



January 30, 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 January 27, 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 Dr. Punita Kumar Sinha (DIN: 05229262) as an Independent Director
Special Resolution	Alteration to the Memorandum of Association of the Company
Special Resolution	Adoption of new set of Articles of Association of the Company

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 January 24, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the RTA / Depositories.

The remote e-voting period will commence on Saturday, February 1, 2025, from 9.00 a.m. (IST) and ends on Sunday, March 2, 2025, at 5.00 p.m. (IST).

The Notice of Postal Ballot is available on the Company's website at [www.tatacapital.com](http://www.tatacapital.com).

We request you to take the above on record.

Thanking you,

Yours faithfully,

**For Tata Capital Limited**

**Sarita Kamath**  
**Head – Legal and Compliance & 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](http://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:** 11<sup>th</sup> floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg,  
 Lower Parel, Mumbai, Maharashtra - 400013  
**Tel:** 022 6606 9000 **Website:** [www.tatacapital.com](http://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.)

<b>Voting Starts On</b>	<b>Saturday, February 1, 2025, at 9:00 a.m. (IST)</b>
<b>Voting Ends On</b>	<b>Sunday, March 2, 2025, at 5:00 p.m. (IST)</b>

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, 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 9/2024 dated September 19, 2024 ("**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 resolutions 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.

### SPECIAL BUSINESS

#### 1. Appointment of Dr. Punita Kumar Sinha (DIN: 05229262) as an Independent Director

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

**"RESOLVED** that Dr. Punita Kumar Sinha (DIN: 05229262), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from January 20, 2025, in terms of Section 161 of the Companies Act, 2013 ("**Act**") and 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 provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and other applicable laws, including any statutory modification or re-enactment thereof from time to time, Dr. Punita Kumar Sinha (DIN: 05229262), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI LODR 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 five years from January 20, 2025 to January 19, 2030."

**"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. Alteration to the Memorandum of Association 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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Incorporation) Rules, 2014 and any other rules made thereunder, each as amended and requisite approvals, if any, the consent of the Members be and is hereby accorded to amend the Memorandum of Association of the Company by merging the existing Clause III C - “Other Objects” with Clause III B - “Objects incidental or ancillary to the attainment of the Main Objects” and renaming the existing Clause III B as “Matters which are necessary for furtherance of the Main Objects”.

**“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.”

**3. Adoption of new set of Articles of Association 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 Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Incorporation) Rules, 2014 and any other rules made thereunder, each as amended, and requisite approvals, if any and subject to such other alterations, amendments or modifications as may be required, specified or suggested by any Statutory / Regulatory Authorities, in accordance with the applicable law, the consent of the Members be and is hereby accorded for substitution of the existing set of Articles of Association of the Company with the new set of Articles of Association of the Company.”

**“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**  
Head - Legal and Compliance  
& Company Secretary

Mumbai, January 27, 2025

**Registered Office:**

11<sup>th</sup> 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.
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 January 24, 2025 (“**Cut-Off Date**”) and whose e-mail addresses are registered with the RTA / Depositories / Depository Participants 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., January 24, 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 Resolutions in accordance with the process specified in this Notice.

4. The remote e-voting shall commence on **February 1, 2025, at 9.00 a.m. (IST)** and shall end on **March 2, 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, Mr. Mitesh Dhaliwala (FCS No. 8331; COP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the postal ballot process in 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](http://www.tatacapital.com) or from the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://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](mailto:investors@tatacapital.com) from their registered e-mail addresses mentioning their names, DP ID and Client ID between the period February 1, 2025 to March 2, 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 February 20, 2025.

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

- a) Visit the link: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/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 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. 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](mailto: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.


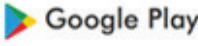


**12. Process to cast votes through remote e-voting:**

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.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” 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 “<b>Access to e-voting</b>” under e-voting services and you will be able to see e-voting page. Click on options available against the Company name or “<b>e-voting service provider - NSDL</b>” and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period.</li> <li>2. If the user is not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “<b>Login</b>” 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 “<b>e-voting service provider - NSDL</b>” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited ("CDSL")	<ol style="list-style-type: none"> <li>Users who have opted for CDSL <b>Easi / Easiest</b> 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 <b>Easi / Easiest</b> are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; new system Myeasi tab and then use your existing Myeasi username &amp; password.</li> <li>After successful login the <b>Easi / Easiest</b> user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the 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. 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.</li> <li>If the user is not registered for <b>Easi / Easiest</b>, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; new system Myeasi tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 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](http://www.evoting.nsdl.com).
- “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

### **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.

**A. 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 resolutions 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, along with 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](http://www.tatacapital.com), on the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://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](mailto: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](http://www.evoting.nsdl.com) or call on no.: 022-48867000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

**Sarita Kamath**  
Head - Legal and Compliance  
& Company Secretary

Mumbai, January 27, 2025

**Registered Office:**

11<sup>th</sup> 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 vide its Resolution passed by Circulation on January 18, 2025, has approved the appointment of Dr. Punita Kumar Sinha (DIN: 05229262) as an Additional Director of the Company with effect from January 20, 2025 and as an Independent Director of the Company, for an initial term of 5 years from January 20, 2025 to January 19, 2030, subject to the approval of the Members of the Company.

A brief resume, qualification(s), experience and nature of Dr. Sinha’s 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 Dr. Sinha, for appointment as a Director of the Company.

The Company has received declarations and disclosures from Dr. Sinha 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) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”) 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 and is qualified to be appointed as an Independent Director of the Company. Further, Dr. Sinha 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 terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Sinha is registered with the databank maintained by the Indian Institute of Corporate Affairs. Further, Dr. Sinha has been exempted for Online Proficiency Self-assessment test for Independent Director conducted by the said Institute.

In the opinion of the Board, Dr. Sinha 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 LODR, 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 Dr. Sinha 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 March 2, 2025. The Members can send a request to the Company at [investors@tatacapital.com](mailto:investors@tatacapital.com) to inspect the same.

The Board considers that the association of Dr. Sinha would be of immense benefit to the Company and it is desirable to appoint her as an Independent Director.

Pursuant to Regulation 17(1C) of the SEBI LODR, 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 the applicable provisions of the SEBI LODR, each as amended, the appointment of Dr. Sinha as an Independent Director of the Company, not liable to retire by rotation, for an initial term of 5 years from January 20, 2025 up to January 19, 2030 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 Dr. Sinha 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 Nos. 2 and 3**

In order to align the Memorandum of Association (“MOA”) of the Company with the model prescribed under the Companies Act, 2013, i.e. Table A of the Schedule I, it is proposed to alter the Objects Clause of the MOA of the Company by merging the existing Clause III C - “Other Objects” with Clause III B - “Objects incidental or ancillary to the attainment of the Main Objects” and renaming the existing Clause III B as “Matters which are necessary for furtherance of the Main Objects”.

Similarly, in order to align the Articles of Association (“AOA”) of the Company with Table F of the Schedule I under the Companies Act, 2013 (“Act”), it is proposed to adopt a new set of AOA, in place of the existing AOA.

As an NBFC, the Company is subject to regulations relating to capital adequacy, which determine the minimum amount of capital the Company must hold as a percentage of the risk-weighted assets on Company's portfolio and of the risk adjusted value of off-balance sheet items, as applicable. As the Company continues to grow its loan portfolio and asset base, it will require additional capital in order to continue to meet applicable capital adequacy ratios with respect to its business. Accordingly, the Company may raise additional capital from time to time including by way of rights issues.

The Company's shareholder base is around 29,000 shareholders as on date and in order to avoid a situation where the shareholder base of the Company increases further by any act of the Company that may lead to non-compliance with the relevant provisions of Act, (such as Sections 25 and 42), the Company proposes to include a clause in the AOA of the Company to disallow the right of renunciation by its shareholders in any of its rights issues until such time that the equity shares of the Company are listed on the recognized stock exchange(s) of India.

Please note that such dis-allowance does not mean prohibition of the right to apply for/subscribe to additional equity shares in such rights issues by any of the Company's existing shareholders in accordance with applicable law and the terms of the rights issue.

It is therefore proposed to adopt a new set of AOA, primarily based on Table F of the Schedule I under the Act, in place of the existing AOA including aforesaid clause on right of renunciation.

A copy of the proposed amended MOA and AOA is 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 March 2, 2025 and is also available on the website of the Company at [www.tatacapital.com](http://www.tatacapital.com). The Members can also send a request to the Company at [investors@tatacapital.com](mailto:investors@tatacapital.com) to inspect the same.

Pursuant to the provisions of Section 13 and 14 of the Act, as applicable, any alteration to the MOA and AOA requires approval of the Members of the Company by way of a Special Resolution.

The Board recommends the Resolutions at Item Nos. 2 and 3 for approval of the shareholders of the Company.

None of the Directors and / or Key Managerial Personnel of the Company and / or their respective relatives are concerned or interested either directly or indirectly in the aforesaid Resolutions, except to the extent of their shareholding in the Company.

## EXHIBIT OF NOTICE

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

Particulars	Dr. Punita Kumar Sinha (DIN: 05229262)
Date of Birth and Age	May 13, 1962; 62 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 January 20, 2025. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.
Qualifications	<ul style="list-style-type: none"> <li>• Ph.D. in Finance, The Wharton School, University of Pennsylvania, Philadelphia</li> <li>• Chemical Engineering Undergraduate IIT, New Delhi</li> <li>• MBA, Drexel University, Philadelphia</li> <li>• CFA charter holder</li> </ul>
Experience	With over 30 years of experience in investment management and financial markets, Dr. Sinha brings a wealth of knowledge and expertise. In addition to her expertise in capital allocation, she has significant governance and board experience in India and North America. Dr. Sinha is the founder of Pacific Paradigm Advisors, an independent investment advisory and management firm that focuses on Asia. Previously, she served as Senior Managing Director of Blackstone Group and Head & Chief Investment Officer of Blackstone Asia Advisors. For almost 15 years, Dr. Sinha served as the Senior Portfolio Manager and Chief Investment Officer for The India Fund, one of the largest India funds in the US. Prior to joining Blackstone, Dr. Sinha served as Managing Director and Senior Portfolio Manager at Oppenheimer Asset Management and CIBC World Markets, where she also managed India and Asia funds. Additionally, she has worked at Battery march (a Legg Mason company), Standish Ayer & Wood (a BNY Mellon company), JP Morgan, and IFC/World Bank. In 2016, she was awarded the Asian Centre for Corporate Governance and Sustainability's best woman director award.
No. of Meetings of the Board attended during FY 2024-25 (till date)	None
Other Directorships	<ul style="list-style-type: none"> <li>• Aadhar Housing Finance Limited</li> <li>• Vention Hospitality Limited</li> <li>• One Mobikwik Systems Limited</li> <li>• Lupin Limited</li> <li>• Tata Asset Management Private Limited</li> <li>• ParadigmArq Advisors Private Limited</li> <li>• Classic Legends Private Limited</li> <li>• Embassy Office Parks Management Services Private Limited</li> <li>• Marelli Holdings Co. Ltd</li> <li>• The Asia Opportunities Offshore Fund, Cayman Islands</li> <li>• The Asia Opportunities Offshore Master Fund, Cayman Islands</li> </ul>

Memberships / Chairmanships of committees across other companies	<ul style="list-style-type: none"> <li>• <b><u>Aadhar Housing Finance Limited</u></b> <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee - Chairperson</li> <li>2. Corporate Social Responsibility Committee - Chairperson</li> <li>3. Audit Committee - Member</li> <li>4. Nomination &amp; Remuneration Committee - Member</li> <li>5. Risk Management Committee - Member</li> </ol> </li> <li>• <b><u>Ventive Hospitality Limited</u></b> <ol style="list-style-type: none"> <li>1. Risk Management Committee - Chairperson</li> <li>2. Stakeholder Relationship Committee - Member</li> <li>3. Corporate Social Responsibility Committee - Member</li> </ol> </li> <li>• <b><u>Tata Asset Management Private Limited</u></b> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility Committee - Chairperson</li> <li>2. Audit Committee - Member</li> <li>3. Risk Management Committee - Member</li> </ol> </li> <li>• <b><u>One Mobikwik Systems Limited</u></b> <ol style="list-style-type: none"> <li>1. Nomination &amp; Remuneration Committee - Chairperson</li> <li>2. Audit Committee - Member</li> <li>3. Stakeholder Relationship Committee - Member</li> </ol> </li> <li>• <b><u>Lupin Limited</u></b> <ol style="list-style-type: none"> <li>1. Audit Committee - Chairperson</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> <li>3. Stakeholder Relationship Committee - Member</li> <li>4. Sustainability and CSR Committee - Member</li> </ol> </li> <li>• <b><u>Embassy Office Parks Management Services Private Limited</u></b> <ol style="list-style-type: none"> <li>1. Stakeholder Relationship Committee - Chairperson</li> <li>2. Corporate Social Responsibility Committee - Chairperson</li> <li>3. Risk Management Committee - Member</li> <li>4. Audit Committee - Member</li> </ol> </li> <li>• <b><u>Classic Legends Private Limited</u></b> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Nomination &amp; Remuneration Committee - Member</li> </ol> </li> <li>• <b><u>Marelli Holdings Co. Ltd</u></b> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> </ol> </li> </ul>
Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	None
Last drawn Remuneration	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission (if any)