

TATA CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013

CIN: U65990MH1991PLC060670

Telephone: (022) 6606 9000 □ Fax: (022) 6656 2699 □ Website: www.tatacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL LIMITED will be held on Thursday, July 31, 2025 at 02.30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon.
3. To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2025.
4. To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2025.
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.

Special Business:

6. Appointment of Secretarial Auditors of the Company

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and any other applicable provisions of law, if any (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Parikh & Associates, Practising Company Secretaries (Firm Registration Number: P1988MH009800 and Peer Review Number: 6556/2025) as the Secretarial Auditors of the Company for five consecutive years i.e. from FY 2025-26 to FY 2029-30, to conduct the secretarial audit and issue the Secretarial Audit Report as required under the Act and SEBI LODR Regulations; at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors."

"RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable for such purpose and with the power to the Board including the Audit Committee of the Board of Directors to settle all questions, difficulties or doubts that may arise in regard to the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities / scope of work of the Secretarial Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company."

7. Approval for private placement of Non-Convertible Debentures

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association

of the Company, the Securities and Exchange Board of India ("SEBI") (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the Reserve Bank of India ("RBI"), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors by this Resolution) to offer / invite / issue / allot to eligible persons, Non-Convertible Debentures ("NCDs") including but not limited to Subordinated / Perpetual NCDs / Green Bonds, whether secured or unsecured, up to an amount of Rs. 30,000 crore, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing this Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs."

8. Payment of Commission to Non-Executive (Non-Independent and Independent) Directors of the Company

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, in addition to the sitting fees being paid / payable for attending the meetings of the Board of Directors and its Committees thereof, by way of commission or otherwise, not exceeding in aggregate of one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act for each corresponding Financial Year, to be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Director, if any) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors [hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee and / or any other Committee constituted by the Board for this purpose from time to time] and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from Financial Year 2025-26 to Financial Year 2029-30."

By Order of the Board of Directors
For **Tata Capital Limited**

Sarita Kamath
Chief Legal and Compliance Officer
& Company Secretary

Mumbai, June 02, 2025

Registered Office:

11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400013

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Business set out at Item Nos. 6 to 8 above, is annexed hereto. Additional information, pursuant to Secretarial Standard - 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Saurabh Agrawal, Director seeking re-appointment, at this Annual General Meeting ("AGM"), is furnished as a part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No.11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as MCA Circulars), permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM will be 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013.
3. In compliance with the applicable provisions of the Act read with aforesaid MCA Circulars, the 34th AGM of the Company is being held through VC / OAVM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF Format) of its Board or Governing body Resolution / Authorization, etc. with attested specimen signature of the duly authorised signatory(ies), authorizing its representative to attend this AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@parikhassociates.com with a copy marked to investors@tatacapital.com.
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The facility of participation at the AGM through VC / OAVM will be made available for atleast 1,000 members on first come first serve basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction.
8. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. The relevant Registers and all other documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at investors@tatacapital.com to inspect the same.
11. The Company has fixed July 11, 2025 as the 'Record Date' for determining entitlement of members to receive dividend on the equity shares for the financial year ended March 31, 2025, if approved at the AGM.
12. If the dividend on equity shares, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source, will be made on or after July 31, 2025 to all Beneficial Owners in respect of equity shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on July 11, 2025.
13. As per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of the shareholders. The Company shall therefore be required to deduct tax at source at the time of making the payment of the dividend, if declared, by the Shareholders of the Company on the Equity Shares at this Annual General Meeting.

This communication provides a brief of the applicable provisions for Tax Deduction at Source ("TDS") under the existing Income Tax Act, 1961 for Resident and Non-Resident shareholders:

I. Resident Shareholders:

Tax is required to be deducted at source under Section 194 of the Income Tax Act, 1961, at 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number ("PAN"). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, TDS at the rate of 20% (plus applicable surcharge and cess) shall be deducted under Section 206AA of the Income Tax Act, 1961. As per Section 139AA of the Income Tax Act, 1961, every individual who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply this, the PAN allotted shall be deemed to be inoperative and tax shall be deducted at the rate of 20% as per the provisions of Section 206AA of the Income Tax Act, 1961.

Further, Tax will not be deducted in case of:

a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individuals if -

- Total dividend amount to be received by them during the Financial Year 2025-26 does not exceed Rs. 10,000/-; or
- The shareholder provides Form 15G (applicable to any person other than a company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met.

b. Resident Non-Individuals:

No tax shall be deducted on the dividend payable to the following resident non-individuals, if they provide the desired details and documents:

- **Insurance Companies:** Self declaration that it has full beneficial interest with respect to the equity shares owned by it along with self-attested copy of PAN card.
- **Mutual Funds:** Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.
- **Alternative Investment Fund ("AIF"):** Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.
- **Other Non-Individual shareholders:** Entities whose income is unconditionally exempt under Section 10 of the Income Tax Act, 1961 and that are not statutorily required to file return of income, being exempted from TDS by the CBDT Circular No. 18 of 2017, are required to provide self-attested valid documentary evidence (like approval granted by Income Tax Officer / Commissioner, relevant copy of registration, etc.)

- c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of the Income Tax Act, 1961, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

II. Non-Resident Shareholders:

- a) Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, as per the rates as applicable. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Income Tax Act, 1961, for lower / Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.
- b) Further, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders are required to provide the following:

- Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate ("TRC") (for the period April 2025 to March 2026) obtained from the tax authorities of the country of which the shareholder is a resident.
- Electronic filing of Form 10F on the Income Tax portal (procedure for electronic filing given below in Note 1) in accordance with CBDT No. 03/2022 dated July 16, 2022.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty and Beneficial ownership of the shares (for the period April 2025 to March 2026) by the Non- Resident Shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

- c) In case of Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI"), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 196D of the Income Tax Act, 1961.

Note 1: Procedure for electronically filing Form 10F

In case PAN is available:

1. Login to <https://www.incometax.gov.in/iec/foportal> using PAN login.
2. Go to E-file>Income Tax Forms>File Income Tax Forms.
3. Select Form 10F from the available options.
4. Select the relevant Assessment Year for which you need to file Form 10F and click on continue.
5. Fill all the required fields in the Form.
6. Attach the Tax Residency Certificate and Save the Draft and then Proceed to submit the Form with digital signature ("DSC") of the authorized signatory / self.
7. Once submitted, go to "View Filed Forms" and download the copy of the Form 10F and submit along with other tax forms.

In case PAN is not available:

1. The Non-Resident can click on the 'Register' option on the e-filing portal, i.e., <https://www.incometax.gov.in/iec/foportal>.
2. Under the 'others' category, there is an option to choose 'Non-Residents not having a PAN and not required to have a PAN'.
3. Certain basic details will need to be entered, like name, date of incorporation, tax identification number, status, and country of residence.
4. The Non-Resident will then have to provide the details of the key person, i.e., name, date of birth, etc.
5. The next step is to provide contact details, i.e., email address and mobile number, which will be verified through an OTP.
6. Lastly, the Non-Resident will need to upload certain documents like its TRC, address proof, identification proof, and any other document if required.
7. Once the Non-Resident is registered on the portal, it can file Form 10F electronically without having to obtain a PAN in India.

A separate communication, through an email, has been sent to all the equity shareholders along with the details of documents / declarations (with relevant Formats attached) required to be provided by the equity shareholders to the Company. Same formats are also available on the Company's website www.tatacapital.com.

Shareholders are requested to send the scanned copies of the documents mentioned above at the following email ids - Csgexemptforms2526@in.mpms.mufig.com; investors@tatacapital.com

These documents should reach us on or before July 20, 2025 in order to enable the Company to determine and

deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post the above date. It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

14. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

Members may please note that their bank details as furnished by the respective Depository Participants ("DP") to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the warrant / Bankers' cheque / demand draft to such Members.

15. Process for Registration of e-mail addresses:

A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

As part of Company's green initiative and to facilitate Members to receive this Notice electronically, the Company has made special arrangements with its RTA for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 pm (IST) on July 20, 2025.

B. Process to be followed for one-time registration of e-mail address is as follows:

- a) Visit the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html
- b) Select the name of the Company from drop-down: **Tata Capital Limited**
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form), Shareholder name, PAN, mobile number and e-mail id.
- d) System will send One Time Password ('OTP') on mobile no. and e-mail id.
- e) Enter OTP received on mobile no. and e-mail id and submit.
- f) The system will then confirm the email address for the limited purpose of service of AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-voting user ID and password. If you are an Individual shareholder holding shares in demat mode, you are requested to refer to the login method explained at point no. 19 below i.e. Login method for e-voting for individual shareholders holding shares in demat mode. In case of any queries, Members may write to evoting@nsdl.com.

C. Registration of e-mail address permanently with DP:

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs to enable servicing of notices/ documents and other communications electronically to their e-mail address in future.

Members who have not registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in electronic form.

16. In compliance with the aforesaid MCA Circulars, Notice of the AGM alongwith the Annual Report for the FY 2024-25 is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent ("RTA") / Depository Participants / Depositories and the same is also available on the website of the Company at www.tatacapital.com. The Notice of AGM can also be accessed on the website of the National Stock Exchange of India Limited at www.nseindia.com and BSE at www.bseindia.com, respectively, and website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, etc., to their DP if the shares are held by them in electronic form.
18. The holders of Cumulative Redeemable Preference Shares ("CRPS") can attend the AGM but are not entitled to vote on the items set out in the Notice.
19. Instructions for e-voting and joining the AGM through VC / OAVM are, as under:

A. Process and manner for Members voting through Electronic means

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the MCA dated May 05, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as MCA Circulars), the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL and CDSL. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. July 24, 2025, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice who has no voting rights as on the Cut-Off Date, shall treat this Notice as intimation only.
- (ii) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-Off Date i.e. July 24, 2025, shall be entitled to exercise his / her vote electronically i.e. remote e-voting by following the procedure mentioned in this part.
- (iii) The remote e-voting will commence on July 27, 2025, at 9:00 a.m. and will end on July 30, 2025 at 5:00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-Off Date i.e. July 24, 2025, may cast their vote electronically.
- (iv) Once the vote on a resolution is cast by the Member by remote e-voting prior to the AGM, he / she shall not be allowed to change it subsequently or cast the vote again.
- (v) The facility of voting through electronic means would also be made available at the AGM and the Members present in the AGM through VC / OAVM facility who have not already cast their votes by remote e-voting shall be able to exercise their right of voting through e-voting system during the Meeting. The Members who have already cast their vote by remote e-voting prior to the Meeting, may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (vi) The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting.
- (vii) The voting rights of the Members shall be in the proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. July 24, 2025.
- (viii) The Company has appointed Mr. P. N. Parikh (FCS No. 327; COP No. 1228) or failing him, Mrs. Jigyasa N. Ved (FCS No. 6488; COP No. 6018) of M/s. Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting at the AGM, in a fair and transparent manner.
- (ix) The procedure and instructions for remote e-voting and joining the AGM on NSDL e-voting System are, as follows:

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode

- a) In terms of SEBI Circular dated December 9, 2020 on e-voting facility, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are accordingly, advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.
- b) Login method for Individual shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For One Time Password ("OTP") based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

Type of shareholders	Login Method
	<p>4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User Id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

- c) Helpdesk for Individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at to evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

II. Login Method for e-voting for shareholders other than Individuals viz. Institutions and Corporate shareholders holding shares in demat mode and for shareholders holding shares in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under "Shareholders / Member / Creditors" section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if Folio number is 001*** and EVEN is 101456 then User ID is 101456001***.

e) Details of Password for shareholders other than Individual shareholders are, given below:

- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.
- How to retrieve your “initial password”?
 - I. If your email ID is registered in your demat account or with the Company, your “initial password” is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. PDF file. The password to open the PDF file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio number for shares held in physical form. The PDF file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in Point No. B - Process for those shareholders whose email ids are not registered.

f) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- Click on “Forgot User Details / Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / Folio number, your PAN, your name and your registered address.
- Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.

g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

h) Click on “Login” button.

i) After you click on the “Login” button, Home page of e-Voting will open.

Step 2 - Cast your vote electronically and Join the AGM on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-voting period or for casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
- c) Now you are ready for e-voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. General Guidelines for the Members

- i. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request at evoting@nsdl.com.

C. Process for those shareholders whose e-mail ids are not registered with the depositories for procuring User Id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- (i) If you are a Shareholder holding shares in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by an email to investors@tatacapital.com.
- (ii) If you are a Non-Individual Shareholder viz. Institutions and Corporate Shareholders holding shares in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by an email to investors@tatacapital.com.
- (iii) Alternatively, shareholder / members may also send a request to evoting@nsdl.com for procuring User Id and password for e-voting by providing above mentioned documents.
- (iv) If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding shares in demat mode.

D. Instructions for Members for attending the AGM through VC / OAVM:

- (i) Member will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for “Access to NSDL e-voting system”. After successful login, you can see link of “VC / OAVM link” placed under “Join meeting” menu against the Company name. You are requested to click on VC / OAVM link placed under “Join Meeting” menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above in the Notice to avoid last minute rush.

- (ii) Members can participate in AGM through Laptop / Desktop / Mobile devices, however, for better experience and smooth participation, it is advisable to join the meeting through Laptops connected through broadband. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants connecting from Mobile devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number, PAN, mobile number at investors@tatacapital.com between July 22, 2025 (9:00 a.m.) to July 24, 2025 (5:00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

E. Other Information for the Members:

- (i) Any person holding shares in physical form and Non-Individual shareholder, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the Cut-Off Date i.e. July 24, 2025, may obtain the Login ID and password by sending a request at evoting@nsdl.com or at investors@tatacapital.com. However, if you are already registered with NSDL for remote e-voting, then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the Cut-Off Date i.e. July 24, 2025 may follow steps mentioned in the Notice of this AGM under "Access to NSDL e-Voting system".
- (ii) It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall not later than three days of the conclusion of the meeting, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorised by the Board who shall countersign the same. The Chairman or any other Director authorised by the Board shall declare the Result of the voting forthwith.
- (iv) The Results declared, alongwith the Scrutinizer's Report, will be posted after the declaration of the same on the Company's website at www.tatacapital.com, on the website of the National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.
- (v) In case you have any queries or issues regarding remote e-voting, you may write to the Company at investors@tatacapital.com. Members can also refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at.: 022 - 4886 7000 or send a request at evoting@nsdl.com.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item Nos. 6 to 8 of the accompanying Notice dated June 02, 2025:

Item No. 6:

Pursuant to the provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A / 62M of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, the Company is required to annex with its Board's Report, a Secretarial Audit Report submitted by a Company Secretary in whole time practice.

As per the SEBI LODR Regulations, equity listed companies are required to appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting. As a good governance measure, it is proposed to comply with the said Regulation as applicable to equity listed companies.

Accordingly, the Audit Committee and the Board of Directors at their respective meetings held on May 12, 2025 and June 02, 2025, have approved and recommended the appointment of M/s. Parikh & Associates, Practising Company Secretaries (Firm Registration Number: P1988MH009800, Peer Review Number: 6556/2025), as the Secretarial Auditors of the Company for the purpose of auditing the secretarial and related records of the Company and provide a Secretarial Audit Report, for five consecutive years i.e. from FY 2025-26 to FY 2029-30, subject to the approval of the shareholders of the Company at the Annual General Meeting.

M/s. Parikh & Associates is a well-known firm of Practising Company Secretaries founded in 1987 and based in Mumbai. The firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. M/s. Parikh & Associates has a team of 35 members including 10 partners and is focused on providing comprehensive professional services in corporate law, SEBI Regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

M/s. Parikh & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their appointment would be in conformity with the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

The proposed fees for the secretarial audit shall be Rs. 2,00,000/- (Rupees Two lakh only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors (including the Audit Committee of the Board) and the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives in any way, are concerned or interested either directly or indirectly in the Resolution mentioned at Item No. 6 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 7:

The Company from time to time raises funds by way of issue of Non-Convertible Debentures ("NCDs") on a private placement basis. As per the provisions of Section 42 of the Act read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to offer / invite / issue / allot up to such number of NCDs / Green Bonds, including but not limited to Subordinated / Perpetual NCDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 30,000 crore (Rupees Thirty Thousand crore), during a period of one year from the date of passing the resolution set out at Item No. 7 of this Notice, within the overall borrowing limits of the Company, as approved by the Members from time to time.

Further, it is proposed to grant authority to the Board of Directors (hereinafter referred to as the “Board” the term shall be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors) to delegate or determine the terms of issue of NCDs.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives in any way, are concerned or interested either directly or indirectly in the Resolution mentioned at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 8:

Currently, the Board of Directors of the Company comprises 4 Non-Executive Independent Directors, 1 Non-Executive Non-Independent Director and 1 Managing Director & CEO.

The Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, macroeconomics, governance, legal, finance and risk management and it is imperative to adequately compensate the Non-Executive (Non-Independent and Independent) Directors (“NEDs”) for the valuable contribution made by them to the Company.

Pursuant to the provisions of Section 197 of the Act, an amount not exceeding one percent per annum of the Net Profits of the company, calculated in accordance with the provisions of Sections 197 and 198 of the Act, could be paid by way of Commission to directors who are neither managing directors nor whole-time directors. Further, Regulation 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires approval of Shareholders in General Meeting for payment of all fees or compensation to NEDs.

The Members of the Company, at its Twenty-Ninth Annual General Meeting held on September 08, 2020, had accorded their approval for the payment of remuneration by way of Commission, not exceeding one percent per annum of the Net Profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors, for a period of five years, starting from Financial Year (“FY”) 2020-21 and ending on FY 2024-25.

Considering the rich experience and expertise brought to the Board by the NEDs and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its Meeting held on June 02, 2025 approved continuation of payment of Commission to NEDs for a further period of five years commencing from FY 2025-26 to FY 2029-30, subject to the approval of the Members of the Company. Further, the Board would determine the specific amount to be paid as Commission to the NEDs, if any which shall not exceed in aggregate of one per cent per annum of the Net Profits of the Company as computed in the manner provided in Section 198 of the Act for each corresponding Financial Year. Such payment will be in addition to the sitting fees for attending Board / Committee Meetings.

In view of the above, the approval of the Members of the Company is sought for payment of commission to NEDs for a period of five years commencing from FY 2025-26 to FY 2029-30.

All the Directors of the Company and their relatives (except the Managing Director & CEO and his relatives and Mr. Saurabh Agrawal and his relatives) are concerned or interested in the Resolution at Item No. 8 of the accompanying Notice, to the extent of Commission that may be received by each of the NEDs.

None of the Key Managerial Personnel of the Company or their relatives, in any way are concerned or interested, in the Resolution mentioned at Item No. 8 of the accompanying Notice.

The Board recommends the Special Resolution at Item No. 8 of the accompanying Notice, for the approval of the Members of the Company.

By Order of the Board of Directors
For **Tata Capital Limited**

Mumbai, June 02, 2025

Registered Office:

11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400013

Sarita Kamath
Chief Legal and Compliance Officer
& Company Secretary

EXHIBIT TO NOTICE

PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING IS FURNISHED

Particulars	Mr. Saurabh Agrawal (DIN: 02144558)
Date of Birth and Age	August 13, 1969; 55 years
Date of appointment on Board	July 28, 2017
Qualifications	Bachelor's degree in chemical engineering from the University of Roorkee and a post graduate diploma in management from the Indian Institute of Management, Calcutta.
Experience	Mr. Agrawal presently serves as the Executive Director and Group Chief Financial Officer of Tata Sons Private Limited. He has previously served as the Chief Strategy Officer – Corporate Strategy & Business Development cell with Aditya Birla Management Corporation Private Limited and Head of Corporate Advisory and Finance (South Asia and SEA) with Standard Chartered Bank.
No. of Meetings of the Board attended during FY 2024-25	10 (out of 10 meetings held)
Other Directorships	<ul style="list-style-type: none"> • Tata Sons Private Limited • Tata AIG General Insurance Company Limited • Tata Steel Limited • Tata AIA Life Insurance Company Limited • The Tata Power Company Limited • Voltas Limited • Tata Play Limited • Tata Power Renewable Energy Limited • Supermarket Grocery Supplies Private Limited • Gradis Trading Private Limited • Tata 1MG Technologies Private Limited • Tata Digital Private Limited
Memberships / Chairmanships of committees across other companies	<p><u>Tata Sons Private Limited</u></p> <ul style="list-style-type: none"> • Group Risk Management Committee – Member • Risk Management Committee - Member • Asset Liability Management Committee - Chairman <p><u>Tata AIA Life Insurance Company Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Chairman • Nomination and Remuneration Committee - Member <p><u>Tata Steel Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member • Risk Management Committee – Member • Executive Committee of the Board – Member <p><u>Tata AIG General Insurance Company Limited</u></p> <ul style="list-style-type: none"> • Investment Committee - Chairman • Corporate Social Responsibility Committee - Chairman • Nomination and Remuneration Committee – Member <p><u>The Tata Power Company Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member <p><u>Tata Play Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Chairman • Nomination and Remuneration Committee - Member <p><u>Tata Power Renewable Energy Limited</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member <p><u>Tata 1MG Technologies Private Limited</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman <p><u>Supermarket Groceries Supplies Private Limited</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman

Particulars	Mr. Saurabh Agrawal (DIN: 02144558)
Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	None
Terms and conditions of re-appointment	Proposed to be re-appointed as Non- Executive Director, liable to retire by rotation.
Last drawn Remuneration	Rs. 3,60,000 (Sitting Fees paid for FY 2024-25)
Remuneration sought to be paid	Sitting Fees for attending the meetings of the Board of Directors and Committees thereof.