



May 27, 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 result of Postal Ballot and Scrutinizer's Report

This is with reference to our letter dated April 24, 2024, informing the stock exchanges about seeking approval of the Members of the Company on the following Resolution through Postal Ballot:

Sr. No.	Description of the Special Resolution
1.	Appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director

In this regard, we would like to inform that the aforesaid Special Resolution has been approved by the Members of the Company with requisite majority.

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, the Result and the Scrutinizer's Report on remote e-voting carried out with respect to the Resolution mentioned in the Notice of Postal Ballot are enclosed as Annexure A and Annexure B, respectively.

Kindly take the above on record.

Yours faithfully,

For **Tata Capital Limited**

Sonali Punekar
Authorised Signatory

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

RESULT DECLARED FOR THE REMOTE E-VOTING THROUGH POSTAL BALLOT

Pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013, read with related Rules, as amended and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, the Company has transacted special business by way of Postal Ballot through remote e-voting process as set out in the Notice of Postal Ballot dated April 15, 2024 ('Notice').

Further, the Company had provided a facility to the Members holding equity shares as on the "Cut-Off" date i.e., April 19, 2024, to vote electronically ("remote e-voting") on the Resolution contained in the Notice.

The Company had appointed Mr. P. N. Parikh or failing him, Mr. Mitesh Dhabliwala of M/s. Parikh & Associates, Practicing Company Secretaries, as a Scrutinizer to conduct the postal ballot process in a fair and a transparent manner. The remote e-voting period commenced on Saturday, April 27, 2024 at 9:00 a.m. and concluded on Sunday, May 26, 2024 at 5:00 p.m.

The result of remote e-voting and the summary of the Scrutinizer's Report for Item No. 1 as set out in Notice are as under:

Item No(s). and brief text of Resolution	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	
1. Special Resolution: Appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director	3,68,46,30,886	100.00 (Rounded off)	25,133	0.00	Nil

Based on the Report of the Scrutinizer, the Members of the Company have duly passed the above Special Resolution with requisite majority.

For Tata Capital Limited

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333
May 27, 2024

TATA CAPITAL LIMITED

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



May 27, 2024

To,

Tata Capital Limited

11th floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai – 400013.

Kind Attn: Ms. Sarita Kamath

Sub.: Report on Postal Ballot Voting of Tata Capital Limited.

Dear Madam,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Pravinchandra Nahalchandra Parikh
P.N. Parikh
Parikh & Associates
Encl.: As above.

Digitally signed by
Pravinchandra
Nahalchandra Parikh
Date: 2024.05.27
11:25:58 +05'30'

To,
The Chairman
Tata Capital Limited
11th floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel,
Mumbai – 400013.

Report of Scrutinizer

I, P.N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327 CP 1228), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process (“remote e-voting”) in respect of the Special Resolution for appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director.

Pursuant to the Postal Ballot Notice dated April 15, 2024, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and other applicable laws and regulations.

The Postal Ballot Notice dated April 15, 2024 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

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 shareholders of the Company holding shares as on the “cut-off” date of April 19, 2024 were entitled to vote on the resolution as contained in the Notice.

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The voting period for remote e-voting commenced on Saturday, April 27, 2024 at 09:00 a.m. (IST) and ended on Sunday, May 26, 2024 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Resolution as under:

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Resolution 1: Special Resolution**Appointment of Mr. Nagaraj Ijari (DIN: 09390579) as an Independent Director.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
293	3,68,46,30,886	100.00 (Rounded off)

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
11	25,133	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast (Shares)
NIL	NIL

Digitally signed by
Pravinchandra
Nahalchand Parikh
Date: 2024.05.27
11:26:23 +05'30'

Signature:
Name: P.N. Parikh
Scrutinizer
FCS: 327 CP: 1228
UDIN: F000327F000453384
P/R No. 1129/2021

Dated: May 27, 2024

Place: Mumbai

For Tata Capital Limited

Rajiv Sabharwal
Managing Director & CEO
DIN: 00057333