

April 20, 2022

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

Dear Sir/Madam,

Sub.: Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Pursuant to Regulation 27 of the SEBI Listing Regulations, please find enclosed the Report on Corporate Governance for the quarter ended March 31, 2022.

Request you to please take the above on record.

Thanking you,

Yours faithfully,

For Tata Capital Limited

Sarita Kamath Head – Legal and Compliance & Company Secretary

Encl.: as above

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013 Tel 91 22 6606 9000 Web www.tatacapital.com Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013

Compliance Report on Corporate Governance (Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity: Tata Capital Limited

2. Quarter ending : March 31, 2022

Mr. Saurabh Agrawal 02144558 Chairman, Non-Executive Director July 28, 2017 - - - August 13, 1969 3 0 2 0 Mr. Farokh Subedar 00028428 Non-Executive Director March 11, 1997 - - - September 24, 1955 1 0 5 2 Ms. Varsha Purandare 05288076 Non-Executive - Independent Director April 1, 2019 - - 36 December months 4 4 10 4 Ms. Malvika Sinha 08373142 Non-Executive - Independent Director April 1, 2021 - - 12 February months 2 2 4 0 Ms. Aarthi Subramanian 07121802 Non-Executive Director October 30, 2017 - - June 26, 1965 1 0 4 1 Mr. Rajiv Sabharwal 00057333 Managing Director & CEO, Executive Director April 1, 2018 - - September 28, 1965 0 0 3 1 Whether Regular chairperson is related to managing direct or CEO: No Non September 2018 - - September 28, 1965 0 0 3 1	Title (Mr./ Ms.)	Name of the Director	PAN ^{\$} & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	Initial date of Appointment	Date of Re- appoint ment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Directorship in listed entities including this listed entity [in reference to Regulation	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	in Audit/ Stakeholder Committee held in listed entities including this
Image: Non-Executive - Independent199724, 1955Image: Non-Executive - IndependentApril 1, 201936 monthsDecember 07, 1958444104Ms.Malvika Sinha08373142Non Executive - IndependentApril 1, 202112 monthsFebruary 13, 196022240Ms.Aarthi Subramanian07121802Non-Executive DirectorOctober 30, 2017June 26, 19671041Mr.Rajiv Sabharwal Executive Director00057333Managing Direct & Executive DirectorApril 1, 2018September 28, 19650031Whether Regular chairperson appointed:YesWhether Chairperson is related to managing director or CEO:NoExecutive DirectorNoExecutive DirectorNo	Mr.	Saurabh Agrawal	02144558	Non-Executive		-	-	-		3	0	2	0
Independent Director2019months07, 1958Image: Construct of the product	Mr.	Farokh Subedar	00028428			-	-	-		1	0	5	2
Independent Director2021months13, 1960IndependentIndependentMs.Aarthi Subramanian07121802Non-Executive DirectorOctober 30, 2017June 19671041Mr.Rajiv Sabharwal CEO, Executive Director00057333Managing Director & CEO, Executive DirectorApril 1, 2018September 28, 19650031Whether Regular chairperson appointed:YesWhether Chairperson is related to managing director or CEO:No	Ms.	Varsha Purandare	05288076	Independent		-	-			4	4	10	4
SubramanianDirector20171967Image: Constraint of the second sec	Ms.	Malvika Sinha	08373142	Independent		-	-			2	2	4	0
Vhether Regular chairperson appointed: Yes 2018 28, 1965 Whether Chairperson is related to managing director or CEO: No	Ms.		07121802			-	-	-		1	0	4	1
Whether Chairperson is related to managing director or CEO: No	Mr.	Rajiv Sabharwal	00057333	CEO,		-	-	-		0	0	3	1
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*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Note:

1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations.

2. While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered.

3. Number of memberships in Audit/Stakeholder Committee includes Chairpersonship, wherever applicable.

Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee of Directors		Ms. Varsha Purandare	Chairperson, Non-Executive - Independent Director	October 24, 2020	-
	Yes	Ms. Malvika Sinha	Non-Executive - Independent Director	April 1, 2021	-
		Mr. Farokh Subedar	Non-Executive Director	November 27, 2007	-
2. Nomination & Remuneration Committee	Yes	Ms. Varsha Purandare	Chairperson, Non-Executive - Independent Director	October 24, 2020	-
	res	Ms. Malvika Sinha	Non-Executive - Independent Director	April 1, 2021	-
		Mr. Saurabh Agrawal	Non-Executive Director	July 28, 2017	-
3. Risk Management		Mr. Saurabh Agrawal	Chairperson - Non-Executive Director	July 28, 2017	_
Committee	Yes	Ms. Varsha Purandare	Non-Executive - Independent Director	April 1, 2019	-
		Mr. Rajiv Sabharwal	Managing Director & CEO, Executive Director	April 1, 2018	-
4. Stakeholders Relationship Committee	Yes	Ms. Aarthi Subramanian	Chairperson - Non-Executive Director	October 30, 2017	-
		Ms. Malvika Sinha	Non-Executive - Independent Director	April 1, 2021	-
		Mr. Rajiv Sabharwal	Managing Director & CEO, Executive Director	April 1, 2018	-
5. Corporate Social Responsibility Committee		Mr. Saurabh Agrawal	Chairperson - Non-Executive Director	August 1, 2019	-
	Yes	Mr. Farokh Subedar	Non-Executive Director	March 7, 2014	-
		Ms. Malvika Sinha	Non-Executive - Independent Director	April 1, 2021	-
		Ms. Aarthi Subramanian	Non-Executive Director	October 30, 2017	-
		Mr. Rajiv Sabharwal	Managing Director & CEO, Executive Director	April 1, 2018	-

III. Meeting of Board of Di	rectors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes/No	Number of Direc	tors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
October 25, 2021	January 31, 2022	Yes (All 6 Directors were present)		6	2	97 Days (i.e. between October 25, 2021 and January 31, 2022)
	March 17, 2022	Yes (All 6 Directors were present)		6	2	44 Days (i.e. between January 31, 2022 and March 17, 2022)
	March 23, 2022	Yes (All 6 Directors were present)		6	2	5 Days (i.e. between March 17, 2022 and March 23, 2022)
* to be filled in only for the	,,	ings				
IV. Meeting of Committee		A/I /I				
	meeting of the committee in the relevant quarter (Whether requirement of Quorum met details) (es/No**	Number of Directors present**	Number of independent directors present**	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	January 27, 2022	Yes (All 3 Directors were present)	3	2	October 21, 2021	97 Days (i.e. between October 21, 2021 and January 27, 2022)
	March 10, 2022	Yes (All 3 Directors were present)	3	2		41 Days (i.e between January 27, 2022 and March 10, 2022)
Nomination & Remuneration Committee	No Meeting was held during the relevant quarter	N.A	N.A	N.A	No Meeting was held during the previous quarter	N.A

Risk Management Committee	February 04, 2022	Yes (All 3 Directors were present)	3	1	November 15, 2021	80 Days (i.e. between November 15, 2021 and February 04, 2022)
Stakeholders Relationship		Yes			No Meeting was held	
Committee	2022	(All 3 Directors were present)	3	1	during the previous quarter	N.A.
Corporate Social	March 25, 2022	Yes	4	1	No Meeting was held	N.A.
Responsibility Committee		(4 Directors were present)	4	1	during the previous quarter	N.A.
*This information has to be **to be filled in only for the o			rest of the comm	ittees, giving this	information is optional.	
V. Related Party Transacti	ions					
		Subject				ance status NA) ^{refer note below}
Whether prior approval of a						Yes
	wal abtained for ma	torial DDT				N.A.
Whether shareholder approvide the shareholde	ered into pursuant t	o omnibus approval hav		•		Yes
Whether details of RPT enter Note 1 In the column "Complian in accordance with the in transactions, the words	ered into pursuant t nce Status", compli requirements of Lis "N.A." may be indic	o omnibus approval hav ance or non-compliance ting Regulations, "Yes" i cated.	e may be indicate	d by Yes/No/N.A	tee . For example, if the Board e the Listed Entity has no	Yes d has been composed
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Whether details of RPT entername Note 1 In the column "Compliant in accordance with the restransactions, the words 2 If status is "No" details of VI. Affirmations 1. The composition of Boart > Currently the composition Regulation SEBI Listing Regulation	ered into pursuant t nce Status", compli- requirements of List "N.A." may be indic of non-compliance i rd of Directors is in position of the Board lations relating to E	o omnibus approval hav ance or non-compliance ting Regulations, "Yes" r cated. may be given here. terms of SEBI (Listing C d is in compliance with th Board composition which	e may be indicate may be indicated Obligations and D he requirements un have been mad	d by Yes/No/N.A. . Similarly, in cas isclosure requirer under the Compa	. For example, if the Board e the Listed Entity has no nents) Regulations, 2015:	Yes d has been composed related party he provisions under
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- . 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - ≻ <u>YES</u>
- 5. a. This report has been placed before Board of Directors: This Corporate Governance Report for the quarter ended March 31, 2022 shall be placed before the Board at its ensuing meeting.

b. The report submitted in the previous quarter has been placed before Board of Directors: <u>YES</u>

c. Any comments/observations/advice of the board of directors may be mentioned here: None

Sarita Kamath Head – Legal and Compliance & Company Secretary