

**TATA CAPITAL FINANCIAL SERVICES LIMITED**

**Extraordinary General Meeting**

**Friday, November 12, 2021, 10:45 a.m. to 11:00 a.m.**

Mr. Rajiv Sabharwal, Chairman:

Dear Members,

Good Morning.

I welcome you all to the Extraordinary General Meeting ("EGM") of Tata Capital Financial Services Limited.

This EGM is being held at a shorter notice based on the consent for shorter notice received from 100% of the Members entitled to vote at the Meeting.

In view of the continuing COVID-19 pandemic and in accordance with the framework provided by the Ministry of Corporate Affairs vide its circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 for conducting general meetings, this EGM of the Company is being held through Video Conferencing via Microsoft Teams.

The requisite quorum being present, I call this Meeting to order.

We have Mr. F. N. Subedar, Non-Executive Director, Ms. Anuradha Thakur, Independent Director and Mr. Sarosh Amaria, Managing Director of the Company attending this EGM. Ms. Varsha Purandare, Independent Director, owing to her pre-occupation is unable to attend this EGM. We also have the Representative of the Statutory Auditors and the Head - Internal Audit attending this EGM.

The Company has received Authorised Representation for 1,62,99,31,981 Equity Shares of the Face Value of Rs. 10 each, representing 100% of its total paid-up Share Capital of the Company, from Tata Capital Limited, the holding company.

The relevant documents referred to in the Notice are made available for inspection through electronic mode during the meeting. The Members can inspect the same by sending a request at the designated e-mail address mentioned in the Notice.

With the permission of the Members, I wish to take the Notice convening this Meeting, which has already been circulated, as read.

All Members:

Yes.

Mr. Rajiv Sabharwal:

Thank you. I take the Notice as read.

The objectives and implications of the Resolutions set out in the said Notice and proposed to be passed at this EGM, are:

**Resolution No. 1:**

The Board of Directors of the Company at its Meeting held on October 21, 2021 had, approved continuation of payment of commission to the Non-Executive and Independent Directors of the Company, not exceeding one per cent of the Net Profits of the Company, calculated in accordance with the provisions of Section 197 and Section 198 of the Companies Act, 2013, for a further period of five years commencing from FY 2021-22 to FY 2025-26. Such payment would be in addition to the Sitting Fees for attending Board / Committee Meetings. Approval of Members is sought for the same by way of a Special Resolution.

**Resolution No. 2(A) and 2(B):**

Pursuant to the Circular issued by the Reserve Bank of India on April 27, 2021, the Board of Directors of the Company, based on recommendation of the Audit Committee, had at its Meeting held on October 21, 2021, approved the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants and M/s. M M Nissim & Co. LLP, Chartered Accountants, as the Joint Statutory Auditors of the Company with effect from November 12, 2021 for a period of three consecutive years viz. FY 2021-22, FY 2022-23 and FY 2023-24.

In terms of the provisions of Section 139, 141 and 142 of the Companies Act, 2013, the approval of the Members of the Company is sought by way of an Ordinary Resolution for the appointment of the M/s. Walker Chandiook & Co LLP and M/s. M M Nissim & Co. LLP as the Joint Statutory Auditors of the Company, with effect from November 12, 2021 to hold office till conclusion of the Twelfth AGM of the Company at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors, based on the recommendation of the Audit Committee. Subsequently, at the Twelfth AGM the approval of the Members would be sought for appointment of M/s. Walker Chandiook & Co LLP and M/s. M M Nissim & Co. LLP, as the Joint Statutory Auditors for further period.

Now, with the permission of the Members, I will continue with the proceedings of this Meeting.

I now request a Member to propose and another Member to second the Resolution at Item No. 1

**Resolution No. 1: To approve payment of Commission to Non-Executive and Independent Directors of the Company.**

The Resolution has been proposed by [pause].

Ms. Sarosh Amaria:

Sarosh.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Kiran Joshi:

Kiran.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Sarosh Amaria and seconded by Mr. Kiran Joshi.

Before I put the resolutions to vote, I would like to throw this session open to the Members for any questions or suggestions.

[No queries raised]

I now put the following Resolution at Item No. 1 of the Notice to vote, on a show of hands, as a Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 2(A)

**Resolution No. 2(A): Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Registration Number: 001076N/N500013) as one of the Joint Statutory Auditors of the Company.**

The Resolution has been proposed by [pause].

Ms. Sarita Kamath:

Sarita.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Rakesh Bhatia

Rakesh.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Ms. Sarita Kamath and seconded by Mr. Rakesh Bhatia.

I now put the following Resolution at Item No. 2(A) of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 2(B)

**Resolution No. 2(B): Appointment of M/s. M M Nissim & Co. LLP, Chartered Accountants (ICAI Firm Registration Number: 107122W/W100672) as one of the Joint Statutory Auditors of the Company.**

The Resolution has been proposed by [pause].

Mr. Kiran Joshi:

Kiran.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Ms. Sarita Kamath:

Sarita.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Kiran Joshi and seconded by Ms. Sarita Kamath.

I now put the following Resolution at Item No. 2(B) of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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Since the business of the Meeting is completed, I hereby declare the meeting as concluded.

All Members and Directors present:

Thank you.