



March 27, 2025

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

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 Extraordinary General Meeting (“EGM”) of Tata Capital Limited (“the Company”) and Scrutinizer’s Report along with E-voting results

This is to inform you that the Extraordinary General Meeting (“EGM”) of the Company was held today i.e. March 27, 2025 at 10:00 a.m. through Video Conferencing, to transact the businesses as stated in the Notice dated February 25, 2025.

Pursuant to Regulation 51(2) read with Part B of Schedule III of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed, the summary of proceedings of the said EGM of the Company (Annexure A).

Also, please find enclosed, the Results and the Scrutinizer’s Report on e-voting carried out with respect to the Resolutions contained in the EGM Notice (Annexure B).

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 EXTRAORDINARY GENERAL MEETING OF TATA CAPITAL LIMITED

The Extraordinary General Meeting (“EGM” / “Meeting”) of the Members of Tata Capital Limited (“the Company”) was held on Thursday, March 27, 2025 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 extraordinary general meeting vide its circulars dated April 8, 2020, April 13, 2020 and subsequent circulars issued in this regard, the latest dated September 19, 2024.

Mr. Sujit Varma, Independent Director, chaired the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order and welcomed all the Members to the EGM of the Company.

Mr. Nagaraj Ijari, Independent Director and Mr. Rajiv Sabharwal, Managing Director & CEO of the Company attended the EGM through VC / OAVM. The representative of the Secretarial Auditor also attended this EGM.

With the consent of the Members present, the Notice of the EGM was taken as read. Thereafter, the Chairman 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 EGM.

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The following items were transacted at the meeting:

Item No.	Item Description	Resolution Type	Mode of voting	Result
1.	Initial Public Offer of Equity Shares of the Company.	Special	E-voting	Passed with requisite majority
2.	Increase in Investment Limits for Non-Resident Indians and Overseas Citizens of India.	Special	E-voting	Passed with requisite majority
3.	Amendment to Employee Stock Options Scheme.	Special	E-voting	Passed with requisite majority
4.	Material Related Party Transaction(s) with Tata Steel Limited.	Ordinary	E-voting	Passed with requisite majority
5.	Material Related Party Transaction(s) with Tata Consultancy Services Limited.	Ordinary	E-voting	Passed with requisite majority

Since the business of the meeting was completed, the Chairman declared the meeting as closed. The meeting concluded at 10:10 a.m. with a vote of thanks to the Chair.

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Annexure B

RESULT DECLARED FOR THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON MARCH 27, 2025

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the Extraordinary General Meeting (“EGM”) of the Company was convened on Thursday, March 27, 2025 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 February 25, 2025.

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 Thursday, March 20, 2025 to vote electronically (“remote e-voting”) on the Resolutions contained in the Notice dated February 25, 2025 and for Members who had not cast their votes through remote e-voting earlier and present at the EGM 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 Sunday, March 23, 2025 at 9:00 a.m. and concluded on Wednesday, March 26, 2025 at 5:00 p.m. Members who had cast their votes through remote e-voting prior to and during the EGM were considered by the Scrutinizer and he has submitted a Consolidated Scrutinizers Report dated March 27, 2025, on the same.

The result of e-voting and the summary of the Scrutinizer’s Report for Item Nos. 1 to 5 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. Special Resolution: Initial Public Offer of Equity Shares of the Company	367,93,85,265	100.00 (Rounded off)	361	0.00	Nil

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2. Special Resolution: Increase in Investment Limits for Non-Resident Indians and Overseas Citizens of India	367,93,82,249	100.00 (Rounded off)	4,219	0.00	Nil
3. Special Resolution: Amendment to Employee Stock Options Scheme	367,92,81,386	100.00 (Rounded off)	1,04,982	0.00	Nil
4. Ordinary Resolution: Material Related Party Transaction(s) with Tata Steel Limited	7,73,84,331	100.00 (Rounded off)	2,394	0.00	Nil
5. Ordinary Resolution: Material Related Party Transaction(s) with Tata Consultancy Services Limited	7,73,83,855	100.00 (Rounded off)	2,292	0.00	Nil

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

For Tata Capital Limited

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333

March 27, 2025

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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 Madam,

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 Extra Ordinary General Meeting of Tata Capital Limited held on Thursday, March 27, 2025 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 Extra Ordinary General Meeting ("EGM") of Tata Capital Limited on Thursday, March 27, 2025 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 EGM.

The notice dated February 25, 2025, convening the EGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the EGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024. (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 Sunday, March 23, 2025 at 9:00 a.m. and concluded on Wednesday, March 26, 2025 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 EGM 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 Thursday, March 20, 2025 were entitled to vote on the resolutions as contained in the Notice of the EGM.

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

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

Resolution 1: Special Resolution**Initial Public Offer of Equity Shares of the Company**(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
230	367,93,85,265	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
8	361	0.00

(iii) **Invalid** votes:

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

Resolution 2: Special Resolution**Increase in Investment Limits for Non-Resident Indians and Overseas Citizens of India**(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
224	367,93,82,249	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
15	4,219	0.00

(iii) **Invalid** votes:

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

Resolution 3: Special Resolution**Amendment to Employee Stock Options Scheme**(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
215	367,92,81,386	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
23	1,04,982	0.00

(iii) **Invalid** votes:

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

Resolution 4: Ordinary Resolution**Material Related Party Transaction(s) with Tata Steel Limited**(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
217	7,73,84,331	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
9	2,394	0.00

(iii) **Invalid** votes:

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

Resolution 5: Ordinary Resolution**Material Related Party Transaction(s) with Tata Consultancy Services Limited**(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
218	7,73,83,855	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
8	2,292	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,

Pravinchandra
Nahalchand
Parikh

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

Digitally signed by Pravinchandra Nahalchand Parikh
DN: cn=Personal, email=3274.
pseudonym=F10EC20FFD5F1B59115F8D3A068F04F788ED9882,
2.5.4.20=02a59473a64807e6d0ff0e3de3a070b001645308613
8236dc84b6938ed1, postalCode=400104, st=Maharashtra,
serialNumber=6AASDFE9F9F1E9732378E198497C9E1A9A543
ANFAE294FETC98B0C3E69C2FC, cn=Pravinchandra Nahalchand
Parikh
Date: 2025.03.27 17:38:05 +05'30'

For Tata Capital Limited

Rajiv Sabharwal

Managing Director & CEO

DIN: 00057333

Dated: March 27, 2025

UDIN: F000327F004166346

P/R No.: 1129/2021