



June 28, 2022

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

Dear Sir / Madam,

**Sub: Submission of Proceedings of the 31st Annual General Meeting (“AGM”) of
Tata Capital Limited (“the Company”) and Scrutinizer’s Report along with
E-voting results**

This is to inform you that the 31st AGM of the Company was held today i.e. June 28, 2022 at 10:00 a.m. through Video Conferencing, to transact the businesses as stated in the Notice dated May 13, 2022.

Pursuant to Regulation 51(2) read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed as Annexure A, the summary of proceedings of the said AGM 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 AGM 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 31st ANNUAL GENERAL MEETING OF
TATA CAPITAL LIMITED**

The 31st Annual General Meeting (“AGM” / “Meeting”) of the Members of Tata Capital Limited (“the Company”) was held on Tuesday, June 28, 2022 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 annual general meeting vide its circular dated May 5, 2020, read with circular dated May 5, 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 AGM of the Company.

Ms. Varsha Purandare, Independent Director and Chairperson of Audit Committee & Nomination and Remuneration Committee, Mr. F. N. Subedar, Non-Executive Director, Ms. Malvika Sinha, Independent Director, Ms. Aarti Subramanian, Non-Executive Director and Chairperson of Stakeholders Relationship Committee and Mr. Rajiv Sabharwal, Managing Director & CEO of the Company attended the AGM through VC / OAVM. The representatives of the Statutory Auditors & Secretarial Auditors and Internal Auditor also attended this AGM.

With the consent of the Members present, the Notice of the AGM 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 AGM. 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.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.	Ordinary	E-voting	Passed with requisite majority

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3.	To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2022	Ordinary	E-voting	Passed with requisite majority
4.	To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2022.	Ordinary	E-voting	Passed with requisite majority
5.	To appoint a Director in place of Mr. Saurabh Agrawal (DIN: 02144558), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	E-voting	Passed with requisite majority
6.	To appoint Statutory Auditors and to fix their remuneration.	Ordinary	E-voting	Passed with requisite majority
7.	Revision in the terms of remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO.	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 10:15 a.m. with a vote of thanks to the Chair.

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Annexure B

RESULT DECLARED FOR THE 31st ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JUNE 28, 2022

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the 31st Annual General Meeting (“AGM”) of the Company was convened on Tuesday, June 28, 2022 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 May 13, 2022.

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 June 21, 2022 to vote electronically (“remote e-voting”) on the Resolutions contained in the Notice dated May 13, 2022 and for Members who had not cast their votes through remote e-voting earlier and present at the AGM 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 Friday, June 24, 2022 at 9:00 a.m. and concluded on Monday, June 27, 2022 at 5:00 p.m. Members who had cast their votes through remote e-voting prior to and during the AGM were considered by the Scrutinizer and he has submitted a Consolidated Scrutinizers Report dated June 28, 2022, on the same.

The result of e-voting and the summary of the Scrutinizer’s Report for Item Nos. 1 to 7 are, as under:

Item No(s). and brief text of Resolution(s)	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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.	3,41,12,69,123	100.00	NIL	NIL	NIL

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Item No(s). and brief text of Resolution(s)	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. Ordinary Resolution: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.	3,41,12,69,123	100.00	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, 2022.	3,41,12,69,123	100.00	NIL	NIL	NIL
4. Ordinary Resolution: To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2022.	3,41,12,69,123	100.00	NIL	NIL	NIL
5. Ordinary Resolution: To appoint a Director in place of Mr. Saurabh Agrawal (DIN: 02144558), who retires by rotation and, being eligible, offers himself for re-appointment.	3,41,12,69,123	100.00	NIL	NIL	NIL
6. Ordinary Resolution: To appoint Statutory Auditors and to fix their remuneration.	3,41,12,69,123	100.00	NIL	NIL	NIL

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Item No(s). and brief text of Resolution(s)	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	
7. Special Resolution: Revision in the terms of remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO.	3,41,12,69,123	100.00	NIL	NIL	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
June 28, 2022

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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 31st Annual General Meeting of Tata Capital Limited held on Tuesday, June 28, 2022 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 31st Annual General Meeting ("AGM") of Tata Capital Limited on Tuesday, June 28, 2022 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 AGM.

The notice dated May 13, 2022, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with Circular No. 20/2020 dated May 5, 2020 and read with Circular No.2/2022 dated May 5, 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 Friday, June 24, 2022 at 9:00 a.m. and concluded on Monday, June 27, 2022 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 AGM 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 Tuesday, June 21, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

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

I have scrutinized and reviewed the remote e-voting prior to and during the AGM 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 AGM 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 prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and 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
31	3,41,12,69,123	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, 2022 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
31	3,41,12,69,123	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 March 31, 2022.

(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
31	3,41,12,69,123	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 declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2022.

(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
31	3,41,12,69,123	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: Ordinary Resolution

To appoint a Director in place of Mr. Saurabh Agrawal (DIN: 02144558), 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
31	3,41,12,69,123	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**To appoint Statutory Auditors and to fix their 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
31	3,41,12,69,123	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**Revision in the terms of remuneration of Mr. Rajiv Sabharwal, Managing Director & CEO.**(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
31	3,41,12,69,123	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,

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: June 28, 2022.
 UDIN: F000327D000536335
 P/R No.: 1129/2021

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333
 Mumbai
 June 28, 2022