



October 8, 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: Notice of Postal Ballot

Pursuant to Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated October 6, 2025, along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013 and related Rules, for seeking approval of the Equity Shareholders of the Company on the following resolutions:

Type of Resolution	Description of Resolution
Special Resolution	Appointment of Ms. Geetha Ravichandran (DIN: 11072013) as an Independent Director
Ordinary Resolution	Appointment of Mr. Ankur Verma (DIN: 07972892) as a Non-Executive (Non-Independent) Director

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice has been sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as received by the Company from the Depositories / Registrar and Transfer Agent ("RTA"), as on October 3, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the RTA / Depositories / Company.

The remote e-voting period commences on Friday, October 10, 2025, from 9.00 a.m. (IST) and ends on Saturday, November 8, 2025, at 5.00 p.m. (IST).

The Notice of Postal Ballot is available on the Company's website at www.tatacapital.com.

We request you to take the above on record.

Thanking you,

Yours faithfully,
For **Tata Capital Limited**

Sarita Kamath
Chief Legal and Compliance Officer & Company Secretary

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

Tata Capital Limited

Corporate Identification Number (CIN): U65990MH1991PLC060670
Registered Office: 11th floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg,
Lower Parel, Mumbai, Maharashtra - 400013
Tel: 022 6606 9000 **Website:** www.tatacapital.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.)

Voting Starts On	Friday, October 10, 2025, at 9:00 a.m. (IST)
Voting Ends On	Saturday, November 8, 2025, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025 ("**MCA Circulars**") and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended below are proposed to be passed by the Equity Shareholders of the Company (as on the Cut-off Date) ("**Members**"), through postal ballot ("**Postal Ballot**") only by way of remote e-voting process ("**remote e-voting**"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Notice of Postal Ballot ("**Notice**").

Pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars, the Notice and instructions for remote e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and Transfer Agent ("**RTA**") / Depositories / Company.

SPECIAL BUSINESS

1. Appointment of Ms. Geetha Ravichandran (DIN: 11072013) as an Independent Director

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

"RESOLVED that Ms. Geetha Ravichandran (DIN: 11072013), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from August 13, 2025, in terms of Section 161 of the Companies Act, 2013 ("**Act**") and the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, and who is eligible for appointment as a Director and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Ms. Geetha Ravichandran (DIN: 11072013), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of three years from August 13, 2025 to August 12, 2028."

"RESOLVED FURTHER that the Board of Directors, be and is hereby authorized to do all such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

2. Appointment of Mr. Ankur Verma (DIN: 07972892) as a Non-Executive (Non-Independent) Director

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

“RESOLVED that Mr. Ankur Verma (DIN: 07972892), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from September 26, 2025, in terms of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and application provisions of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director and who has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, the provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Mr. Ankur Verma (DIN : 07972892) who is eligible for appointment, be and is hereby appointed as a Non-Executive (Non-Independent) Director of the Company with effect from September 26, 2025, liable to retire by rotation, for such term as approved by Reserve Bank of India from time to time in accordance with the applicable regulatory requirements.”

“RESOLVED FURTHER that the Board of Directors, be and is hereby authorized to do all such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors
For Tata Capital Limited

Sarita Kamath
Chief Legal and Compliance Officer &
Company Secretary

Mumbai, October 6, 2025

Registered Office:

11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Section 110 of the Act and the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice. Additional information, pursuant to Secretarial Standard - 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and the SEBI Listing Regulations, in respect of Ms. Geetha Ravichandran and Mr. Ankur Verma, Additional Directors seeking appointment, through this Postal Ballot, is furnished as a part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members / List of Beneficial Owners as received by the Company from the Depositories / MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company’s Registrar and Transfer Agent (“**RTA**”), as on October 3, 2025 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the RTA / Depositories / Company or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., October 3, 2025.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the RTA / Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. The remote e-Voting shall commence on **October 10, 2025, at 9.00 a.m. (IST)** and shall end on **November 8, 2025 at 5.00 p.m. (IST)**. During this period, Members of the Company holding equity shares as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
5. The Company has appointed Mr. P. N. Parikh (FCS No. 327; COP No. 1228) or failing him, Ms. Jigyasa N. Ved (FCS No. 6488; COP No. 6018) of M/s. Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
6. The Scrutinizer will submit his report to the Chairman, or any other person authorised by the Board, after scrutiny of the votes cast, on the result of the Postal Ballot not later than three days of conclusion of the Postal Ballot. The Scrutinizer’s decision on the validity of votes cast will be final.
7. Members may download the Notice from the website of the Company at www.tatacapital.com or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
8. The vote in this Postal Ballot cannot be exercised through proxy.
9. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to investors@tatacapital.com from their registered e-mail addresses mentioning their names, DP ID and Client ID between the period from October 10, 2025 to November 8, 2025.
10. The Cumulative Redeemable Preference Shares (“**CRPS**”) holders of the Company cannot vote on the item set out in this Notice and should treat the Notice for information purpose only.
11. **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 October 28, 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 Postal Ballot Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice alongwith 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. 12 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.

12. Process to cast votes through remote e-voting:

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 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 shares in demat mode with NSDL.	- For 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. - If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on options available against the Company name or “e-voting service provider - NSDL” and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. - If the user is 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 - 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 options available against the Company name or “e-voting service provider - NSDL” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

Type of shareholders	Login Method
	5. Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited (“CDSL”)	- 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 my easi username & password. - 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 evoting 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. Additionally, there are 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. - 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. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding shares 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. Once logged in, you will be able to see e-voting option. Once you 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 options available against the Company name or “e-Voting service provider-NSDL” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.

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 evoting@nsdl.com or call on no.: 022-48867000
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 on 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

- 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 login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your login 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 (One Time Password) 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.

j) Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutiniser through email at cs@parikhassociates.com and also upload the same in the e-voting module in their login.

Step 2 - Cast your vote electronically 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 is in active status.
- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-voting period.
- 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.

13. General Information for the Members

- (i) The Scrutinizer shall submit a report of the total votes cast in favour or against, if any, on the resolution set out in this Notice, not later than three days of conclusion of the Postal Ballot to the Chairman or a person authorized by the Board who shall countersign the same. The Chairman or a person authorized by the Board shall declare the Result of the voting forthwith. The resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, in terms of the SS-2 issued by the Institute of Company Secretaries of India.
- (ii) The Results declared, alongwith the Scrutinizer's Report, will be posted after the declaration of the same by the Chairman or a person authorized by the Board 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.
- (iii) 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 on no.: 022-48867000 or send a request at evoting@nsdl.com.

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

Sarita Kamath
Chief Legal and Compliance Officer &
Company Secretary

Mumbai, October 6, 2025

Registered Office:

11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 1**

In accordance with the provisions of Section 161 of the Companies Act, 2013 (“**Act**”) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 13, 2025, had approved the appointment of Ms. Geetha Ravichandran (DIN: 11072013) as an Additional Director of the Company with effect from August 13, 2025 and as an Independent Director of the Company, for an initial term of 3 years from August 13, 2025 to August 12, 2028, subject to the approval of the Members of the Company.

A brief resume, qualification(s), experience and nature of Ms. Geetha expertise in specific functional areas is set out in an Exhibit to this Notice.

The Company has received notice, in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Ms. Geetha, for appointment as a Director of the Company.

The Company has received declarations and disclosures from Ms. Geetha required for her appointment as an Independent Director of the Company and confirming that she meets the criteria of independence as laid down under Regulation 16(1)(b) read with Regulation 62B(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) and Section 149(6) of the Act and the Rules framed thereunder and Declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 that she is in compliance with Rule 6(1) and Rule 6(2) of the said Rules, with respect to her name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and is not disqualified to be appointed as an Independent Director of the Company in terms of the provisions of Section 164 of the Act. Further, Ms. Geetha satisfies the fit and proper criteria as prescribed under the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023.

In the opinion of the Board, Ms. Geetha is a person of integrity, possesses the relevant expertise / experience, fulfils the conditions specified in the Act and the Rules made thereunder read with the SEBI Listing Regulations, as amended from time to time, for appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter for the appointment of Ms. Geetha as an Independent Director, setting out the terms and conditions, would be available for inspection by the Members, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) till November 8, 2025. The Members can send a request to the Company at investors@tatacapital.com to inspect the same.

Based on the skills, competence, her vast experience in the income tax department across verticals and expertise in tax administration and tax laws, the Board considers that the association of Ms. Geetha would be of immense benefit to the Company and it is desirable to appoint her as an Independent Director.

Pursuant to Regulation 17(1C) / 62D(3) of the SEBI Listing Regulations, the Company should ensure that the approval of the Members is obtained at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier.

In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV to the Act and the rules framed thereunder and in terms of Regulations 17, 25 and other applicable provisions of the SEBI Listing Regulations, each as amended, the appointment of Ms. Geetha as an Independent Director of the Company, not liable to retire by rotation, for an initial term of 3 years from August 13, 2025 upto August 12, 2028 is being placed before the Members for their approval by way of a Special Resolution.

Accordingly, the Board recommends the Special Resolution at Item No. 1 of the accompanying Notice, for approval of the Members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Ms. Geetha to whom the resolution relates, are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 1 of the Notice.

Item No. 2

In accordance with the provisions of Section 161 of the Companies Act, 2013 (“**Act**”) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 13, 2025, approved the appointment of Mr. Ankur Verma (DIN: 07972892) as an Additional Director of the Company, subject to the receipt of approval from the Reserve Bank of India (“**RBI**”).

Subsequently, in terms of Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, the Company received the approval from the RBI for appointment of Mr. Verma for a term of 5 years. The Board of Directors of the Company, thereafter, at its Meeting held on September 26, 2025, approved the appointment of Mr. Verma as an Additional and Non-Executive Director of the Company with effect from September 26, 2025, liable to retire by rotation, subject to the approval of the Members of the Company.

A brief resume, qualification(s), experience and nature of Mr. Verma's expertise in specific functional areas is set out in an Exhibit to this Notice.

The Company has received a Notice under Section 160 of the Act, in writing, from a Member proposing the candidature of Mr. Verma, as a Director of the Company.

The Board considers that the association of Mr. Verma would be of immense benefit to the Company, and it is desirable to appoint him as a Non-Executive (Non-Independent) Director.

Pursuant to Regulation 17(1C) / 62D(3) of the SEBI Listing Regulations, the Company should ensure that the approval of the Members is obtained at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier.

In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV to the Act and the rules framed thereunder and in terms of Regulations 17 and other applicable provisions of the SEBI Listing Regulations, each as amended, the appointment of Mr. Verma as a Non-Executive (Non-Independent) Director of the Company with effect from September 26, 2025, liable to retire by rotation, for such term as approved by the RBI from time to time in accordance with the applicable regulatory requirements, is being placed before the Members for their approval by way of a Special Resolution.

Accordingly, the Board recommends the Special Resolution at Item No. 2 of the accompanying Notice, for approval of the Members of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, except Mr. Verma to whom the resolution relates, are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 2 of the Notice.

EXHIBIT OF NOTICE

PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT ARE FURNISHED

Particulars	Ms. Geetha Ravichandran (DIN: 11072013)	Mr. Ankur Verma (DIN: 07972892)
Date of Birth and Age	August 31, 1963; 62 years	March 25, 1976; 49 years
Date of appointment on Board and terms and conditions of appointment	Appointed as an Additional Director and Independent Director of the Company with effect from August 13, 2025.	Appointed as an Additional Director and Non-Executive (Non-Independent) Director of the Company with effect from September 26, 2025.
Qualifications	- Bachelor's of Science degree in Botany from the University of Madras - Master of Arts degree in English from the Madurai Kamaraj University	- Bachelor's degree in Mechanical Engineering from the University of Delhi - Post graduate diploma in management from the Indian Institute of Management, Calcutta
Expertise in specific functional areas	Knowledge and experience in tax administration and tax laws	Knowledge and experience in Investment Banking, Capital Markets and Corporate Strategy
Skills and capabilities required for the role and the manner in which the Independent Director meets the requirements	Please refer the explanatory statement set out of Item No. 1 of the Notice	Not Applicable
Experience / Brief resume	Ms. Geetha Ravichandran has served as the Principal Chief Commissioner of Income Tax for Tamil Nadu and Puducherry, and subsequently for Mumbai. She retired from the civil services as the Principal Chief Commissioner of Income Tax after a period of service of more than 35 years.	Mr. Ankur Verma was previously associated with Infosys Technologies Limited and also with DSP Merrill Lynch Limited as its Managing Director in global investment banking. Presently, he also serves as the Group Chief Strategy Officer at Tata Sons Private Limited.
No. of Meetings of the Board attended during FY 2025-26	5	2
Other Directorships	- Shriram Trustees Limited - VAF Aero Systems Private Limited - Sreshta Premium Developers Private Limited	- Tata Elxsi Limited - Tata Autocomp Systems Limited - Tata Play Limited - Tata Unistore Limited - Tata Communications Limited - Infiniti Retail Limited - Tata 1MG Technologies Private Limited - Supermarket Grocery Supplies Private Limited - Tata Electronics Private Limited - Tata Digital Private Limited

Memberships / Chairmanships of committees across other companies	• <u>Shriram Trustees Limited</u> 1. Audit Committee - Member 2. Risk Assessment Committee - Member	• <u>Tata Elxsi Limited</u> 1. Audit Committee - Member • <u>Tata Autocomp Systems Limited</u> 1. Audit Committee - Member 2. Nomination & Remuneration Committee - Member • <u>Tata Play Limited</u> 1. Risk Management Committee - Chairman 2. Audit Committee - Member 3. License Fee Litigation Committee - Member • <u>Tata Unistore Limited</u> 1. Audit Committee - Chairman • <u>Tata Communications Limited</u> 1. Audit Committee - Member 2. Stakeholders Relationship Committee - Member • <u>Infiniti Retail Limited</u> 1. Audit and Risk Management Committee - Member 2. Stores Committee - Member 3. Nomination and Remuneration Committee - Member • <u>Tata 1MG Technologies Private Limited</u> 1. Audit Committee - Member • <u>Supermarket Grocery Supplies Private Limited</u> 1. Audit Committee - Member 2. ESG Committee - Member 3. ESOP Committee - Member • <u>Tata Electronics Private Limited</u> 1. Issue and Allotment of Securities Committee - Member
Listed Entities from which the Director has resigned as Director in past 3 years	Nil	• Tata Teleservices (Maharashtra) Limited with effect from August 7, 2025.
Shareholding in the Company	Nil	Nil
Relationship with other directors, manager or key managerial personnel, if any	None	None
Last drawn Remuneration	Not Applicable	Not Applicable
Remuneration sought to be paid and terms and conditions of appointment	Sitting Fees and Commission (if any). Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.	Sitting Fees in line with the internal guidelines of the Company.