



TATA CAPITAL FINANCIAL SERVICES LIMITED

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

CIN: U67100MH2010PLC210201

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

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF TATA CAPITAL FINANCIAL SERVICES LIMITED (“the Company”) will be held, at a shorter notice on Monday, March 27, 2023, at 9:30 a.m. through Video Conferencing (“VC”) via Microsoft Teams, to transact the following special business:

1. Appointment of Ms. Malvika Sinha (DIN: 08373142) as an Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED** that Ms. Malvika Sinha (DIN: 08373142), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from December 31, 2022 and who holds office up to the date of the next Annual General Meeting of the Company pursuant to the provisions of the Section 161 of the Companies Act, 2013 (“Act”) 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, 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 rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and other laws applicable to the Company, Ms. Malvika Sinha (DIN: 08373142), who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from December 31, 2022 upto December 30, 2027.”

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

Sonali Punekar
Company Secretary

Mumbai, March 23, 2023

Registered Office:

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

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts relating to the business stated under Item No. 1, is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Ms. Malvika Sinha, seeking appointment, at the Extraordinary General Meeting (“EGM”), is furnished as a part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 11/2022 dated December 28, 2022 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 03/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), permitted the holding of the EGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id sonali.punekar@tatacapital.com
6. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on March 17, 2023.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
8. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.

9. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The relevant documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at sonali.punekar@tatacapital.com to inspect the same.
11. In case a Poll on any item is demanded by the Members at the EGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id sonali.punekar@tatacapital.com .

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated March 23, 2023:

Item No. 1

In accordance with the provisions of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had at its Meeting held on December 12, 2022, considering the skill, knowledge, experience and qualifications, approved the appointment of Ms. Malvika Sinha (DIN: 08373142) as an Additional Director of the Company with effect from December 31, 2022 upto the next Annual General Meeting of the Company (“AGM”) and as an Independent Director of the Company for an initial term of five years commencing from December 31, 2022 upto December 30, 2027, subject to the approval of the Members of the Company by way of a Special Resolution.

A brief Profile of Ms. Sinha is given in the Annexure to this Notice.

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

The Company has received declarations and disclosures from Ms. Sinha required for her appointment as an Independent Director of the Company and stating that she meets the criteria of independence as laid down under Regulation 16(1)(b) of the 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 and is qualified to be appointed as an Independent Director of the Company.

A copy of the draft letter for the appointment of Ms. Sinha as an Independent Director, setting out the terms and conditions of appointment, would be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at sonali.punekar@tatacapital.com to inspect the same.

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

In compliance with the provisions of Section 149, 152, 161 and other applicable provisions of the Act read with Schedule IV of the Act and the Rules framed there under and in terms

of the applicable provisions of the SEBI Listing Regulations, each as amended, appointment of Ms. Sinha as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from December 31, 2022 upto December 30, 2027, is being placed before the Members for their approval by way of a Special Resolution at this Extraordinary General Meeting.

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

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

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

Sonali Punekar
Company Secretary

Mumbai, March 23, 2023

Registered Office:

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

**BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT AS AN INDEPENDENT
DIRECTOR AT THIS EXTRAORDINARY GENERAL MEETING
(AS AT MARCH 23, 2023)**

Particulars	Ms. Malvika Sinha (DIN: 08373142)
Date of Birth and Age	Date of Birth: February 13, 1960 Age: 63 years
Date of Appointment and terms and conditions of appointment	Appointed as an Additional Director (Independent), with effect from December 31, 2022. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.
A brief profile including Qualification and Experience	<p>Ms. Malvika Sinha has been a career central banker for over 39 years. During the tenure at the Reserve Bank of India (“RBI”), she has overseen the regulation and supervision of Banks, NBFCs and Cooperative Banks. In addition, Ms. Sinha has worked in the Foreign Exchange Department, managed the domestic debt of the Central and State Governments and the internal accounts of the RBI. Ms. Sinha was in-charge of Human Resources and managed all aspects of training, placement, performance appraisal for all 15000 officers and support staff. She was also the Chief Executive Officer of the Deposit Insurance and Credit Guarantee Corporation, a subsidiary of the RBI.</p> <p>Ms. Sinha was a Director on the Board of State Bank of Bikaner and Jaipur and member on the Governing Council of the Indian Institute of Banking Finance and the Governing Board of Institute of Banking Personnel Selection.</p> <p>Ms. Sinha holds a Master’s Degree in Public Administration from the Woodrow Wilson School of Public and International Affairs, Princeton University, USA and a Master’s Degree in Arts from Elphinstone College, Mumbai University.</p>
Number of Meetings of the Board attended from December 31, 2022	Two Board Meetings

<p>Other Directorship/Designated Partner held in other Companies/LLP</p>	<p><u>Director</u></p> <ul style="list-style-type: none"> • Mahanagar Gas Limited, Independent Director • Mahindra Logistics Limited, Independent Director • Tata Capital Limited, Independent Director • Bajaj Finserv Asset Management Limited, Independent Director • National Asset Reconstruction Company Limited, Independent Director • Tata Capital Housing Finance Limited, Independent Director (Additional)
<p>Memberships/ Chairmanships of Committees of other Boards</p>	<p>Mahanagar Gas Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Corporate Social Responsibility Committee (Chairperson) <p>Mahindra Logistics Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member) <p>Tata Capital Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) • Stakeholders Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) • Information Technology Strategy Committee (Chairperson) <p>Bajaj Finserv Asset Management Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) <p>National Asset Reconstruction Company Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Chairperson) • Corporate Social Responsibility Committee (Chairperson) • Acquisition and Resolution Committee (Chairperson)

	Tata Capital Housing Finance Limited: <ul style="list-style-type: none"> • Audit Committee (Member) • Risk Management Committee (Chairperson) Corporate Social Responsibility Committee (Chairperson)
Shareholding in the Company	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	None
Last drawn Remuneration	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission (if any)