



TATA CLEANTECH CAPITAL LIMITED

Registered Office: 11th 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.

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CLEANTECH CAPITAL LIMITED will be held, at a shorter notice, on Monday, June 17, 2019 at 11.45 a.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013, 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, 2019 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. Re-appointment of Mr. Vittaldas Leeladhar as an Independent Director**

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“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), Mr. Vittaldas Leeladhar (DIN: 02630276), Independent Director, whose initial term of office ceases on June 29, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and the Rules framed thereunder, and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from June 30, 2019 upto December 7, 2021.”

4. Appointment of Dr. Ajay Mathur as a Non-Executive Director

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

“RESOLVED that Dr. Ajay Mathur (DIN: 07490468), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from May 1, 2019 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his 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, liable to retire by rotation.”

5. Loan to the TCL Employee Welfare Trust

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

“RESOLVED that pursuant to the provisions of Section 67 and such other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, regulations/guidelines, if any, prescribed by any regulatory/statutory authority from time to time, to the extent applicable and the applicable provisions of the Memorandum and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary and further subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the approval of the Members of the Company, be and is hereby accorded for extending an interest free loan for an amount not exceeding Rs. 2.5 crore, to the TCL Employee Welfare Trust (“Trust”) to be utilized for the operations of the Trust i.e. administering the Tata Capital Limited Employee Stock Purchase / Option Scheme (“Scheme”) or such other Schemes as may be introduced by TCL in future and any amendments to the same from time to time, purchasing the Equity Shares of Tata Capital Limited (“TCL”) from the Eligible Employees pursuant to the provisions of the Scheme or Exit options approved pursuant to the Scheme and for purchasing or subscribing to additional Equity Shares of TCL and on such terms and conditions as may be finalized by the Board of Directors of the Company.”

“RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit.”

By Order of the Board of Directors
Tata Cleantech Capital Limited

Sd/-
Manish Parikh
Company Secretary

Mumbai, June 17, 2019

Registered Office:

11th 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 Mr. Rajiv Sabharwal, Mr. Vittaldas Leeladhar and Dr. Ajay Mathur, the Directors seeking re-appointment / appointment at the Annual General Meeting, is furnished as a part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, before the commencement of the Meeting.

A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as Proxy and such person shall not act as proxy for any other person or shareholder.
3. Proxies submitted on behalf of limited companies must be supported by appropriate resolution / authority, as applicable.
4. Members / Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the AGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on June 17, 2019.

6. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company and also at the Meeting.
7. The Notice of the Meeting is also displayed / posted on the website of the Company, 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 June 17, 2019:

Item No. 3

In accordance with the provisions of the Act, the Board of Directors of the Company and the Members of the Company had approved the appointment of Mr. Vittaldas Leeladhar as an Independent Director of the Company, for an initial term of five years, with effect from June 30, 2014. The current term of Mr. Leeladhar as an Independent Director of the Company would come to an end on June 29, 2019.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term of up to five consecutive years on the Board of a Company, and is eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

Mr. Leeladhar holds Bachelor of Science (Chemical Engineering) and is a fellow Member of the Indian Institute of Banking and Finance. He has a long experience in the banking industry, having served as the Executive Director of the Bank of Maharashtra, Chairman and Managing Director of Vijaya Bank and Chairman and Managing Director of Union Bank of India. He also served as the Deputy Governor of the Reserve Bank of India for over four years and is an expert on banking and finance-related issues. He was also a member of the Securities & Exchange Board of India for about three years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, based on Mr. Leeladhar's skill, expertise and performance evaluation, approved the re-appointment of Mr. Leeladhar as an Independent Director of the Company for a second term, with effect from June 30, 2019 till December 7, 2021 i.e. upon attaining the age of 75 years, subject to the approval of the Members of the Company.

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

The Company has also received from Mr. Leeladhar, a declaration, in terms of Section 149 of the Act and the Rules, stating that he is qualified to be re-appointed as an Independent Director of the Company. In the opinion of the Board, Mr. Leeladhar fulfils the conditions

specified in the Act and the Rules for re-appointment as an Independent Director and that he is independent of the Management.

A copy of the draft letter for the re-appointment of Mr. Leeladhar as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members at the Registered Office of the Company, during normal business hours on any working day (except Saturday, Sunday and public holidays).

The Board considers that the association of Mr. Leeladhar would be of immense benefit to the Company and it is desirable to appoint him as an Independent Director. In compliance with the provisions of Section 149 and the Rules framed there under read with Schedule IV to the Act, the re-appointment of Mr. Leeladhar as an Independent Director is now being placed before the Members at the General Meeting, for their approval.

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

Mr. Leeladhar is interested in the Resolution mentioned at Item No. 3 of the Notice pertaining to his appointment. Other than Mr. Leeladhar, none of his 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 Board, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Dr. Ajay Mathur (DIN: 07490468), as a Non-Executive Director of the Company, subject to the prior written approval of the Reserve Bank of India ("RBI"). The RBI approved the appointment of Dr. Mathur as a Non-Executive Director of the Company, vide its letter dated April 4, 2019. Accordingly, the Board of Directors, at its Meeting held on April 30, 2019, appointed Dr. Mathur as an Additional Director of the Company, with effect from May 1, 2019. Dr. Mathur holds office up to the date of this Annual General Meeting of the Company, and is eligible for appointment as a Director.

Dr. Mathur holds a Bachelor's of Engineering (Chemical Engineering) from University of Roorkee and has done his M.S. and Ph.D from University of Illinois, Chicago and has been a key Indian climate change negotiator. Currently, Dr. Mathur is the Director General of The Energy & Resources Institute ("TERI") and a Member of the Prime Minister's Council on Climate Change. He is also a global leader on technological approaches to address climate change. In a career spanning over 39 years, he has acquired a rich experience across all stages of the technology cycle and across various cross-cutting aspects of technology commercialization.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Dr. Mathur, as a Director of the Company. If appointed, Dr. Mathur would be a Non-Executive Director and would not be responsible for the day-to-day affairs of the Company.

The appointment of Dr. Mathur, as a Non-Executive Director of the Company, liable to retire by rotation, is now being placed before the Members, for their approval. The Board is of the opinion that the vast knowledge and varied experience of Dr. Mathur will be of great value to the Company.

The Board commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

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

Item No. 5

Tata Capital Limited (“TCL”), the holding company, had introduced the Tata Capital Limited Employee Stock Purchase / Option Scheme (“Scheme”) and the same was approved by the Members of TCL at the Extraordinary General Meeting (“EGM”) of TCL held on March 2, 2010. The Scheme has been amended from time to time. The Scheme is administered through the TCL Employee Welfare Trust (“Trust”) and was last amended by TCL at its Board Meeting held on September 28, 2018. The objective of the Scheme is to facilitate employee participation in the ownership of TCL, by offering its Equity Shares to Eligible Employees, as defined in the Scheme. It may be further noted that the objective of the ESOP 2019 proposal, as approved by the Nomination and Remuneration Committee of TCL, at its Meeting held on March 27, 2019, was to attract, recognize and retain talent by way of creating a competitive pay / mix and compensation levels on par with industry.

At the Meeting of the Board of Directors held on June 17, 2019, the Board approved the granting of an interest-free loan of Rs. 2.5 crore to the Trust, for:

- (i) administering the Scheme or such other Schemes as may be introduced by TCL in future and any amendments to the same, from time to time;
- (ii) purchasing the Equity Shares of TCL from the Eligible Employees pursuant to the provisions of the Scheme or Exit options approved pursuant to the Scheme; and
- (iii) for purchasing or subscribing to additional Equity Shares of TCL, pursuant to the provisions of the Scheme,

subject to the approval of the Members and such other approvals, permissions and sanctions, as may be required from any statutory/regulatory authority. The aforesaid loan would be repaid, as and when the Trust has surplus funds.

Section 67 of the Act read with Rule 16 of the Companies (Share Capital & Debentures) 2014, requires the approval of the Members by way of a Special Resolution for purchase of shares by a trust for the benefit of the employees of the company.

Additional Information relevant to the provision of money by a company for purchase of its shares by employees as required under Rule 16 of the Companies (Share Capital & Debentures) Rules 2014:

- a) The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Eligible Employees of the Company (as defined under the Scheme).

- b) The particulars of the trustee or employees in whose favor such shares are to be registered:

The shares will be registered in the name of all or any of the Trustees to hold the shares of the Company for and on behalf of the TCL Employee Welfare Trust. The Trustees shall transfer the shares in favour of Eligible Employees, on exercise of stock options.

- c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Name of the Trust: TCL Employee Welfare Trust

Details of Trustees

Name of Trustees	Mr. Shuva Mandal	Mr. H.N. Sinor	Mr. Avijit Bhattacharya
Address	1104-B Wing, Chaitanya Towers, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025	764 – F, Sarosh Court, Tilak Road, Dadar East, Mumbai - 400 014	A-122, Tanna Residency, Opp. Siddhivinayak Temple, Prabhadevi, Mumbai 400 025
Occupation	Service	Professional	Service
Nationality of Trustees	Indian	Indian	Indian
Relationship with promoters, directors or key managerial personnel, if any	Nil	Nil	Employee of TCL

- d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

The Directors or Key Managerial Personnel of the Company are interested in the Scheme or the TCL Employee Welfare Trust, to the extent of the number of options granted / to be granted and shares allotted / to be allotted to them under the Scheme. None of the Promoters are interested in the Scheme or the TCL Employee Welfare Trust.

- e) The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

On the exercise of the Options, the employees would be entitled to purchase Equity Shares of TCL from the TCL Employee Welfare Trust, as determined by the NRC of TCL, from time to time.

- f) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

The Trustees exercise the voting rights on behalf of the Trust. Upon transfer of the Equity Shares of TCL to the Eligible Employees, the voting rights in respect of the Equity Shares are transferred and would be exercised by the Eligible Employees, in the same manner as any other Equity Shareholder of TCL.

A copy of the existing Scheme is available for inspection, by the Members at the Registered Office of the Company and also at the Meeting.

The approval of the Members is being sought by way of a Special Resolution under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, for granting of loan to the TCL Employee Welfare Trust for purchasing Equity Shares of TCL under the Scheme.

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

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

By order of the Board of Directors
Tata Cleantech Capital Limited

Sd/-
Manish Parikh
Company Secretary

Mumbai, June 17, 2019

Registered Office:

11th 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 JUNE 17, 2019)**

Particulars	Mr. Rajiv Sabharwal (DIN:00057333)	Mr. Vittaldas Leeladhar (DIN:02630276)	Dr. Ajay Mathur (DIN:00057333)
Date of Birth and Age	September 28, 1965 Age: 53 years	December 7, 1946 Age: 72 years	August 30, 1958 Age: 60 years
Date of Appointment on Board	April 1, 2018	Appointed as Non-Executive Director, with effect from September 27, 2011 and as an Independent Director, with effect from June 30, 2014	Appointed as an Additional Director, with effect from May 1, 2019
Qualifications	B. Tech (Mechanical Engineering) from IIT Delhi and PGDM in Management from IIM, Lucknow.	BSC Chemical Engineering, Fellow - IIBF	B.E. (Chemical Engineering) from University of Roorkee and M.S., Ph.D from University of Illinois, Chicago
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.	Mr. Vittaldas Leeladhar has a long experience in the banking industry, having served as the Executive Director of the Bank of Maharashtra, Chairman and Managing Director of Vijaya Bank and Chairman and Managing Director of Union Bank of India. He also served as the Deputy Governor of the Reserve Bank of India for over four years and is an expert on banking and finance-related issues. He was also a member of the Securities & Exchange Board of India for about three years.	Currently, Dr. Ajay Mathur is the Director General of The Energy & Resources Institute ("TERI"), and a Member of the Prime Minister's Council on Climate Change. He is also a global leader on technological approaches to address climate change. In a career spanning over 39 years, he has acquired a rich experience across all stages of the technology cycle, and across various cross-cutting aspects of technology commercialization.

Number of Meetings of the Board attended during FY 2018-19	7 out of 7	6 out of 7	Not Applicable as Dr. Mathur has been appointed, with effect from May 1, 2019.
Other Directorships	<ul style="list-style-type: none"> • <u>Chairman:</u> <ol style="list-style-type: none"> a. Tata Capital Housing Finance Limited b. Tata Capital Financial Services Limited c. Tata Securities Limited d. Tata Asset Management Limited • <u>Director:</u> <ol style="list-style-type: none"> a. Tata Capital Pte. Limited b. Tata Realty and Infrastructure Limited c. Tata Capital Advisors Pte. Limited d. Tata Asset Management (Mauritius) Private Limited e. Tata Indian Opportunities Fund f. Tata Indian Sharia Equity Fund • <u>Managing Director & CEO:</u> Tata Capital Limited 	<ul style="list-style-type: none"> • <u>Independent Director</u> <ol style="list-style-type: none"> a. Tata Global Beverages Limited b. Tata Coffee Limited c. Tata Asset Management Limited 	<u>Director</u> Center for Study of Science Technology and Policy
Memberships/ Chairmanships of committees across other companies	A. <u>Tata Capital Limited</u> <u>Member</u> <ul style="list-style-type: none"> • Risk Management Committee • Finance and Asset Liability Supervisory Committee 	A. <u>Tata Global Beverages Limited</u> <u>Chairman</u> <ul style="list-style-type: none"> • Audit Committee • Stakeholder Grievance Committee 	

	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Stakeholders Relationship Committee • Information Technology Strategy Committee <p>B. Tata Capital Financial Services Limited</p> <p>Member</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Investment Credit Committee • Risk Management Committee • Finance and Asset Liability Supervisory Committee • Working Committee • Information Technology Strategy Committee <p>C. Tata Capital Housing Finance Limited</p> <p>Chairman</p> <ul style="list-style-type: none"> • Lending Committee <p>Member</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Working Committee • Risk Management Committee • Asset Liability Committee • Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> • Risk Management Committee • Ethics and Compliance Committee • Special Projects – Mergers & Acquisitions Committee <p>Member</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee • Corporate Social Responsibility Committee <p>B. Tata Coffee Limited</p> <p>Chairman</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee <p>Member</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Risk Management Committee • Corporate Social Responsibility Committee <p>C. Tata Asset Management Limited</p> <p>Chairman</p> <ul style="list-style-type: none"> • Audit Committee 	
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	<ul style="list-style-type: none"> Information Technology Strategy Committee <p>D. <u>Tata Securities Limited</u></p> <p>Chairman</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee 		
Shareholding in the Company	Nil	Nil	Nil
Relationship with other directors, manager or key managerial personnel, if any	None	None	None
Last drawn remuneration (FY 2018-19)	Nil*	Rs. 19,00,000 (Last drawn remuneration includes Sitting Fees paid during FY 2018-19 and the Commission of FY 2017-18 paid in FY 2018-19)	Not Applicable
Remuneration sought to be paid	Nil*	Sitting fees and Commission (if any)	Sitting fees and Commission (if any)

**Since Mr. Sabharwal is the Managing Director & CEO of the Holding Company, he does not draw any remuneration from the Company.*



TATA CLEANTECH CAPITAL LIMITED

Registered Office: 11th 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

FORM No. MGT-11

Proxy Form

**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules, 2014)**

CIN: U65923MH2011PLC222430

Name of the Company: TATA CLEANTECH CAPITAL LIMITED

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

Name of the Member (s) :

Registered Address:

E-mail Id:

Folio No / Client Id*:

DP ID*:

**Applicable for member holding shares in electronic form*

I / We, being the member(s) of _____ Shares of Tata Cleantech Capital Limited,
hereby appoint:

Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____

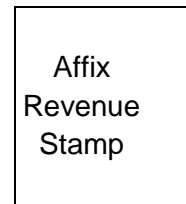
as my / our proxy to attend and vote for me / us and on my / our behalf at the Eighth Annual General Meeting of the Company to be held on Monday, June 17, 2019 at 11.45 a.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 and at any adjournment thereof, in respect of such Resolutions set out in the Notice convening the Meeting, as are indicated below:

Resolution Nos:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 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), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of Mr. Vittaldas Leeladhar as an Independent Director.
4. Appointment of Dr. Ajay Mathur as a Non-Executive Director.
5. Loan to the TCL Employee Welfare Trust.

Signed this ___ day of _____, 2019

Signature of Shareholder: _____



Signature of Proxy Holder(s): _____

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

2. The proxyholder may vote either for or against the Resolution.

