EGM of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided voting facility through ballot paper to the shareholders present at the EGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the Company holding shares as on the "Cut-Off" date of March 22, 2018 were entitled to vote on the resolutions as contained in the Notice of the EGM. The voting period for remote e-voting commenced on Saturday, March 24, 2018 at 9.00 a.m. (IST) and ended on Wednesday, March 28, 2018 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

None of the shareholders cast their votes through ballots at the EGM.



The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company. I have scrutinized and reviewed the remote e-voting and the votes tendered therein based on the data downloaded from the CDSL 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 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 in respect of the said Resolutions.

**Resolution 1: Ordinary Resolution**

**Re-appointment of Mr. Praveen P. Kadle (DIN 00016814) as Managing Director & CEO and payment of remuneration.**

(i) Voted in favour of the resolution:

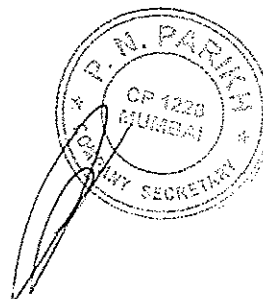
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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: Special Resolution**

Appointment of Mr. Rajiv Sabharwal (DIN 00057333) as Director, Managing Director & CEO and payment of remuneration.

(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
11	263,48,81,645	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**

Appointment of Mr. Mehernosh B. Kapadia (DIN 00046612) as an Independent Director.

(i) Voted in favour of the resolution:

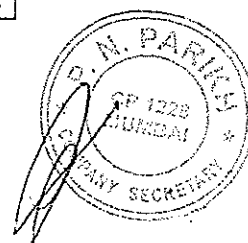
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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**

Appointment of Ms. Aarthi Subramanian (DIN 07121802) as a Non-Executive 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
11	263,48,81,645	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**

Re-appointment of Mr. Nalin Mansukhlal Shah (DIN 00882723) as an Independent Director

(i) Voted in favour of the resolution:

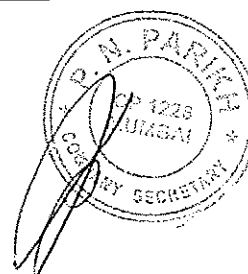
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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: Ordinary Resolution****Cancellation of Unsubscribed Issued Share Capital**

(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
11	263,48,81,645	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****Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 1**

(i) Voted in favour of the resolution:

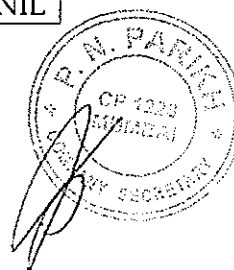
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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 8: Special Resolution**

Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 2

(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
11	263,48,81,645	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 9: Special Resolution**

Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 3

(i) Voted in favour of the resolution:

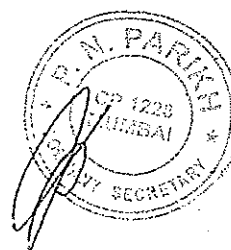
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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 10: Special Resolution**

Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 4

(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
11	263,48,81,645	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 11: Special Resolution**

Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 5

(i) Voted in favour of the resolution:

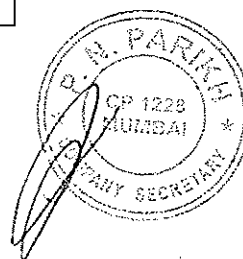
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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 12: Special Resolution**

Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of Rs. 1,000/- each aggregating Rs. 40 crore, on Private Placement basis : Offer 6

(i) Voted in favour of the resolution:

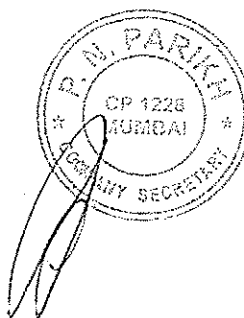
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	263,48,81,645	100.00

(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 13: Special Resolution****Private Placement of Non Convertible Debentures**

(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
11	263,48,81,645	100.00

(ii) Voted against the resolution:

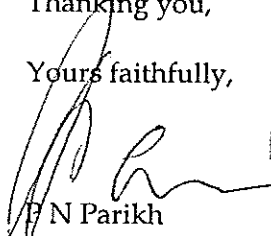
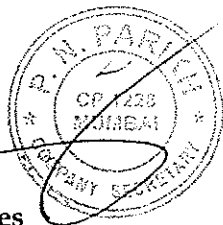
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) Invalid votes:


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

Thanking you,

Yours faithfully,

  
  
**P. N. Parikh**  
**Parikh & Associates**  
**Practising Company Secretaries**  
 FCS: 327 CPNo.: 1228  
 111, 11<sup>th</sup> 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, 2018

For Tata Capital Limited

x   
 PPK Praveen P Kadle  
 Managing Director & CEO  
 DIN: 00016814