Notice

TATA CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
CIN: L65990MH1991PLC060670
Telephone: (022) 6606 9000 I Fax: (022) 6656 2699 I Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL LIMITED will be held on Wednesday, August 19, 2026 at 11.00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon.

3. To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2026.

4. To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2026.

5. To appoint a Director in place of Mr. Saurabh Agrawal (DIN: 02144558), who retires by rotation and, being eligible, offers himself for re-appointment.

6. Appointment of Joint Statutory Auditor of the Company and to fix their remuneration:

Appointment of M/s. T. P. Ostwal & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 124444W/W100150), as one of the Joint Statutory Auditors of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, the approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. T. P. Ostwal & Associates LLP, Chartered Accountants (ICAI Firm Registration No.124444W/W100150), as one of the Joint Statutory Auditors of the Company, for a period of three consecutive years i.e. FY 2026-27, FY 2027-28 and FY 2028-29, to hold office from the conclusion of this Annual General Meeting ("AGM") of the Company till the conclusion of the 38th 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 Auditor, on the basis of the recommendation of the Audit Committee of the Board of Directors of the Company."

"**RESOLVED FURTHER THAT** the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable for such purpose and with the power to the Board including the Audit Committee of the Board of Directors to settle all questions, difficulties or doubts that may arise in regard to the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities / scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company."

Special Business:

7. Approval for issuance of Non-Convertible Debentures on a private placement basis

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India ("**SEBI**") (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the Reserve Bank of India ("**RBI**"), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which the term shall be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred by this Resolution) to offer / invite / issue / allot to eligible persons, Non-Convertible Debentures in the nature of Secured / Unsecured / Subordinated / Perpetual Debt / Market Linked Redeemable Debentures / Green Bonds ("**Debentures**") up to an amount of ₹ 29,000 crore, on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing this Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the Debentures."

8. Ratification of the Employee Stock Options Scheme of the Company

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

"**RESOLVED THAT** pursuant to Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), applicable provisions of the Companies Act, 2013 read with rules made thereunder, and other applicable laws, rules, regulations, circulars and guidelines of various statutory / regulatory authority(ies) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to any other approvals, consents, permissions and sanctions, as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, Employee Stock Option Scheme ("**ESOP Scheme**") of the Company, as approved by the Members of the Company at the Extraordinary General Meeting held on March 27, 2025 in terms of SEBI SBEB & SE Regulations, be and is hereby ratified, as detailed in the explanatory statement annexed hereto, and the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**" which the term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted / to be constituted by the Board in line with the SEBI SBEB & SE Regulations) to create, offer, issue, re-issue, grant employee stock options ("**Options**") and allot / transfer equity shares to eligible employees upon exercise of the Options on such terms and conditions as provided in the ESOP Scheme including the price or prices as may be determined by the Board in accordance with the ESOP Scheme and applicable laws."

"**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the ESOP Scheme and to do all such acts, deeds and things as may be required, necessary, expedient, incidental or desirable for giving effect to the ESOP Scheme and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board of Directors (including any Committee thereof), or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the above resolutions, be and are hereby approved and confirmed in all respects."

9. Ratification of the extension of the benefits of Employee Stock Options Scheme to the employees of the holding company or subsidiary company(ies) of the Company

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

"**RESOLVED THAT** pursuant to Regulation 12 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), applicable provisions of the Companies Act, 2013 read with rules made thereunder, and other applicable laws, rules, regulations, circulars and guidelines of various statutory / regulatory authority(ies) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to any other approvals, consents, permissions and sanctions, as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, approval of the Members of the Company be and is hereby accorded to extend the benefits of the Employee Stock Option Scheme ("**ESOP Scheme**") of the Company to the eligible employees of the holding company or subsidiary company(ies) of the Company, in or outside India, if any, in such manner, during such period, and on such terms & conditions as provided in the ESOP Scheme and applicable laws.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "**Board**" which the term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted / to be constituted by the Board in line with the SEBI SBEB & SE Regulations) be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the implementation of the ESOP Scheme for the benefit of the employees of the holding company or subsidiary company(ies) and to do all acts, deeds and things as may be required, necessary, expedient, incidental or desirable in this regard and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

10. Material Related Party Transaction(s) with Tata Consultancy Services Limited

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

"**RESOLVED THAT** pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, the applicable provisions of the Companies Act, 2013, read with related rules, if any, as amended from time to time, and the Company's Policy on Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**"), which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board of Directors from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into and / or execute new contract(s) / arrangement(s) / transaction(s), (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), viz. Borrowing through various means such as Term Loans, Inter-Corporate Deposits, Non-Convertible Debentures etc., Information Technology related services / expenses including purchase of hardware / software for own use, Purchase of Fixed Assets for lease financing, Finance facilities (Finance Lease / Factoring etc.) and Operating Lease, the details of which are mentioned in the explanatory statement, with Tata Consultancy Services Limited ("**TCS**"), being a subsidiary company of Tata Sons Private Limited (Promoter of the Company) and accordingly, a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and TCS for an aggregate value up to ₹ 4,900 crore during FY 2026-27, subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, as applicable, in this regard and deal with any matters, take necessary steps as the Board of Directors may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to this Resolution."

"**RESOLVED FURTHER THAT** all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved and confirmed in all respects."

By Order of the Board of Directors

Sarita Kamath
Chief Legal and Compliance Officer &
Company Secretary

Mumbai, July 13, 2026

Registered Office:
11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400 013
Tel : (022) 6606 9000
CIN : L65990MH1991PLC060670
Email id : investors@tatacapital.com
Website address : www.tatacapital.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Business set out at Item Nos. 6 to 10 above, are annexed hereto. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Saurabh Agrawal, Director seeking re-appointment, at this Annual General Meeting ("**AGM**"), is furnished as a part of this Notice. Further, pursuant to the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions" ("**Industry Standards**") read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated July 11, 2023, as amended from time to time ("**SEBI Circular**"), the minimum information, relating to the Item No. 10, is placed for the approval of the Members of Tata Capital Limited ("**TCL**" / "**Company**") along with necessary details on the proposed Related Party Transaction provided in this Statement.
2. The Ministry of Corporate Affairs ("**MCA**") has vide its Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**"), permitted the holding of the AGM through video conferencing ("**VC**") or other audio visual means ("**OAVM**"), without the physical presence of the Members at a common venue. The deemed venue for the AGM will be 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.
3. In compliance with the applicable provisions of the Act read with aforesaid MCA Circulars, SEBI Listing Regulations, the 35th AGM of the Company is being held through VC / OAVM.
4. In compliance with the aforesaid MCA Circulars and SEBI Listing Regulations, Notice of the AGM along with and the Annual Report for the FY 2025-26 is being sent only through electronic mode to all the Members whose e-mail address is registered with the MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar & Share Transfer Agent ("**RTA**") / Depository Participant ("**DP**") / Company and the same is also available on the website of the Company at www.tatacapital.com. The Notice of AGM and the Annual Report can also be accessed on the website of the National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com, respectively, and website of National Securities Depository Limited ("**NSDL**") at www.evoting.nsdl.com. Further, in compliance with the SEBI Listing Regulations, a letter providing the web-link and QR Code including the exact path, where Annual Report for the financial year 2025-26 is available, will be sent to those Members and Debenture holders whose e-mail address is not registered with the RTA / DP / Company.
5. Pursuant to the provisions of the Act and SEBI Listing Regulations, a Member entitled to attend and vote at the AGM 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 AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, etc.) are required to send a scanned copy (PDF Format) of its Board or Governing body Resolution / Authorization, etc. with attested specimen signature of the duly authorised signatory(ies), authorizing its representative to attend this AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@parikhassociates.com with a copy marked to investors@tatacapital.com.
7. The Members can join the AGM through VC / OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The facility of participation at the AGM through VC / OAVM will be made available for at least 1,000 members on a first come, first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the AGM without restriction.
9. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. The relevant Registers and all other 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) up to and during the AGM. The Members can send a request to the Company at investors@tatacapital.com to inspect the same.
12. The Company has fixed July 27, 2026 as the "**Record Date**" for determining entitlement of Members to receive dividend on the equity shares for the financial year ended March 31, 2026, if approved at the AGM.

13. **Dividend:**

Dividend on equity shares, as recommended by the Board of Directors, if approved at the AGM, payment of such dividend subject to deduction of tax at source, will be made on or after August 24, 2026 to all the Members whose names are appearing in the Register of Members / Beneficial Owners as on July 27, 2026.

As per SEBI Listing Regulations, dividend will be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued.

Dividend to Members holding shares in Physical form:

Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company / RTA.

Dividend to Members holding shares in electronic form:

Members may please note that their bank details as registered against their demat account with their DP will be received by the Company through depository and will be considered for remittance of dividends as per the applicable regulations and the Company will not entertain any direct request for change / addition / deletion of such bank details. Accordingly, the Members are requested to ensure that correct / latest complete bank details are updated against their demat account with their respective DPs.

14. Pursuant to implementation of Income-tax Act, 2025 ("**Act**") and the rules framed thereunder with effect from April 01, 2026, dividend paid or distributed by a company shall be taxable at the hands of the shareholders. Accordingly, the Company is required to deduct tax at source at the time of making payment of dividend, if declared at the AGM of the Company.

The documents such as Form 121 and documents under Sections 393(5), 393(6), etc. can be uploaded on the link https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html to enable the Company to determine the appropriate TDS / withholding tax rate applicable.

Shareholders can send the other documents at the following email addresses:

Resident Shareholders	Csgexemptforms2627@in.mpms.mufg.com
Non-Resident Shareholders	dividend@tatacapital.com

Documents sent to any other email address may lead to non-submission of documents and attract TDS as per the provisions of the Act.

The documents should reach us on or before **Monday, July 27, 2026**, in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. No communication on the tax determination / deduction shall be entertained post the above date. It may be further noted that in case the tax on said Dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible. For detailed process, please visit our website www.tatacapital.com and also refer to the e-mail sent to Members on June 30, 2026 in this regard.

In order to facilitate receipt of dividend directly in bank account, Members are requested to ensure that their bank account details in their respective demat accounts / physical folios are updated and KYC compliant to enable the Company to make timely credit of dividend in their bank accounts.

Pursuant to SEBI Master Circular dated February 06, 2026 issued to the RTA read with other related SEBI Circulars and Regulation 12 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, SEBI has mandated that dividend shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Choice of Nomination (optional), Contact Details (Postal Address with PIN and Mobile Number) Bank Account Details and Specimen Signature for their corresponding physical folios to the Company or the RTA. For shareholders holding shares in dematerialized form, bank details shall be updated with their depository participant.

15. **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 and Annual Report 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 August 12, 2026.

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

a) Visit the link: https://web.in.mpms.mufg.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) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, mobile number and e-mail ID. Then press on "Continue" button.

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 AGM Notice and Annual Report for FY 2025-26.

C. Permanent registration of e-mail address:

- **For Shares held in dematerialized form:**

  Members are requested to register their email address with the concerned DPs.

- **For Shares held in physical form:**

  Members are requested to submit Form ISR-1, duly filled and signed by the holders, to the Company / RTA. Form ISR-1 is available on the Company's website at www.tatacapital.com.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("**PAN**"), mandates, nominations, bank details, power of attorney, etc. in the following manner:

    a. **For Shares held in dematerialized form:** to their DPs.

    b. **For Shares held in physical form:** to the Company / RTA in prescribed Form ISR-1 / ISR-2 / SH-13 / SH-14 / ISR-3, as applicable, available on the Company's website.

17. The holders of Cumulative Redeemable Preference Shares ("**CRPS**") can attend the AGM but are not entitled to vote on the items set out in the Notice.

18. Instructions for e-voting and joining the AGM through VC / OAVM are, as under:

A. Process and manner for Members voting through Electronic means:

(i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, MCA Circulars, Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL and CDSL. Members whose names are recorded in the Register of Members / Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e. **August 12, 2026** shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice who has no voting rights as on the Cut-Off Date, shall treat this Notice as intimation only.

(ii) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-Off Date i.e. **August 12, 2026** shall be entitled to exercise his / her vote electronically i.e. remote e-voting by following the procedure mentioned in this part.

(iii) The remote e-voting will commence on **Saturday, August 15, 2026, at 9:00 a.m. (IST)** and will end on **Tuesday, August 18, 2026** at **5:00 p.m. (IST).** During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut-Off Date i.e. **August 12, 2026**, may cast their vote electronically.

(iv) Once the vote on a resolution is cast by the Member by remote e-voting prior to the AGM, he / she shall not be allowed to change it subsequently or cast the vote again.

(v) The facility of voting through electronic means would also be made available at the AGM and the Members present in the AGM through VC / OAVM facility who have not already cast their votes by remote e-voting shall be able to exercise their right of voting through e-voting system during the Meeting. The Members who have already cast their vote by remote e-voting prior to the Meeting, may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(vi) The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting, 15 minutes after the conclusion of the Meeting.

(vii) The voting rights of the Members shall be in the proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **August 12, 2026**.

(viii) 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, Practising Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting at the AGM, in a fair and transparent manner.

(ix) The procedure and instructions for remote e-voting and joining the AGM on NSDL e-voting System are, as follows:

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under "**IDeAS**" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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. 4. 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 hold 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 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. 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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest 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 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 or joining virtual meeting & voting during the meeting. Additionally, there is 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. 3. 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. 4. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities 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. Upon logging in, you will be able to see e-Voting option. 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 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.

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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities 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 at 022 - 4886 7000
Individual Shareholders holding securities 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 at toll free no. 1800-21-09911

II) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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******.
b) 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**************
c) 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***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) 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.

   c) 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. a .pdf file. Open the .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 process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password:

   a) 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.

   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) 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 etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.

8. Now, you will have to click on "**Login**" button.

9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to investors@tatacapital.com and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter" displayed under "e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may 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.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty, Assistant Manager, NSDL at evoting@nsdl.com

C. Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e mail IDs for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@tatacapital.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@tatacapital.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their depository account maintained with Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

D. Instructions for Members for e-voting on the day of the AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

E. Instructions for Members for attending the AGM through VC / OAVM:

1. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC / OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC / OAVM link placed under Join Meeting menu. The link for VC / OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / Folio number, PAN, mobile number at investors@tatacapital.com between **August 10, 2026 (9:00 a.m.)** to **August 12, 2026 (5:00 p.m.)**. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

F. Other Information for the Members:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall not later than three days of the conclusion of the meeting, issue a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other Director authorised by the Board who shall countersign the same. The Chairman or any other Director authorised by the Board shall declare the Result of the voting forthwith.
2. The Results declared, alongwith the Scrutinizer's Report, will be posted after the declaration of the same 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.
3. 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 at.: 022 - 4886 7000 or contact Mr. Suketh Shetty from NSDL at evoting@nsdl.com.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") read with rules framed thereunder and SEBI Listing Regulations, sets out all materials facts relating to the business mentioned under Item Nos. 6 to 10 of the accompanying Notice dated July 13, 2026:

Item No. 6:

As per the Guidelines for Appointment of Statutory Central Auditors ("SCAs") / Statutory Auditors ("SAs") of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks ("UCBs") and Non-Banking Financial Companies ("NBFCs") (including Housing Finance Companies) issued by the Reserve Bank of India ("RBI") vide its Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, as amended ("**Guidelines**"), the statutory audit for entities having an asset size of ₹ 15,000 crore and above as at the end of previous year, should be conducted under the joint audit of a minimum of two audit firms. In accordance with the said Guidelines, the Statutory Auditors have to be appointed for a continuous period of three years, subject to the firm satisfying the eligibility norms each year and an audit firm would not be eligible for re-appointment in the same entity for six years after completion of full or part of one term of the audit tenure.

In view of the above Guidelines, and pursuant to the provisions of the Companies Act, 2013, the Members of the Company by way of resolution passed through Postal Ballot on March 17, 2024 had appointed M/s. MSKA & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 105047W), as one of the Joint Statutory Auditors of the Company to hold office till the conclusion of the 33rd Annual General Meeting ("AGM") of the Company. Further, the Members of the Company at the 33rd AGM held on July 19, 2024, approved the appointment of M/s. MSKA & Associates LLP as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of the 33rd AGM till conclusion of the 35th AGM of the Company. Accordingly, the term of M/s MSKA & Associates LLP, Chartered Accountants as one of the Joint Statutory Auditors of the Company shall expire at the conclusion of this AGM. M/s. M P Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 101851W), were appointed at the AGM held on July 19, 2024 and are currently the other Joint Statutory Auditors of the Company.

In order to comply with the requirements of the Guidelines, based on the recommendation of the Audit Committee, the Board of Directors has recommended the appointment of M/s. T.P. Ostwal & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 124444W/W100150), as one of the Joint Statutory Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the 38th AGM of the Company, for a period of three consecutive years i.e. FY 2026-27, FY 2027-28 and FY 2028-29.

M/s. T.P. Ostwal & Associates LLP, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be in compliance with the applicable provisions of the Act and the Rules framed thereunder, including the criteria provided under Sections 139 and 141 of the Act and the Guidelines prescribed by RBI.

Other disclosure under Regulation 36 of the SEBI Listing Regulations:

Proposed fees	The remuneration proposed to be paid to M/s. T.P. Ostwal & Associates LLP towards statutory audit and limited review for the financial year ending March 31, 2027 shall be ₹ 0.84 crore (excluding applicable taxes and reimbursement of out-of-pocket expenses), computed on a pro-rata basis for the period of their appointment. The remuneration payable to the Statutory Auditors for the subsequent financial years, i.e., the financial years ending March 31, 2028 and March 31, 2029, shall be mutually agreed between the Board of Directors and the Joint Statutory Auditor, on the basis of the recommendation of the Audit Committee, from time to time for each respective financial year.
Terms of appointment	The appointment of M/s. T.P. Ostwal & Associates LLP, Chartered Accountants, the Statutory Auditors shall be for a period of three consecutive financial years ending March 31, 2027, March 31, 2028 and March 31, 2029. M/s. T.P. Ostwal & Associates LLP, Chartered Accountants the Statutory Auditors of the Company, shall hold office commencing from the conclusion of this Annual General Meeting upto the conclusion of the 38th Annual General Meeting to be held in the year 2029.
Material changes in fee payable and rationale thereof	No Material changes in the fee as compared to fee paid to outgoing auditors towards statutory audit and limited review.

Basis of recommendation and credentials of the statutory auditors	The Audit Committee and the Board of Directors of the Company, based on the credentials of the firm and partners, asset size of the Company, eligibility criteria prescribed under the Act and RBI Guidelines and the Policy for Appointment of Statutory Auditors of the Company, recommends the appointment of M/s. T.P. Ostwal & Associates LLP, Chartered Accountants as one of the Joint Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company.

Item No. 7:

The Company from time to time raises funds by way of issue of Non-Convertible Debentures on a private placement basis. As per the provisions of Section 42 of the Act read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non-Convertible Debentures on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such Non-Convertible Debentures during the year.

The Members of the Company, vide Special Resolution passed at its Annual General Meeting ("**AGM**") held on July 31, 2025 had authorised the Company to make an offer or invitation to subscribe to Non-Convertible Debentures through private placement aggregating ₹ 30,000 crore within the overall borrowing limits of the Company. The Members may note that the validity of the existing resolution is up to July 30, 2026. The Board of Directors at its meeting held on June 17, 2026, has approved issuance of Non-Convertible Debentures in the nature of Secured / Unsecured / Subordinated / Perpetual Debt / Market Linked Redeemable Debentures / Green Bonds ("**Debentures**"), in one or more tranches, on a private placement basis up to ₹ 36,000 crore, within the overall borrowing limit of ₹ 2,80,500 crore under Section 180(1)(c) of the Act. Since the AGM of the Company is scheduled on August 19, 2026, there would be no valid shareholders' approval to issue Debentures on a private placement basis during the period between July 30, 2026 and the date of the AGM. In order to ensure that the shareholders authorization is available on a continuous basis to raise funds without interruption, approval of the Shareholders by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to offer / invite / issue / allot up to such number of Debentures, in the ordinary course of its business, in one or more tranches not exceeding to ₹ 7,000 crore, during the interim period from July 30, 2026 (being the deemed date of passing this Resolution) till the date of this AGM of the Company, within the overall borrowing limit of the Company, as approved by the Members from time to time has been sought by way of Postal Ballot. The results of Postal Ballot will be declared within the prescribed timeline. For the balance amount of ₹ 29,000 crore a separate approval of the Members is being sought at this AGM of the Company, as set out in this Notice.

Further, it is proposed to grant authority to the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors) to determine the terms of issue of Debentures or to delegate the authority for the same.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

a) Particulars of the offer including date of passing of board resolution: This special resolution is being passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debentures, from time to time. The Board of Directors at its meeting held on June 17, 2026 has approved issuance of Debentures in one or more tranches, on a private placement basis.

b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement of Debentures, with the terms of each issuance being determined by the Board.

c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: The debentures would be issued either at face value or at a discount or at a premium, with coupon rate and/ or on zero coupon basis, in such manner as may be permissible under the Companies Act, RBI Guidelines and SEBI Regulations and as may be determined by the Board. The issue price and rate of interest depend, *inter alia*, on the market rates, tenor and security offered.

d) Name and address of valuer who performed valuation: Not Applicable.

e) Amount which the Company intends to raise by way of such securities: Up to ₹ 29,000 crore, in one or more tranches as may be decided by Board from time to time.

f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities: The particulars of each offer shall be determined by the Board, from time to time and shall be specified in the relevant transaction documents.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested either directly or indirectly in the Resolution mentioned at Item No. 7 of the accompanying Notice, except to extent of their shareholding, if any, and the Debentures that may be subscribed by them or the entities in which they are interested.

The Board recommends the Special Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

Item Nos. 8 and 9:

Tata Capital Limited ("**Company**") had introduced the Tata Capital Limited Employee Stock Option Scheme ("**ESOP Scheme**"), with effect from March 2, 2010 which has been amended from time to time. The ESOP Scheme is administered through the TCL Employee Welfare Trust.

Prior to initial public offering of the equity shares of the Company, the ESOP Scheme was amended and approved by the Members by way of a special resolution passed at the Extraordinary General meeting held on March 27, 2025, to align the ESOP Scheme with the regulatory requirements in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**").

In terms of Regulation 12(1) of the SEBI SBEB & SE Regulations, no company can make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under schemes formulated prior to its IPO and prior to the listing of its equity shares unless: (i) such Pre-IPO Scheme is in conformity with the SEBI SBEB Regulations; and (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO. Further, as per proviso to Regulation 12(1) of the SEBI SBEB & SE Regulations, the ratification may be done any time prior to grant of new options under such Pre-IPO Scheme. Further, as per SEBI SBEB & SE Regulations, approval of the shareholders of the company by way of separate resolution is also required for extension of the benefits of the scheme to the employees of the holding or subsidiary company(ies).

The equity shares of the Company were listed on the BSE Limited and the National Stock Exchange of India Limited on October 13, 2025. Accordingly, in terms of Regulation 12(1) of the SEBI SBEB & SE Regulations, ratification of the ESOP Scheme is being sought from the shareholders:

a) to enable the Company to make fresh grants under the ESOP Scheme; and

b) to extend the benefits of the ESOP Scheme to the employees of the holding company or subsidiary company(ies) of the Company.

The Directors (excluding Independent Directors) and / or Key Managerial Personnel of the Company and / or their respective relatives may be deemed to be concerned or interested in the Resolution mentioned at Item Nos. 8 and 9 of the Notice. to the extent of the equity shares held by them and / or Options granted / that may be granted to them in accordance with the applicable laws.

Accordingly, the Board of Directors recommends the passing of the resolution set out at Item Nos. 8 and 9 by the way of Special Resolution.

In line with the SEBI SBEB & SE Regulations, the salient features of the ESOP Scheme are set out below:

1. Brief description of the ESOP Scheme:

The Company contemplates issuing employee stock options with a view to enable the option grantees to get a share in the value they create for the Company in the years to come. The Company views employee stock options as long- term incentive instruments to enable the eligible employees, holding critical roles or possessing niche talent.

The objectives and purpose of the ESOP Scheme are:

a) to promote the best interests of the Company and its members by encouraging employees to acquire an ownership interest in the Company by way of grant of options to the eligible employees of the Company, thus aligning their interests with those of the members of the Company;

b) to promote the long-term interests of the Company by providing an incentive to attract, retain and reward employees performing services for the Company whether directly as an employee of the Company or indirectly as an employee of a subsidiary company or the holding company and by motivating such employees to contribute to the growth and profitability of the Company, and thereby promoting the welfare of the employees; and

c) providing or assisting in the provision of general welfare and assistance through the TCL Employee Welfare Trust established by the Company for the benefit of the employees, *inter alia*, with the object that the trustees operate a scheme or schemes for providing incentives/motivation to senior employees by way of or similar to employee stock option schemes.

2. The total number of options to be offered and granted:

The aggregate number of Options that may be granted under this Scheme shall not exceed 10,60,00,000 Options.

3. Identification of classes of employees entitled to participate and be beneficiaries in the ESOP Scheme:

The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the ESOP Scheme:

(a) an employee of the Company who has been working in India or outside India; or

(b) a director of the Company, whether a whole-time director or not including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(c) an employee as defined in sub-clauses (a) or (b) above of a subsidiary company, in India or outside India, or of a holding company of the Company, but does not include:

(i) an employee who is a promoter or a person belonging to the promoter group; or

(ii) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirements of vesting and period of vesting:

The options granted under the ESOP Scheme cannot vest in less than 1 year from the date of grant of an option and may extend to a maximum period of 5 years from the date of grant, as may be determined by the NRC from time to time, which shall be within the period of 5 years. In no event shall the period between the date of grant and date of vesting exceed the validity period of the ESOP Scheme.

In case options are granted by the Company under its ESOP Scheme in lieu of options held by the same employee under an ESOP scheme in another company, which has merged, demerged or amalgamated with the Company, the period during which the options granted by the merging or amalgamating company were held by such employee shall be adjusted against the minimum vesting period.

Notwithstanding anything contained herein, the NRC, at its sole and absolute discretion shall have the right to advance or postpone any or all vesting under this ESOP Scheme either in respect of all eligible employees or for a group of eligible employees or for an individual eligible employee, subject to applicable laws.

Vesting of options (granted on or after 2018) to the employees is structured in the following circumstances, as provided below:

a) In case of resignation (but not termination), all unvested options shall lapse. All Options vested but not exercised can be exercised till the last working date.

b) In case of termination (dismissal or discharge) of services, all vested and unvested options shall lapse on the last working date of the employee.

c) In case of superannuation / retirement or transfer to any Tata Group company (as defined under the applicable law), all vested and unvested options shall continue to vest as per the grant letter (letter of offer) issued pursuant to the ESOP Scheme, as approved by the NRC.

d) In case of death, all unvested options shall vest immediately in the legal heir(s) or nominee(s) of the eligible employee and the legal heir(s) / nominee(s) of the eligible employee, may exercise the vested options as per the grant letter (letter of offer) issued pursuant to the ESOP Scheme.

e) In case of permanent incapacitation, all unvested options shall vest immediately in the eligible employee, on the date of the incapacitation; all vested options shall continue to vest and the eligible employee may exercise the options by the end date for exercising, as per the Letter of Offer issued pursuant to the Scheme, as approved by the NRC.

5. Maximum period within which the Options shall be vested:

The options granted under the ESOP Scheme cannot vest in less than 1 year from the date of grant of an option and may extend to a maximum period of 5 years from the date of grant, as may be determined by the NRC from time to time, which shall be within the period of 5 years. In no event shall the period between the date of grant and date of vesting exceed the validity period of the ESOP Scheme.

6. Exercise price or pricing formula:

The exercise price shall be the fair market value of the shares determined at the date of grant or such other price as may be determined by the NRC in compliance with the accounting standards specified under the SEBI SBEB & SE Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time.

7. Exercise period and process of exercise:

(i) Exercise period while in employment:

The exercise period in respect of the vested options shall commence from the date of vesting however, exercise period shall not exceed seven years from the date of vesting of options.

(ii) Exercise in case of cessation of employment:

Please refer point no. 4 above.

(iii) Exercise process:

The vested Options can be exercised by the option grantees by a duly completed exercise application to the Company in the format as may be prescribed keeping in view the administrative and / or the legal requirements prevailing at that time.

8. Appraisal process for determining the eligibility of employees for the ESOP Scheme:

Appraisal process for determining the eligibility of the employees will be based on grade, length of service, performance linked parameters such as work performance and such other criteria as may be determined by the NRC at its sole discretion, from time to time.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

The aggregate number of Options that may be granted under this ESOP Scheme shall not exceed 10,60,00,000 Options and the maximum number of Options that may be granted per employee shall not exceed 1,06,00,000.

10. Maximum quantum of benefits to be provided per employee under the ESOP Scheme:

Maximum quantum of benefits to be provided per employee under the ESOP Scheme shall not exceed 1,06,00,000 Options.

11. Whether the ESOP Scheme is to be implemented and administered directly by the Company or through a trust:

The ESOP Scheme is to be implemented and administered through the TCL Employee Welfare Trust ("**Trust**").

12. Whether the ESOP Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The ESOP Scheme involves new issuance of shares by the Company. Further, subject to applicable laws, including SEBI ESOP Guidelines, the Trust may also acquire shares through secondary acquisition for the purposes of implementing this Scheme.

13. The amount of loan to be provided for implementation of the ESOP Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Loan amount will not exceed five percent of the aggregate of paid-up capital and free reserves of the Company. Tenure of the loan shall be till the ESOP Scheme is effective and the loan amount will be utilized for implementation of the ESOP Scheme. Loan will be repaid basis the availability of cash with the Trust.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP Scheme:

Not Applicable.

15. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15:

The Company shall conform to the accounting policies specified in SEBI SBEB & SE Regulations, amended from time to time.

16. The method which the Company shall use to value its Options:

The Company shall follow the fair value method for the valuation of the Options, calculated in accordance with the Guidance Note on Accounting for Employee Share-Based Payments, as may be prescribed by the Institute of Chartered Accountants of India or prescribed under the relevant accounting standard, as may be applicable to the Company, from time to time.

17. Period of lock-in:

The Equity Shares issued under the ESOP Scheme shall not be subject to any transfer restrictions or lock-in restrictions, except as may be required under applicable laws, from time to time.

18. Terms & conditions for buyback, if any, of specified securities covered under the SBEB & SE Regulations:

The NRC shall have the power and authority to determine the procedure for buy-back of Options / Shares issued under SEBI SBEB & SE Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

(i) permissible sources of financing for buy-back;

(ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

(iii) limits upon quantum of Options / Shares that the Company may buy-back in a financial year.

A copy of the ESOP Scheme 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) and also during the Meeting. The Members can send a request to the Company at investors@tatacapital.com, to inspect the same. The ESOP Scheme can also be accessed at the Company's website at www.tatacapital.com.

Item No. 10:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), any transaction with a related party shall be considered material, if the value of transaction(s) entered into / to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds the thresholds for material related party transactions of company and shall require prior approval of shareholders by means of an ordinary resolution.

Pursuant to Regulation 23 of SEBI Listing Regulations, where the annual consolidated turnover of a listed entity exceeds ₹20,000 crore and is up to ₹40,000 crore, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds ₹2,000 crore plus 5% of the annual consolidated turnover of the listed entity or ₹5,000 crore, whichever is lower. Based on the said criteria, the materiality threshold for seeking shareholders' approval for related party transactions of Tata Capital Limited ("TCL" / "Company") is ₹2,577 crore. The said limit is applicable, even if the transactions are in the ordinary course of business of the company and at an arm's length basis.

Tata Sons Private Limited ("TSPL"), holding company of TCL holds 78.8% of the equity share capital of the Company. TSPL holds 71.74% equity share capital of Tata Consultancy Services Limited ("TCS"). TCS is a subsidiary of TSPL. In view of the said holding structure, TCS is considered as a related party of the Company as per the Companies Act, 2013 and the SEBI Listing Regulations.

It is proposed to seek approval of the shareholders for entering into / continuing to enter into related party transactions with TCS viz. Borrowings through various means such as Term Loans, Inter-corporate Deposits, Non-Convertible Debentures etc., Information Technology related services / expenses including purchase of hardware / software for own use, Purchase of Fixed Assets for lease financing, Finance facilities (Finance Lease / Factoring etc.) and Operating Lease during FY 2026-27 for an aggregate value up to ₹ 4,900 crore.

Details of the proposed transactions:

The Company, as a part of its borrowing program, raises funds through various means such as Term Loans, Inter-corporate Deposits, Non-Convertible Debentures ("NCDs") etc. under multiple transactions from time to time. The NCDs are issued on private placement basis through Electronic Bidding Platform of stock exchanges in accordance with applicable SEBI regulations, and the terms and pricing are usually uniform across all bidders. Other borrowings, such as Term Loans, Inter-corporate Deposits etc., are availed by the Company based on prevailing market rates and commercial terms applicable to similar facilities offered by banks / financial institutions at the relevant time.

The Company also avails Information Technology ("IT") related services and procures IT hardware and software from TCS to support its business and operational requirements. These services and procurements are essential for maintaining and enhancing the Company's technology infrastructure and supporting its day-to-day operations.

Further, in the ordinary course of its lending business, the Company may enter into financing arrangements with TCS, including providing facilities such as asset financing, factoring and other financing solutions in accordance with the Company's credit policies and the prevailing market practices.

As part of its leasing business, the Company provides leasing solutions to customers across asset categories including IT infrastructure assets. While the Company generally procures such assets directly from original equipment manufacturers, certain customers engage intermediaries / technology partners for management of their IT infrastructure. In such cases the Company procures the assets to be leased from the said technology partners / intermediaries engaged by the customer. The associated credit risk of the leasing exposure rests solely on the customer. TCS, being a global IT services provider, is often engaged by such customers for management of their IT infrastructure. Accordingly, in instances where customers have arrangements with TCS, the Company may procure IT assets (hardware and software) from TCS for the purpose of onward leasing to such customers.

The Company also enters into operating lease arrangements under which it acquires and owns certain assets and leases them to the lessee for its use over an agreed tenure in consideration of periodic lease rentals. Under these arrangements, the ownership, risks and rewards incidental to the underlying assets substantially remain with the Company, while the lessee obtains the right to use such assets for its business operations. These transactions typically relate to leasing of equipment, automobiles, technology assets or other assets and are structured based on mutually agreed commercial terms, prevailing market practices and the financial standing and creditworthiness of the Lessee. The Company has entered into such operating lease arrangements with TCS and may continue to do so during FY 2026-27.

The proposed aggregate limit of ₹4,900 crore has been determined based on the expected business requirements of the Company for FY 2026-27, under each of the proposed transactions as explained above. The limits are in the nature of enabling approvals and do not constitute a commitment to undertake transactions up to the approved amount. Actual transactions will be undertaken based on business requirements and in accordance with the Company's internal policies and applicable approval processes. These transactions are expected to support the Company's funding diversification, operational requirements and business growth initiatives. The value of transactions with TCS will not exceed the applicable materiality threshold of ₹ 2,577 crore, until such time the shareholder's approval is sought.

The Management has placed before the Audit Committee all relevant details of the proposed related party transactions, as required under applicable laws, including material terms, business rationale, justification and the basis of pricing. The Audit Committee has reviewed the certificate provided by the Managing Director & CEO and Chief Financial Officer of the Company confirming that the proposed transactions are in the interest of the Company. The members of the Audit Committee, who are independent directors, after reviewing all necessary information, have accorded their approval for entering into material related party transactions with TCS for an aggregate value of up to ₹ 4,900 crore for FY 2026-27 as detailed below:

Sr. No.	Nature of transactions	Amount (₹ in crore)
1	Borrowings through various means such as Term Loans, Inter-corporate Deposits, Non-Convertible Debentures etc.	4,000
2	Information Technology related services / expenses including purchase of hardware / software for own use	300
3	Purchase of Fixed Assets for lease financing	400
4	Finance facilities (Finance Lease / Factoring etc.)	100
5	Operating Lease (rental income)	100
	Total	**4,900**

The Audit Committee has noted that the proposed transactions shall be undertaken at arm's length and in the ordinary course of business of the Company.

The details of the proposed transactions with TCS being a related party of the Company, including the information pursuant to the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions" read with the SEBI Master Circular dated July 11, 2023, as amended from time to time and applicable provisions of the Companies Act, 2013, if any, while seeking prior approval of the proposed RPT(s), are provided below:

Sr. No.	Particulars of the information	Details
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the Related Party**	
1	Name of the Related Party	Tata Consultancy Services Limited ("**TCS**")
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	TCS is engaged in the business of providing IT services, consulting and business solutions.
A(2)	**Relationship and ownership of the Related Party**	
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:	TCS is a subsidiary of Tata Sons Private Limited, Holding Company and Promoter of Tata Capital Limited ("**TCL**").
	i. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party (%) as at March 31, 2026	Nil
	ii. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	iii. Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary) (%) as at March 31, 2026	Nil

Sr. No.	Particulars of the information	Details
A(3)	**Details of previous transactions with the Related Party**	
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (FY 2025-26)	**Amount (₹ in crore)**
	Tata Capital Limited (listed entity)	
	Nature of transactions	**FY 2025-26**
	Inter-Corporate Deposit received during the period	1,000.00
	Interest expenses on Inter Corporate Deposit	13.98
	Interest paid on Non-Convertible Debentures	38.67
	Interest Income on Finance Lease	0.64
	Operating Lease rental income	0.69
	Information Technology expenses	180.74
	Purchase of Fixed Assets	10.95
	Sale of Fixed Assets	0.00 (negligible)
	Total	**1,245.65**
	Tata Capital Housing Finance Limited (subsidiary)	
	Nature of transactions	**FY 2025-26**
	Inter-Corporate Deposit received during the period	500.00
	Information technology expenses	56.64
	Interest expenses on Inter Corporate Deposit	27.31
	Total	**583.95**
	Tata Securities Limited (subsidiary)	
	Information technology expenses	0.05
	Total	**0.05**
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default
A(4)	**Amount of the proposed transactions**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 4,900.00 crore
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year. (based on financials for FY 2025-26)	15.54%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available (based on financials available for FY 2025-26)	1.84%

Sr. No.	Particulars of the information	Details
6	Financial performance of the related party for the immediately preceding financial year: (based on financials for FY 2025-26)	
	Particulars	**Amount (₹ in crore)**
	Turnover	2,20,938
	Profit After Tax	49,096
	Net worth	84,676
A(5)	**Basic details of the proposed transaction**	
1	Specific type of the proposed transaction	Borrowings through various means such as Term Loans, Inter-corporate Deposits, Non-Convertible Debentures etc., Information Technology related services / expenses including purchase of hardware / software for own use, Purchase of Fixed Assets for lease financing, Finance facilities (Finance Lease / Factoring etc.) and Operating Lease (rental income) as detailed above in the Explanatory Statement.
2	Details of each type of proposed transaction:	
	Sr. No. **Nature of transactions**	**Amount (₹ in crore)**
	i. Borrowings through various means such as Term Loans, Inter-corporate Deposits, Non-Convertible Debentures etc.	4,000.00
	ii. Information Technology related services / expenses including purchase of hardware / software for own use	300.00
	iii. Purchase of Fixed Assets for lease financing	400.00
	iv. Finance facilities (Finance Lease / Factoring etc.)	100.00
	v. Operating Lease (rental income)	100.00
	Total	**4,900.00**
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Approval is being sought for financial year 2026-27.
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to ₹ 4,900 crore and approval is being sought for FY 2026-27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company would be undertaking these transactions in furtherance of its business activities which will help in diversifying its sources of funds, for its operational activities and its business activities which will help in generating revenue and enhancing business operations of the Company.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	TSPL, promoter company of TCL holds 71.74% equity shareholding in TCS as on June 30, 2026.
	i. Name of the director / KMP ii. Shareholding of the director / KMP, whether direct or indirect, in the Related Party	Mr. Nagaraj Ijari, Independent Director, Ms. Geetha Ravichandran, Independent Director and Mr. Rajiv Sabharwal, Managing Director & CEO of the Company hold less than 0.001% equity shareholding in TCS as on June 30, 2026. Except to the extent of their shareholding in TCS, none of the promoter(s) / director(s) / key managerial personnel of the Company have any interest in the transaction, whether directly or indirectly.

Sr. No.	Particulars of the information	Details
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9	Other information relevant for decision making.	-
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Information Technology related services / expenses including purchase of hardware / software for own use:
2	Basis of determination of price.	The Company follows a request for proposal process or undertakes benchmarking with similar service providers, as applicable. In case of proprietary products, pricing is determined through negotiations to obtain the best possible commercial terms. Purchase of Fixed Assets for lease financing: TCL may enter into leasing arrangements with customers who have an arrangement with TCS as their technology partner for managing their entire IT infrastructure of Hardware and Software. The purchase transaction from TCS is / would be similar to purchase of these assets from any other unrelated intermediary or technology partner. The value of the Assets to be purchased from TCS under leasing arrangements is at a commercial value that is negotiated between TCS and the customer (Lessee).
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	i. Amount of Trade advance	Nil
	ii. Tenure	Not Applicable
	iii. Whether same is self-liquidating?	Not Applicable
B(2)	**Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**	
1	Source of funds in connection with the proposed transaction.	Not Applicable to Tata Capital Limited being an NBFC
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	Not Applicable to Tata Capital Limited being an NBFC
	i. Nature of indebtedness	Not Applicable
	ii. Total cost of borrowing	Not Applicable
	iii. Tenure	Not Applicable
	iv. Other details	Not Applicable
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable to Tata Capital Limited being an NBFC
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8.50% to 10.50% p.a.[#]
5	Maturity / due date	12 months to 84 months[#]
6	Repayment schedule & terms	Monthly / Quarterly / Half yearly[#]
7	Whether secured or unsecured?	Secured / Unsecured

Sr. No.	Particulars of the information	Details
8	If secured, the nature of security & security coverage ratio	Secured by - Underlying Asset Security Coverage ratio - As per credit policy of the Company
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Purchase of Asset / Working Capital
	Note: #The interest rates, due dates and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate at the time of loan disbursal may vary and will be determined based on the prevailing market conditions, the Company's cost of borrowing and the customer's credit profile, credit rating and requirements.	
B(5)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
1	Material covenants of the proposed transaction	Customary covenants as per the prevailing market practice.
2	Interest rate (in terms of numerical value or base rate and applicable spread)*	8.5% to 10% p.a. Interest rate is determined based on the funding needs of the Company and prevailing market rates for similar type of borrowings at that point in time.
3	Cost of borrowing (This shall include all costs associated with the borrowing)*	Cost of borrowings would *inter alia*, include the upfront fees and other applicable cost associated with the borrowings and would be determined at the time of borrowing as per the prevailing market conditions.
4	Maturity / due date*	3 months to 60 months
5	Repayment schedule & terms*	Monthly / Quarterly / Half yearly / Annually, or such other frequency as mutually agreed.
6	Whether secured or unsecured?	Secured / Unsecured
7	If secured, the nature of security & security coverage ratio.	Receivables / Book debt / Investments / Other assets. Security cover shall at all times be atleast 100% or as defined in respective transaction documents.
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	To augment liquidity of the Company for carrying out its business as an NBFC including repayment of debts.
	Note: *The interest rates, maturity and repayment schedule mentioned above is tentative and indicative in nature. The final applicable interest rate will be determined based on the prevailing market conditions.	
C	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken is a Material RPT and is in addition to Part A and Part B**	
C(1)	**Disclosure only in case of Material related party transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**	
1	Latest credit rating of the related party	ICRA: AAA; Stable, A1+ Fitch: A/Stable Moodys: A2/Stable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	No defaults
	i. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	ii. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	iii. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No

Sr. No.	Particulars of the information	Details
	iv. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	FY 2025- 2026	No
	FY 2024 - 2025	No
	FY 2023 - 2024	No
C(4)	**Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary**	
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements. i. Before transaction ii. After transaction	Not Applicable to Tata Capital Limited being an NBFC
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements. i. Before transaction ii. After transaction	Not Applicable to Tata Capital Limited being an NBFC.
Point B(3), B(4), B(6), B(7) and C(2), C(3), C(5) and C(6) are not applicable.		

None of the other Directors and / or Key Managerial Personnel of the Company and / or their respective relatives, other than to the extent of their shareholding in the Company and / or TCS, are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 10 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution at Item No. 10 of the accompanying Notice, for approval of the Members of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 10.

By Order of the Board of Directors

Sarita Kamath
Chief Legal and Compliance Officer &
Company Secretary

Mumbai, July 13, 2026

Registered Office:
11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400 013
Tel : (022) 6606 9000
CIN : L65990MH1991PLC060670
Email id : investors@tatacapital.com
Website address : www.tatacapital.com

Annexure to the Notice

Details of Director seeking Re-appointment at the 35th Annual General Meeting

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of Director	**Mr. Saurabh Agrawal**
Director Identification Number	02144558
Designation/Category of the Director	Chairman and Non-Executive Director
Date of Birth and Age	August 13, 1969; 56 years
Date of first appointment on the Board	July 28, 2017
Qualification	Bachelor's degree in chemical engineering from the University of Roorkee and a post graduate diploma in management from the Indian Institute of Management, Calcutta.
Brief profile, Experience and Expertise in specific functional area	Mr. Saurabh Agrawal presently serves as the Executive Director and Group Chief Financial Officer of Tata Sons Private Limited. He has previously served as the Chief Strategy Officer – Corporate Strategy & Business Development cell with Aditya Birla Management Corporation Private Limited and Head of Corporate Advisory and Finance (South Asia and SEA) with Standard Chartered Bank. Mr. Agrawal brings rich and diverse experience in strategy and capital markets across multiple industries. His strong leadership, expertise in portfolio optimisation, investment management and capital allocation, together with his deep understanding of complex strategic and financial matters, will add significant value to the Board and further strengthen its collective expertise, capabilities and strategic oversight.
Listed Entities from which the Director has resigned from directorship in the past three (3) years	Nil
No. of Meetings of the Board attended during FY 2025-26	14 (out of 14 meetings held)
Other Directorships	1) Tata Sons Private Limited 2) Tata AIG General Insurance Company Limited 3) Tata Steel Limited 4) Tata AIA Life Insurance Company Limited 5) The Tata Power Company Limited 6) Voltas Limited 7) Tata Play Limited 8) Tata Power Renewable Energy Limited 9) Gradis Trading Private Limited 10) Tata Digital Private Limited

Memberships / Chairmanships of committees across other companies	**Tata Sons Private Limited** • Group Risk Management Committee – Member • Risk Management Committee- Member • Asset Liability Management Committee - Chairman **Tata AIA Life Insurance Company Limited** • Corporate Social Responsibility Committee – Chairman • Nomination and Remuneration Committee - Member • Investment Committee - Chairman **Tata Steel Limited** • Audit Committee – Member • Risk Management Committee – Member • Executive Committee of the Board – Member
	Tata AIG General Insurance Company Limited • Investment Committee- Chairman • Corporate Social Responsibility Committee- Chairman • Nomination and Remuneration Committee – Member **The Tata Power Company Limited** • Audit Committee – Member **Tata Play Limited** • Nomination and Remuneration Committee - Member **Tata Power Renewable Energy Limited** • Nomination and Remuneration Committee- Member
Shareholding in the Company	Nil
Inter-se relationship with other Directors & Key Managerial Personnel	None
Terms and conditions of re-appointment	Proposed to be re-appointed as Non- Executive Director, liable to retire by rotation.
Details of Remuneration last drawn	₹ 5,20,000 (Sitting Fees paid for FY 2025-26)
Details of Remuneration sought to be paid	Sitting Fees for attending the meetings of the Board of Directors and Committees thereof.

Information at a glance

Sr. No.	Particulars	Details
1	Date and Time of AGM	Wednesday, August 19, 2026 at 11.00 a.m.
2	Mode of conduct	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
3	Link for Participating in the meeting through VC/OAVM	https://www.evoting.nsdl.com *For further details please refer Notice of the AGM*
4	Contact details of NSDL for assistance before or during the AGM	E-mail: evoting@nsdl.com Contact No: 022 4886 7000 Members can connect with: Mr. Suketh Shetty from NSDL at evoting@nsdl.com
5	Record date for Final Dividend	Monday, July 27, 2026
6	Dividend payment date	On or after August 24, 2026
7	Cut-off date for e-Voting	August 12, 2026
8	e-Voting start date and time	Saturday, August 15, 2026, at 9:00 a.m. (IST)
9	e-Voting end date and time	Tuesday, August 18, 2026 at 5:00 p.m. (IST)
10	e-Voting event number (EVEN)	140309
11	Date and Link to register E-mail address to receive Notice of the AGM and Annual Report	On or before August 12, 2026 till 5:00 p.m. (IST) Link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
12	Date, E-mail address and Link to submit the form for TDS exemption	On or before Monday, July 27, 2026 The documents such as Form 121 and documents under Sections 393(5), 393(6), etc. can be uploaded on the link https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html Other documents: Resident Shareholders: E-mail ID: Csgexemptforms2627@in.mpms.mufg.com Non Resident Shareholders: E-mail ID: dividend@tatacapital.com
13	Registration for Speaker Shareholder	Commences from Monday, August 10, 2026 from 9:00 a.m. (IST) to Wednesday, August 12, 2026 till 5:00 p.m. (IST) Send email at investors@tatacapital.com *[Please send the request from your registered email along with your name, DP ID and Client ID / Folio No., PAN, Mobile No.]*