

RESULT DECLARED FOR THE ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON JUNE 29, 2018

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the Annual General Meeting of the Company ("AGM") was convened on Friday, June 29, 2018 at 1.00 p.m in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, to seek the approval of the Members of the Company on the Resolution contained in the Notice dated May 31, 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 AGM. 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 AGM in a fair and a transparent manner. The remote e-voting period commenced on June 25, 2018 at 9.00 a.m. and concluded on June 28, 2018 at 5.00 p.m. There were no votes cast by the Members at the AGM 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 June 29, 2018 on the same.

The result of e-voting and the summary of the Scrutinizer Report for Item Nos. 1 to 8 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. Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors thereon.	2,63,50,37,533	100%	Nil	Nil	Nil
2.Ordinary Resolution: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.	2,63,50,37,533	100%	Nil	Nil	Nil
3.Ordinary Resolution: To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2018.	2,63,50,37,533	100%	Nil	Nil	Nil

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



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	
4. Ordinary Resolution: To appoint a Director in place of Mr. F. N. Subedar (DIN: 00028428), who retires by rotation and being eligible, offers himself for re-appointment.	2,63,50,37,533	100%	Nil	Nil	Nil
5. Special Resolution: Issue and Offer of 9,88,14,229 Equity Shares of Rs. 10 each aggregating upto Rs. 500 crore, on a Preferential Basis: Offer – 1	2,63,50,14,100	100.00 (Rounded Off)	23,433	0.00	Nil
6. Special Resolution: Issue and Offer of 9,88,14,229 Equity Shares of Rs.10 each aggregating upto Rs. 500 crore, on a Preferential Basis: Offer - 2	2,63,50,14,100	100.00 (Rounded Off)	23,433	0.00	Nil
7. Special Resolution: Issue and Offer of 14,82,21,343 Equity Shares of Rs.10 each aggregating upto Rs. 750 crore, on a Preferential Basis: Offer – 3	2,63,50,14,100	100.00 (Rounded Off)	23,433	0.00	Nil
8. Special Resolution: Issue and Offer of 14,82,21,343 Equity Shares of Rs.10 each aggregating upto Rs. 750 crore, on a Preferential Basis: Offer – 4	2,63,50,14,100	100.00 (Rounded Off)	23,433	0.00	Nil

Accordingly, the aforementioned Resolution has been passed by the requisite majority of the Members of the Company.

For TATA CAPITAL LIMITED

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333

Place: Mumbai
Date: June 29, 2018

To,
The Chairman
Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400013

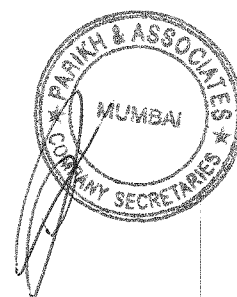
Dear Sir,

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 27th Annual General Meeting of Tata Capital Limited held on Friday, June 29, 2018 at 1.00 p.m. at Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013.

I, P.N. Parikh, of M/s. 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 27th Annual General Meeting (AGM) of Tata Capital Limited on Friday, June 29, 2018 at 1.00 p.m.

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

The notice dated May 31, 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 AGM 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 through ballot paper to the shareholders present at the AGM 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 June 22, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on June 25, 2018 at 09:00 a.m. (IST) and ended on June 28, 2018 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

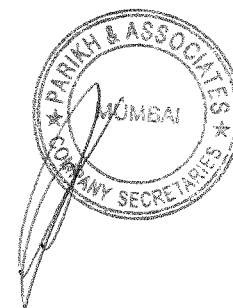
None of the shareholders cast their votes through ballots at the AGM.

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 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 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 in respect of the said resolutions.



Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

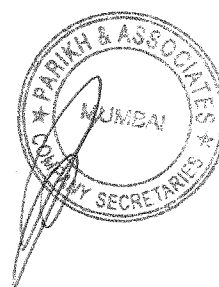
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2,63,50,37,533	100.00

(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, 2018, and the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

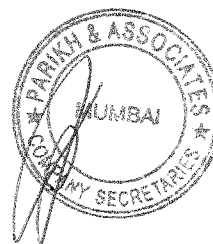
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2,63,50,37,533	100.00

(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 31st March, 2018.

(i) Voted in favour of the resolution:

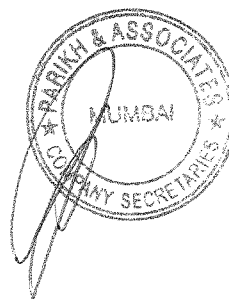
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2,63,50,37,533	100.00

(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 appoint a Director in place of Mr. F.N. Subedar (DIN: 00028428), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

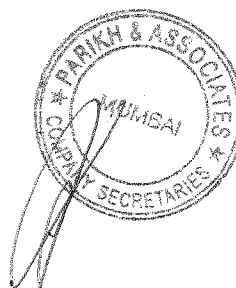
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2,63,50,37,533	100.00

(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

Issue and Offer of 9,88,14,229 Equity Shares of Rs. 10/- each aggregating upto Rs. 500 crore, on a Preferential Basis: Offer - 1

(i) Voted **in favour** of the resolution:

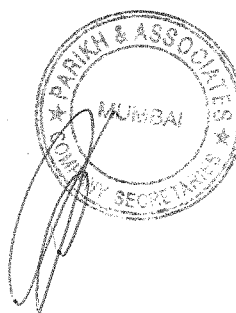
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	2,63,50,14,100	100.00(Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	23,433	0.00

(iii) **Invalid** votes:

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



Resolution 6: Special Resolution

Issue and Offer of 9,88,14,229 Equity Shares of Rs. 10/- each aggregating upto Rs. 500 crore, on a Preferential Basis: Offer -2

(i) Voted **in favour** of the resolution:

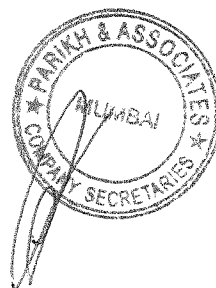
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	2,63,50,14,100	100.00(Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	23,433	0.00

(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 14,82,21,343 Equity Shares of Rs. 10/- each aggregating upto Rs. 750 crore, on a Preferential Basis: Offer -3

(i) Voted in favour of the resolution:

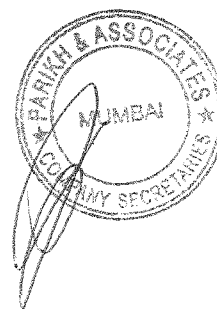
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	2,63,50,14,100	100.00(Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	23,433	0.00

(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 14,82,21,343 Equity Shares of Rs. 10/- each aggregating upto Rs. 750 crore, on a Preferential 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	2,63,50,14,100	100.00(Rounded Off)

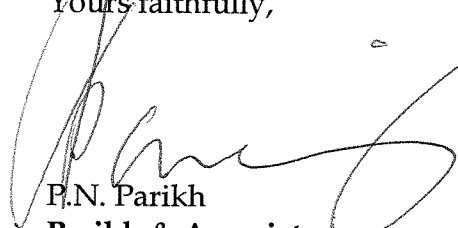
(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	23,433	0.00

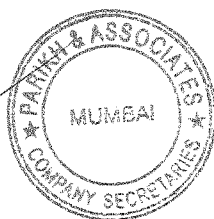
(iii) Invalid votes:

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

Thanking you,
Yours faithfully,



P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CPNo.: 1228
111,11th Floor, SaiDwar CHS Ltd
Sab TV Lane, Opp.LaxmiIndl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai - 400053



For Tata Capital Ltd

Rajiv Sabharwal

Rajiv Sabharwal
Managing Director & CEO

DIN: 00057333

Place: Mumbai

Dated: June 29, 2018