



**TATA CLEANTECH CAPITAL LIMITED**

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

CIN: U65923MH2011PLC222430

Tel: (022) 6606 9000; Fax: (022) 6656 2699

Website: [www.tatacapital.com](http://www.tatacapital.com)

**NOTICE** IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CLEANTECH CAPITAL LIMITED will be held, at a shorter notice, on Monday, August 17, 2020 at 10.30 a.m., through Video Conferencing via Microsoft Teams, to transact the following business:

**Ordinary Business:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Rajiv Sabharwal (DIN: 00057333), who retires by rotation and being eligible, offers himself for re-appointment.**

**Special Business:**

**3. Appointment of Ms. Varsha Purandare as an Independent Director**

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

**“RESOLVED** that Ms. Varsha Purandare (DIN: 05288076), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from January 25, 2020 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 134 of the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director 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, 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. Purandare (DIN: 05288076), 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 an initial term of 5 years commencing from January 25, 2020 upto January 24, 2025.”

#### **4. Re-appointment of Mr. Manish Chourasia as the Managing Director of the Company**

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

“**RESOLVED** that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“Act”), the applicable rules framed thereunder and read with Schedule V to the Act, as amended or re-enacted from time to time, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Manish Chourasia (DIN: 03547985) as the Managing Director and Key Managerial Personnel of the Company, for a period of 5 years, with effect from August 21, 2020, upon the terms and conditions as detailed in the Explanatory Statement annexed hereto (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors or the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and / or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Chourasia.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

#### **5. Alteration of Objects Clause in the Memorandum of Association of the Company**

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

“**RESOLVED** that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 3 and the remaining sub-clauses be re-numbered accordingly:

- “4. To set-up, promote and / or acquire company or companies or other entities for the purpose of carrying on the business of asset management and / or investment management for mutual funds, including offshore mutual funds, investment pools and other persons or bodies of persons, whether incorporated or not, and activities related thereto and to act as sponsor or co-sponsors or settlor or Investment

Manager and to undertake financial and commercial obligations required to constitute and / or settle any trust or any other undertaking in order to establish any fund, mutual fund or Alternative Investment Fund or trust in and / or outside India in any of the areas of Infrastructure Projects / Sectors or infrastructural facilities and / or similar activities including but not limited to renewal energy, climate change, energy efficiency, water management or other activities which promote or relate to infrastructure development or any activities relating thereto or connected therewith, subject to the requisite approvals of the concerned Statutory Authorities, with a view to issue units, stocks, securities, certificates or other documents, based on or representing any or all assets appropriated for the purposes of any such trust or any other investment vehicle and to hold or dispose of any such units, stocks, securities, certificates or other documents to settle and regulate any such trust or any other investment vehicle and to engage in any other activities relating to any of the foregoing as permitted under the applicable laws.”

**“RESOLVED FURTHER** that the Directors and the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be deemed proper, necessary, or expedient, including filing of the requisite forms with Registrar of Companies (“ROC”), Mumbai, Maharashtra or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to do such acts, deeds and things that may be required for the purpose of alteration of the MOA of the Company that may be suggested by the ROC, Mumbai or such other statutory authorities in the implementation of the aforesaid resolution.”

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

**Sd/-**  
**Manish Parikh**  
**Company Secretary**

Mumbai, August 13, 2020

**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”), setting out the material facts relating to the businesses stated under Item Nos. 3, 4 and 5, are 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 the Directors seeking appointment / re-appointment at the Annual General Meeting (“AGM”), is furnished as a part of this Notice.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC via Microsoft Teams.
3. 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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Corporate Members intending to appoint their authorised representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id : [manish.pariikh@tatacapital.com](mailto:manish.pariikh@tatacapital.com)
5. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on Friday, August 7, 2020.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report for the FY 2019-20, is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
8. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.

9. 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 the following email id: [manish.parikh@tatacapital.com](mailto:manish.parikh@tatacapital.com).
10. In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id: [manish.parikh@tatacapital.com](mailto:manish.parikh@tatacapital.com).
11. The Notice of the Meeting is also displayed / posted on the website of the Company, [www.tatacapital.com](http://www.tatacapital.com)

## **EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice dated August 13, 2020.

### **Item No. 3**

In pursuance of the provisions of Section 161 of the Act and the Articles of Association of the Company, the Board of Directors have, appointed Ms. Varsha Purandare (DIN: 05288076) as an Additional Director of the Company, with effect from January 25, 2020, to hold office upto the date of the next Annual General Meeting of the Company.

The Board of Directors of the Company have also approved the appointment of Ms. Purandare as an Independent Director, for an initial term of 5 years, commencing from January 25, 2020 upto January 24, 2025, subject to the approval of the Members of the Company.

As per the provisions of Section 149 of the Act and the Rules framed there under, an Independent Director shall be appointed for a term up to five years and is not liable to retire by rotation. Further, an Independent Director shall be eligible for re-appointment thereafter, for a further term of upto five years, by passing a special resolution.

Ms. Purandare holds a Bachelor’s degree in Science (Chemistry) and has a Diploma in Business Management, having varied experience of 36 years in the areas of Credit, Forex, Risk, Treasury, Capital Markets, Investment Banking and Private Equity. Ms. Purandare was the Managing Director and Chief Executive Officer of SBI Capital Markets Limited (“SBI Caps”) from November 2015 upto December 2018, where she was overall in-charge of SBI Caps and its five subsidiaries, covering investment banking and encompassing Equity Capital Markets, Debt Markets, Private Equity, Institutional & Retail Broking, Trustee & Foreign Subsidiaries. Prior to this, Ms. Purandare was the Deputy Managing Director and Chief Credit and Risk Officer of State Bank of India (“SBI”), where she headed the highest Credit Committee and was in-charge of the overall Credit function. Besides the above, Ms. Purandare has held several positions in SBI, in India and abroad.

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

The Company has received a declaration from Ms. Purandare, 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. In the opinion of the Board, Ms. Purandare 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 of appointment of Ms. Purandare as an Independent Director, setting out the terms and conditions, would be available for inspection by the Members of the Company. The Members can send a request to the Company at the following email id: [manish.pariikh@tatacapital.com](mailto:manish.pariikh@tatacapital.com).

The Board considers that the association of Ms. Purandare 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 of the Act, the appointment of Ms. Purandare as an Independent Director, is now being placed before the Members at the General Meeting, for their approval.

The Board recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

Ms. Purandare is concerned and interested in the Resolution mentioned at Item No. 3 of the accompanying Notice.

Other than Ms. Purandare, 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. 3 of the Notice.

#### **Item No. 4**

The Members of the Company had, vide an Ordinary Resolution passed at the Annual General Meeting of the Company held on May 26, 2016, appointed Mr. Manish Chourasia (DIN: 03547985) as the Managing Director of the Company, for a period of five years with effect from August 21, 2015. The aforesaid period of five years would be ending on August 20, 2020.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its Meeting held on June 20, 2020, approved the re-appointment of Mr. Chourasia as the Managing Director and Key Managerial Personnel of the Company, subject to the approval of the Members of the Company, with effect from August 21, 2020.

A brief resume of Mr. Chourasia is given in the Annexure annexed to the Notice.

The principal terms and conditions of re-appointment of Mr. Chourasia (hereinafter referred to as "Managing Director") are, as follows:

- A. **Tenure of Agreement:** The re-appointment of the Managing Director is for a period of 5 years, with effect from August 21, 2020 to August 20, 2025.
- B. **Nature of duties:** The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board, from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board, in connection with and in the best interests of the business of the Company, and the business of any one or more of its associated companies and /

or subsidiaries, including performing duties as assigned to him by the Board, from time to time, by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any Committee of such a company.

### C. Remuneration:

- I. **Basic Salary:** Rs. 5,30,277 per month upto a maximum of Rs. 10,00,000 per month. The annual increments which will be effective 1<sup>st</sup> April each year, will be decided by the Board on the recommendation of the Nomination and Remuneration Committee (“NRC”) and will be merit-based and taking into account the Company’s performance as well.

### II. Benefits, Perquisites, Allowances:

In addition to the Salary referred to in (I) above, the Managing Director shall be entitled to:

- a. Rent-free unfurnished residential accommodation with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the Salary, *in case residential accommodation is not provided by the Company.*

- b. Hospitalization and major medical expenses, Car facility, Telecommunication facility and Housing loan facility as per the Rules of the Company.
- c. Other perquisites and allowances given below subject to a maximum of 55% of the annual Salary; this shall include:

i. Medical allowance	8.33%
ii. Leave Travel Concession/Allowance	8.33%
iii. Other Allowances	33.34%
iv. Personal Accident Insurance) @ actuals subject	
v. Club Membership fees ) to a cap of ...	<u>5.00%</u>
	<u>55%</u>
- d. Contribution to Provident Fund, Superannuation Fund (“SAF”) or Annuity Fund and Gratuity Fund as per the Rules of the Company. In case there is no contribution to the SAF, the same will be payable as an Allowance as per the rules of the Company; and
- e. The Managing Director shall be entitled to leave in accordance with the Rules of the Company. The carry forward and encashment of leave earned but not availed by the Managing Director would be in accordance with the Rules of the Company.



### **III. Commission:**

Such remuneration by way of commission, in addition to the salary, benefits, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the Managing Director will be based on performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the Annual Accounts have been approved by the Board.

### **IV. Incentive Remuneration:**

Such Incentive Remuneration not exceeding Rs. 2,00,00,000 (Rs. Two crore only) to be paid annually at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

### **V. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.

### **VI. Other terms of Re-appointment:**

- (i) The Managing Director shall, subject to the superintendence, control and direction of the Board of Directors, be entrusted with substantial powers of management to perform such duties as may, from time to time, be entrusted to him.
- (ii) If the Managing Director ceases to be a Director of the Company, he shall cease to be the Managing Director of the Company. If the Managing Director ceases to be in the employment of the Company, he shall cease to be a Director and the Managing Director of the Company.
- (iii) The Managing Director so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.
- (iv) The terms and conditions of the re-appointment of the Managing Director may be altered and varied from time to time by the Board of Directors, as it may, in its discretion deem fit, irrespective of the limits stipulated under

Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

- (v) The re-appointment may be terminated by either party by giving to the other party three months' notice of such termination or either party paying three months' remuneration in lieu of such notice.
- (vi) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
  - a. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company, to which he is required to render services; or
  - b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director ("Agreement"); or
  - c. in the event the Board expresses its loss of confidence in the Managing Director.
- (vii) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (viii) Upon the termination by whatever means of the Managing Director's employment:
  - a. the Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
  - b. the Managing Director shall not, without the consent of the Company, at any time thereafter, represent himself as connected with the Company or any of the subsidiaries and associated companies.
- (ix) The Managing Director will not, during the continuance of his employment with the Company and for a period of three months immediately following termination of his employment, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee,

of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company or its holding company or its subsidiaries or associated companies.

- (x) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Managing Director, unless specifically provided otherwise.
- (xi) If and when the Agreement expires or is terminated for any reason whatsoever, the Managing Director will cease to be the Managing Director and also cease to be a Director of the Company. If at any time, the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate. If at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.
- (xii) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, the applicable Rules framed thereunder and read with Schedule V to the Act, the terms of re-appointment and payment of remuneration to Mr. Chourasia, as specified above, are now being placed before the Members for their approval.

The Members are informed that the draft of the Agreement to be executed between the Company and Mr. Chourasia for his re-appointment as Managing Director of the Company would be available for inspection by the Members of the Company. The Members can send a request to the Company at the following email id: [manish.parikh@tatacapital.com](mailto:manish.parikh@tatacapital.com).

The Board recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Chourasia is concerned and interested in the Resolution mentioned at Item No. 4 of the accompanying Notice. Other than Mr. Chourasia, none of his relatives or any other Director, Key Managerial Personnel or their relatives, are concerned or interested in the Resolution at Item No. 4 of the Notice.

#### **Item No. 5**

Tata Cleantech Capital Limited (“the Company”) proposes to setup an Alternative Investment Fund (“AIF”) with the objective of providing single point solution through underwriting for renewable projects and other select green infrastructure sectors, Syndicate the underwritten debt from other lenders (except for hold portions of the Company / AIF), enhance the scale and competitiveness of the Company and earn a risk adjusted return for the AIF investors, etc.

To enable the Company to set up an AIF, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association (“MOA”) of the Company, by inserting sub-clause 4 after the existing sub-clause 3 under Part A of Clause III of the Main Objects, as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Mumbai, Maharashtra and any other Statutory or Regulatory Authority, as may be necessary.

Pursuant to Section 13 of the Act, any alteration of the Objects clause of the MOA of the Company requires the consent of the Members by way of a Special Resolution.

A copy of the MOA of the Company, with the proposed alterations, would be available for inspection by the Members of the Company. The Members can send a request to the Company at the following email id: [manish.parikh@tatacapital.com](mailto:manish.parikh@tatacapital.com).

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

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

By order of the Board of Directors  
**Tata Cleantech Capital Limited**

Sd/-  
**Manish Parikh**  
**Company Secretary**

Mumbai, August 13, 2020

**Registered Office:**

11<sup>th</sup> Floor, Tower A,  
Peninsula Business Park,  
Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai – 400013

**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS  
DIRECTORS AT THIS ANNUAL GENERAL MEETING  
(AS ON AUGUST 13, 2020)**

<b>Particulars</b>	<b>Mr. Rajiv Sabharwal (DIN:00057333)</b>	<b>Ms. Varsha Purandare (DIN: 05288076)</b>	<b>Mr. Manish Chourasia (DIN:03547985)</b>
Date of Birth and Age	September 28, 1965 Age: 54 years	December 7, 1958 61 years	February 27, 1970 Age: 50 years
Date of Appointment on Board	April 1, 2018	Appointed as an Additional Director and an Independent Director with effect from January 25, 2020.	August 21, 2015
Qualifications	B. Tech (Mechanical Engineering) from IIT Delhi and PGDM in Management from IIM, Lucknow	Bachelor's degree in Science (Chemistry) and Diploma in Business Management	BE (Mechanical), MBA & CFA
Experience	Currently, Mr. Rajiv Sabharwal is the Managing Director & CEO of Tata Capital Limited. Mr. Sabharwal has over 27 years of experience in the banking and financial services industry. Prior to joining TCL, he was the partner in True North Managers LLP which was mainly involved in investing and managing businesses with a focus on certain sectors including the financial service sector. He has also served as an Executive Director on the Board of Directors of ICICI Bank Limited, where he was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion, digital banking and technology.	Ms. Varsha Purandare has varied experience of 36 years in the areas of Credit, Forex, Risk, Treasury, Capital Markets, Investment Banking and Private Equity. Ms. Purandare was the Managing Director and Chief Executive Officer of SBI Capital Markets Limited ("SBI Caps") from November 2015 upto December 2018, where she was overall in-charge of SBI Caps and its five subsidiaries, covering investment banking and encompassing Equity Capital Markets, Debt Markets, Private Equity, Institutional & Retail Broking, Trustee & Foreign Subsidiaries. Prior to this, Ms. Purandare was the Deputy Managing Director and Chief Credit and Risk Officer of State Bank of	Mr. Manish Chourasia is a financial services professional with over 25 years of experience in origination, credit risk assessment and syndication in the Asia-Pacific Region. As part of the above mentioned functional categories, he has handled various products covering project finance, trade finance, and investment banking.  He is a Mechanical Engineer from IIT, Roorkee and an MBA from Faculty of Management Studies, Delhi University. In 2012, he completed his CFA and since then has been active volunteer with CFA Institute, USA. In Feb 2019 and Feb 2020, he was presented "101 Top most Influential BFSI Leaders" award by World BFSI Congress.

Particulars	Mr. Rajiv Sabharwal (DIN:00057333)	Ms. Varsha Purandare (DIN: 05288076)	Mr. Manish Chourasia (DIN:03547985)
		India ("SBI"), where she headed the highest Credit Committee and was in-charge of the overall Credit function. Besides the above, Ms. Purandare has held several positions in SBI, in India and abroad.	He is an avid runner with a number of long distance runs to his credit, including the Tata Mumbai half marathon.
Number of Meetings of the Board attended during FY 2019-20	8 out of 9	2 out of 2	9 out of 9
Other Directorships	<ul style="list-style-type: none"> <li>• <b><u>Chairman:</u></b> <ul style="list-style-type: none"> <li>a. Tata Capital Housing Finance Limited</li> <li>b. Tata Capital Financial Services Limited</li> <li>c. Tata Securities Limited</li> <li>d. Tata Asset Management Limited</li> </ul> </li> <li>• <b><u>Director:</u></b> <ul style="list-style-type: none"> <li>a. Tata Capital Pte. Limited</li> <li>b. Tata Realty and Infrastructure Limited</li> <li>c. Tata Capital Advisors Pte. Limited</li> </ul> </li> <li>• <b><u>Managing Director &amp; CEO:</u></b> <ul style="list-style-type: none"> <li>Tata Capital Limited</li> </ul> </li> </ul>	<b><u>Director</u></b> <ul style="list-style-type: none"> <li>a. Legal Entity Identifier India Limited</li> <li>b. Orient Cement Limited</li> <li>c. Tata Capital Limited</li> <li>d. Tata Capital Financial Services Limited</li> <li>e. Shaily Engineering Plastics Limited</li> </ul>	None

Particulars	Mr. Rajiv Sabharwal (DIN:00057333)	Ms. Varsha Purandare (DIN: 05288076)	Mr. Manish Chourasia (DIN:03547985)
Memberships/ Chairmanships of committees across other companies	<p><b><u>Tata Capital Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• Finance and Asset Liability Supervisory Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Information Technology Strategy Committee</li> </ul> <p><b><u>Tata Capital Financial Services Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Investment Credit Committee</li> <li>• Risk Management Committee</li> <li>• Finance and Asset Liability Supervisory Committee</li> <li>• Working Committee</li> <li>• Information Technology Strategy Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <p><b><u>Tata Capital Housing Finance Limited</u></b></p> <p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>• Lending Committee</li> <li>• Stakeholders Relationship Committee</li> </ul>	<p><b><u>Tata Capital Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• Finance and Asset Liability Supervisory Committee</li> <li>• Information Technology Strategy Committee</li> </ul> <p><b><u>Orient Cement Limited</u></b></p> <p><b>Chairperson</b></p> <ul style="list-style-type: none"> <li>• Stakeholders Relationship Committee</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Risk Management Committee</li> </ul> <p><b><u>Tata Capital Financial Services Limited</u></b></p> <p><b>Chairperson</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee</li> <li>• Finance and Asset Liability Supervisory Committee</li> <li>• Investment Credit Committee</li> <li>• Information Technology Strategy Committee</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>	None

Particulars	Mr. Rajiv Sabharwal (DIN:00057333)	Ms. Varsha Purandare (DIN: 05288076)	Mr. Manish Chourasia (DIN:03547985)
	<p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Working Committee</li> <li>• Risk Management Committee</li> <li>• Asset Liability Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Information Technology Strategy Committee</li> </ul> <p><b><u>Tata Securities Limited</u></b></p> <p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> </ul> <p><b><u>Tata Realty and Infrastructure Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Real Estate Committee</li> </ul> <p><b><u>Tata Asset Management Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Board Executive Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> </ul>	
Shareholding in the Company	Nil	Nil	Nil
Relationship with other directors, manager or key managerial personnel, if any	None	None	None



<b>Particulars</b>	<b>Mr. Rajiv Sabharwal (DIN:00057333)</b>	<b>Ms. Varsha Purandare (DIN: 05288076)</b>	<b>Mr. Manish Chourasia (DIN:03547985)</b>
Last drawn remuneration (FY 2019-20)	Nil	Rs. 2.80 lakhs (sitting fees)	Rs. 290.38 lakhs
Remuneration sought to be paid	Nil	Sitting fees and Commission (if any)	As approved by Board/Shareholders