



July 19, 2024

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

To,
The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Dear Sir / Madam,

Sub: Submission of Proceedings of the 33rd Annual General Meeting (“AGM”) of Tata Capital Limited (“the Company”) and Scrutinizer’s Report along with E-voting results

This is to inform you that the 33rd Annual General Meeting (“AGM”) of the Company was held today i.e. July 19, 2024 at 11:00 a.m. through Video Conferencing, to transact the businesses as stated in the Notice dated June 11, 2024.

Pursuant to Regulation 51(2) read with Part B of Schedule III of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed, the summary of proceedings of the said AGM of the Company (Annexure A).

Also, please find enclosed, the Results and the Scrutinizer’s Report on e-voting carried out with respect to the Resolutions contained in the AGM Notice (Annexure B).

Kindly take the above on record.

Yours faithfully,

For **Tata Capital Limited**

Sarita Kamath
Head – Legal and Compliance & Company Secretary

Encl.: as above

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

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

Tel 91 22 6606 9000 Web www.tatacapital.com

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



Annexure A

SUMMARY OF PROCEEDINGS OF THE 33rd ANNUAL GENERAL MEETING OF TATA CAPITAL LIMITED

The 33rd Annual General Meeting (“AGM” / “Meeting”) of the Members of Tata Capital Limited (“the Company”) was held on Friday, July 19, 2024 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) in accordance with the framework provided by the Ministry of Corporate Affairs for conducting annual general meeting vide its circulars dated May 5, 2020 and September 25, 2023.

Mr. Sujit Kumar Varma, Independent Director, chaired the Meeting.

The requisite quorum being present, the Chairman called the Meeting to order and welcomed all the Members to the AGM of the Company.

Ms. Varsha Purandare, Independent Director and Chairperson of Audit Committee & Nomination and Remuneration Committee, Mr. F. N. Subedar, Non-Executive Director, Mr. V.S. Radhakrishnan, Independent Director, Mr. Nagaraj Ijari, Independent Director, Ms. Aarthi Subramanian, Non - Executive Director and Chairperson of Stakeholders Relationship Committee and Mr. Rajiv Sabharwal, Managing Director & CEO of the Company attended the AGM through VC / OAVM. The representatives of the Joint Statutory Auditors and Secretarial Auditor also attended this AGM.

With the consent of the Members present, the Notice of the AGM was taken as read. Thereafter, the Chairman initiated the proceedings of the Meeting and briefed the Members on the objectives and implications of the Resolutions set out in the Notice, which were proposed to be passed at the AGM.

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The following items were transacted at the meeting:

Item No.	Item Description	Resolution Type	Mode of voting	Result
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting	Passed with requisite majority
2.	To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.	Ordinary	E-voting	Passed with requisite majority
3.	To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2024.	Ordinary	E-voting	Passed with requisite majority
4.	To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2024.	Ordinary	E-voting	Passed with requisite majority
5.	To appoint a Director in place of Mr. F.N. Subedar (DIN: 00028428), who retires by rotation and, being eligible, offers himself for reappointment.	Ordinary	E-voting	Passed with requisite majority
6.	Appointment of Joint Statutory Auditors of the Company and to fix their remuneration: A. Appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No.	Ordinary	E-voting	Passed with requisite majority

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	105047W) as one of the Joint Statutory Auditors of the Company. B. Appointment of M/s. M P Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 101851W), as one of the Joint Statutory Auditors of the Company.			
7.	To approve the borrowing limits of the Company.	Special	E-voting	Passed with requisite majority
8.	To create charge on the assets of the Company.	Special	E-voting	Passed with requisite majority
9.	Approval for private placement of Non-Convertible Debentures.	Special	E-voting	Passed with requisite majority
10.	Material Related Party Transactions with Tata Steel Downstream Products Limited, subsidiary of Tata Steel Limited.	Ordinary	E-voting	Passed with requisite majority

Since the business of the meeting was completed, the Chairman declared the meeting as concluded. The meeting concluded at 11.14 a.m. with a vote of thanks to the Chair.

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Annexure B

RESULT DECLARED FOR THE 33rd ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 19, 2024

Pursuant to the provisions of Section 96 and 101 of the Companies Act 2013, the 33rd Annual General Meeting (“AGM”) of the Company was convened on Friday, July 19, 2024 at 11:00 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated June 11, 2024.

Further, pursuant to the provisions of Section 108, 109 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members as on the “Cut-Off” date of July 12, 2024 to vote electronically (“remote e-voting”) on the Resolutions contained in the Notice dated June 11, 2024 and for Members who had not cast their votes through remote e-voting earlier and present at the AGM through VC / OAVM were provided the facility of voting through remote e-voting at the Meeting.

The Company had appointed Mr. P. N. Parikh, representing M/s Parikh & Associates, Company Secretary in Practice, as a Scrutinizer to conduct the remote e-voting process in a fair and a transparent manner. The remote e-voting period commenced on Monday, July 15, 2024 at 9:00 a.m. and concluded on Thursday, July 18, 2024 at 5:00 p.m. Members who had cast their votes through remote e-voting prior to and during the AGM were considered by the Scrutinizer and he has submitted a Consolidated Scrutinizers Report dated July 19, 2024, on the same.

The result of e-voting and the summary of the Scrutinizer’s Report for Item Nos. 1 to 10 are, as under:

Item No(s). and brief text of Resolution(s)	Number of Votes in favour of the resolution		Number of Votes against the resolution		Invalid Votes
	Number of Votes	% of total number of valid votes cast	Number of Votes	% of total number of valid votes Cast	

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1. Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.	3,61,41,67,456	100.00	NIL	NIL	NIL
2. Ordinary Resolution: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.	3,61,41,67,456	100.00	NIL	NIL	NIL
3. Ordinary Resolution: To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2024.	3,61,41,67,336	100.00 (Rounded off)	120	0.00	NIL
4. Ordinary Resolution: To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2024.	3,61,41,67,443	100.00	NIL	NIL	NIL

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5. Ordinary Resolution: 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	3,61,41,67,274	100.00 (Rounded off)	169	0.00	NIL
6. Ordinary Resolution: Appointment of Joint Statutory Auditors of the Company and to fix their remuneration: A. Appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) as one of the Joint Statutory Auditors of the Company. B. Appointment of M/s. M P Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 101851W), as one of the Joint Statutory Auditors of the Company.	3,61,41,66,791	100.00 (Rounded off)	652	0.00	NIL
7. Special Resolution: To approve the borrowing limits of the Company.	3,61,41,67,367	100.00 (Rounded off)	76	0.00	NIL
8. Special Resolution: To create charge on the assets of the Company.	3,61,41,67,312	100.00 (Rounded off)	122	0.00	NIL

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9. Special Resolution: Approval for private placement of Non-Convertible Debentures.	3,61,41,67,330	100.00 (Rounded off)	102	0.00	NIL
10. Ordinary Resolution: Material Related Party Transactions with Tata Steel Downstream Products Limited, subsidiary of Tata Steel Limited.	72,09,912	99.97	2,031	0.03	NIL

Accordingly, the aforementioned Resolutions have been passed by the requisite majority of the Members of the Company.

For Tata Capital Limited

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333

Mumbai
July 19, 2024

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To,
The Chairman
Tata Capital Limited
11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai 400 013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 33rd Annual General Meeting of Tata Capital Limited held on Friday, July 19, 2024 at 11:00 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Capital Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 33rd Annual General Meeting ("AGM") of Tata Capital Limited on Friday, July 19, 2024 at 11:00 a.m.(IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated June 11, 2024, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No.11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as MCA Circulars).

The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, July 15, 2024 at 9:00 a.m. and concluded on Thursday, July 18, 2024 at 5:00 p.m. and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the “cut-off” date of Friday, July 12, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
210	3,61,41,67,456	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
210	3,61,41,67,456	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution

To confirm the payment of Interim Dividend on the Cumulative Redeemable Preference Shares for the Financial Year ended March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
206	3,61,41,67,336	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	120	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

To declare a final dividend on the Equity Shares for the Financial Year ended March 31, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
209	3,61,41,67,443	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

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.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	3,61,41,67,274	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	169	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Ordinary Resolution

Appointment of Joint Statutory Auditors of the Company and to fix their remuneration.

- A. Appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), as one of the Joint Statutory Auditors of the Company**
- B. Appointment of M/s. M P Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 101851W), as one of the Joint Statutory Auditors of the Company**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
206	3,61,41,66,791	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	652	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 7: Special Resolution**To approve the borrowing limits of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
204	3,61,41,67,367	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	76	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 8: Special Resolution**To create charge on the assets of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
202	3,61,41,67,312	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	122	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 9: Special Resolution**Approval for private placement of Non-Convertible Debentures.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	3,61,41,67,330	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	102	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 10: Ordinary Resolution**Material Related Party Transactions with Tata Steel Downstream Products Limited, subsidiary of Tata Steel Limited.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
192	72,09,912	99.97

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	2,031	0.03

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

Pravinchan
dra
Nahalchan
d Parikh

Digitally signed
by Pravinchandra
Nahalchand
Parikh
Date: 2024.07.19
13:19:32 +05'30'

P.N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053
Place: Mumbai
Dated: July 19, 2024
UDIN: F000327F000778302
P/R No.: 1129/2021

For Tata Capital Limited

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333
Mumbai
July 19, 2024