

**TATA CAPITAL LIMITED**

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

CIN:U65990MH1991PLC060670

Telephone: (022) 6606 9000 • Fax: (022) 6656 2699 • Website: [www.tatacapital.com](http://www.tatacapital.com)

**NOTICE**

**NOTICE** IS HEREBY GIVEN THAT THE 30<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL LIMITED will be held on Monday, June 28, 2021 at 10:00 a.m. 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, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 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, 2021.
4. To appoint a Director in place of Mr. F. N. Subedar (DIN: 00028428), who retires by rotation and, being eligible, offers himself for re-appointment.

**Special Business:**

5. **Appointment of Ms. Malvika Sinha (DIN: 08373142) as an Independent Director**

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

**"RESOLVED** that Ms. Malvika Sinha (DIN: 08373142), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from April 1, 2021 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 ("Act") and Article 135 of the Articles of Association of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

**"RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Malvika Sinha (DIN: 08373142), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three years commencing from April 1, 2021 up to March 31, 2024."

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

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

Mumbai, June 1, 2021

**Registered Office:**

11<sup>th</sup> Floor, Tower A, Peninsula Business Park,  
Ganpatrao Kadam Marg,  
Lower Parel, Mumbai 400 013

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the Business set out at Item No. 5 above, is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. F. N. Subedar and Ms. Malvika Sinha, Directors seeking re-appointment and appointment, respectively, at this Annual General Meeting (“AGM”), is furnished as a part of this Notice.
2. In view of the continuing COVID-19 pandemic and restrictions on the movements apart from social distancing requirement, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 5, 2020, Circular No.14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as MCA Circulars), permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue for the AGM will be 11<sup>th</sup> 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, the 30<sup>th</sup> AGM of the Company is being held through VC / OAVM.
4. Pursuant to the provisions of the Act, 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 pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
5. 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](mailto:cs@parikhassociates.com) with a copy marked to [investors@tatacapital.com](mailto:investors@tatacapital.com).
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, 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.
8. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. The relevant Registers and all other documents referred to in this Notice will be available for inspection by the Members. The Members can send a request to the Company at [investors@tatacapital.com](mailto:investors@tatacapital.com) to inspect the same.
11. To support the “Green Initiative”, Members who have not registered their e-mail addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents, TSR Darashaw Consultants Private Limited (formerly known as TSR Darashaw Limited) / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
12. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Depositories and the same is also available on the website of the Company at [www.tatacapital.com](http://www.tatacapital.com). The Notice of the AGM can also be accessed on the website of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

13. 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.

14. 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, 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. The facility of voting through electronic means is provided through the e-voting platform of NSDL (“remote e-voting”).
- (ii) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date of Monday, June 21, 2021, 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.
- (iii) 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. Monday, June 21, 2021, shall be entitled to exercise his/her vote electronically i.e. remote e-voting by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on Thursday, June 24, 2021 at 9:00 a.m. and will end on Sunday, June 27, 2021 at 5:00 p.m. 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. Monday, June 21, 2021, may cast their vote electronically.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) 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 of Monday, June 21, 2021.
- (ix) The Company has appointed Mr. P. N. Parikh (FCS No. 327; COP No. 1228) or failing him, Mr. Mitesh Dhabliwala (FCS No. 8331; COP No. 9511) of M/s. Parikh & Associates, Practicing 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.
- (x) The procedure and instructions for remote e-voting and joining the AGM on NSDL e-voting System are, as follows:

**Step 1: Access to NSDL e-voting system**

**I. Login method for e-voting and joining virtual meeting for Individual shareholders holding shares in demat mode**

- a) In terms of SEBI Circular dated December 9, 2020 on e-voting facility, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are accordingly, advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.

b) Login method for Individual shareholders holding shares in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on options available against the Company name or “e-voting service provider – NSDL” and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on options available against the Company name or “e-voting service provider – NSDL” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders holding shares in demat mode with Central Depository Services (India) Limited (“CDSL”)	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provider i.e. NSDL where the e-voting is in progress.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders (holding shares in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on options available against the Company name or “e-Voting service provider-NSDL” and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period 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.*

- c) Helpdesk for Individual shareholders holding shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**II. Login Method for e-voting for shareholders other than Individuals viz. Institutions and Corporate shareholders holding shares in demat mode and for shareholders holding shares in physical mode**

- a) 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.
- b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholders/Member” section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

- d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if Folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- e) Details of Password for shareholders other than Individual shareholders are, given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.
  - How to retrieve your “initial password”?
    - I. If your email id is registered in your demat account or with the Company, your “initial password” is communicated to you on your email id. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or Folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
    - II. If your email id is not registered, please follow steps mentioned below in Point no. B - Process for those shareholders whose email ids are not registered
- f) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
- Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/Folio number, your PAN, your name and your registered address.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Click on “Login” button.
- i) After you click on the “Login” button, Home page of e-voting will open.

### **Step 2 - Cast your vote electronically and Join the AGM on NSDL e-voting system**

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select “EVEN” of the Company for which you wish to cast your vote during the remote e-voting period or for casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- c) Now you are ready for e-voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**B. 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:**

- (i) If you are a Shareholder holding shares 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 an email to [investors@tatacapital.com](mailto:investors@tatacapital.com).
- (ii) If you are a Non-Individual Shareholder viz. Institutions and Corporate Shareholders holding shares 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) by an email to [investors@tatacapital.com](mailto:investors@tatacapital.com).
- (iii) Alternatively shareholder/members may also send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) If you are an Individual shareholder 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 shares in demat mode.

**C. Instructions for Members for attending the AGM through VC / OAVM**

- (i) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-voting system". After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on VC/OAVM link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the 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 above in the Notice to avoid last minute rush.
- (ii) Members can participate in AGM through Laptop / Desktop / Mobile devices, however, for better experience and smooth participation, it is advisable to join the Meeting through Laptops connected through broadband. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Participants connecting from Mobile devices or Tablets or through Laptops 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.
- (iii) 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](mailto:investors@tatacapital.com) between Saturday, June 19, 2021 (9:00 a.m.) to Monday, June 21, 2021 (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.

**D. General Information for the Members**

- (i) Any person holding shares in physical form and non-individual shareholder, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Monday, June 21, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at [investors@tatacapital.com](mailto:investors@tatacapital.com). However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 / 1800 22 44 30. In case of Individual Shareholder holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, June 21, 2021 may follow steps mentioned in the Notice of this AGM under "Access to NSDL e-Voting system".

- (ii) It is strongly recommended that you do not 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](http://www.evoting.nsdl.com) to reset the password.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting 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 a person authorized by him in writing who shall countersign the same.
- (iv) The Results declared, along with the Scrutinizer’s Report, will be posted after the declaration of the same by the Chairman on the Company’s website at [www.tatacapital.com](http://www.tatacapital.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (v) In case you have any queries or issues regarding remote e-voting, you may write to the Company at [investors@tatacapital.com](mailto:investors@tatacapital.com). Members can also refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 222 990 / 1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



**EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules framed thereunder sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice dated June 1, 2021.

**Item No. 5**

In accordance with the provisions of Section 161 of the Act and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide its Resolution passed by Circulation on March 30, 2021 have approved the appointment of Ms. Malvika Sinha (DIN: 08373142) as an Additional Director of the Company with effect from April 1, 2021 up to this AGM of the Company and as an Independent Director of the Company, for an initial term of 3 years commencing from April 1, 2021 up to March 31, 2024, subject to the approval of the Members of the Company.

Ms. Sinha holds a Masters' Degree in Public Administration from the Woodrow Wilson School of Public and International Affairs, Princeton University, USA and a Masters' Degree in Arts from Elphinstone College, Mumbai University. She has been a career central banker for over 38 years. During her tenure at the Reserve Bank of India ("RBI") she has overseen the regulation and supervision of Banks, NBFCs and Co-operative Banks. In addition to this, she has also worked in the Foreign Exchange Department, managed the domestic debt of the Central and State Governments and the internal accounts of the RBI. She was in-charge of Human Resources department and has managed all aspects of training, placement, performance appraisal for all 15,000 officers and support staff of RBI. She was also CEO of the Deposit Insurance and Credit Guarantee Corporation, a subsidiary of the RBI. She was a Director on the Board of State Bank of Bikaner and Jaipur and member on the Governing Council of the Indian Institute of Banking Finance and the Governing Board of Institute of Banking Personnel Selection.

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

The Company has received from Ms. Sinha a declaration in terms of Section 149 of the Act and the Rules, stating that she is qualified to be appointed as an Independent Director of the Company. Further, the Company has also received a declaration from Ms. Sinha pursuant to the provisions of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, stating that she has registered herself as an Independent Director in the data bank of Independent Directors created and maintained by the Indian Institute of Corporate Affairs at Manesar and continues to be registered as an Independent Director in the said data bank. Further, Ms. Sinha has successfully cleared an Online Proficiency Self-assessment test for Independent Director conducted by the said Institute. In the opinion of the Board, Ms. Sinha fulfils the conditions specified in the Act and the Rules for appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter for the appointment of Ms. Sinha as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members. The Members can send a request to the Company at [investors@tatacapital.com](mailto:investors@tatacapital.com) to inspect the same.

The Board considers that the association of Ms. Sinha would be of immense benefit to the Company and it is desirable to appoint her as an Independent Director. In compliance with the provisions of Sections 149 and 161 of the Act and the Rules framed there under read with Schedule IV to the Act, the appointment of Ms. Sinha as an Independent Director, is now being placed before the Members at this Annual General Meeting, for their approval.

The Board commends the Ordinary Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company.

Ms. Sinha is concerned and interested in the Resolution mentioned at Item No. 5 of the accompanying Notice.

Other than Ms. Sinha, none of her relatives or no other Director or Key Managerial Personnel or their relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

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

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

Mumbai, June 1, 2021

**Registered Office:**

11<sup>th</sup> Floor, Tower A, Peninsula Business Park,  
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

**EXHIBIT TO NOTICE**
**PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME OF THE DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING IS FURNISHED**

<b>Particulars</b>	<b>Mr. F. N. Subedar (DIN: 00028428)</b>	<b>Ms. Malvika Sinha (DIN: 08373142)</b>
Date of Birth and Age	September 24, 1955; 65 years	February 13, 1960; 61 years
Date of appointment on Board	March 11, 1997	Appointed as an Additional Director of the Company with effect from April 1, 2021
Qualifications	B.Com (Hons.), ACA, ACS	Masters' Degree, Mumbai University Masters' Degree in Public Administration, Princeton University, USA
Experience	<p>Mr. Subedar has vast experience in the areas of company administration, finance, taxation and accounts. He has been on the boards of various Tata companies and has been closely associated with several Tata Non - Banking Financial Companies.</p> <p>Mr. Subedar superannuated from Tata Sons Private Limited ("Tata Sons") as the Chief Operating Officer. Mr. Subedar also functioned as the Chief Financial Officer and Company Secretary of Tata Sons.</p> <p>Mr. Subedar's association with Tatas spans over 36 years. He has also been the past President of the Bombay Chamber of Commerce and Industry.</p>	<p>Ms. Malvika Sinha has been a career central banker for over 38 years. During her tenure at the Reserve Bank of India ("RBI") she has overseen the regulation and supervision of Banks, NBFCs and Co-operative Banks. In addition to the above, she has worked in the Foreign Exchange Department, managed the domestic debt of the Central and State Governments and the internal accounts of the RBI. She was in-charge of Human Resources department and managed all aspects of training, placement, performance appraisal for all 15,000 officers and support staff. She was also the CEO of the Deposit Insurance and Credit Guarantee Corporation, a subsidiary of the RBI.</p> <p>She was a Director on the Board of State Bank of Bikaner and Jaipur and member on the Governing Council of the Indian Institute of Banking Finance and the Governing Board of Institute of Banking Personnel Selection.</p>
No. of Meetings of the Board attended during FY 2020-21	6 (out of 6 meetings held)	Not Applicable
Other Directorships	<ul style="list-style-type: none"> <li>• Tata Investment Corporation Limited</li> <li>• Tata Industries Limited</li> <li>• Tata Asset Management Limited</li> <li>• Zoroastrian Investment Corporation Private Limited</li> <li>• Tata Capital Financial Services Limited</li> <li>• Tata Realty and Infrastructure Limited</li> <li>• Tata AIG General Insurance Company Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Mahindra Logistics Limited</li> </ul>

Memberships / Chairmanships of committees across other companies	<p><b><u>Tata Capital Financial Services Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Stakeholders Relationship Committee - Chairman</li> <li>• Corporate Social Responsibility Committee - Chairman</li> <li>• Information Technology Strategy Committee - Member</li> <li>• Working Committee- Member</li> </ul> <p><b><u>Tata Investment Corporation Limited</u></b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee - Chairman</li> <li>• Corporate Social Responsibility Committee - Chairman</li> <li>• Audit Committee - Member</li> <li>• Nomination &amp; Remuneration Committee - Member</li> <li>• Investment Committee- Member</li> </ul> <p><b><u>Tata Asset Management Limited</u></b></p> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee - Chairman</li> <li>• Corporate Social Responsibility Committee - Member</li> <li>• Executive Committee - Member</li> </ul> <p><b><u>Tata AIG General Insurance Company Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Investment Committee - Member</li> </ul> <p><b><u>Tata Industries Limited</u></b></p> <ul style="list-style-type: none"> <li>• Approvals Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul> <p><b><u>Tata Realty &amp; Infrastructure Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> <li>• Securities and Allotment Committee - Member</li> <li>• Real Estate Committee - Member</li> </ul>	<p><b><u>Mahindra Logistics Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Risk Management Committee - Member</li> </ul>
Shareholding in the Company	2,43,716 Equity Shares 5,000 Preference Shares	NIL
Relationship with other directors, manager or key managerial personnel, if any	None	None
Last drawn Remuneration	₹ 28,40,000 (Last drawn remuneration is the Sitting Fees paid for FY 2020-21 and Commission for FY 2019-20 paid in FY 2020-21)	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission (if any)	Sitting Fees and Commission (if any)

