



TATA CLEANTECH CAPITAL LIMITED

Registered Office: One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001

Corporate Identity Number: U65923MH2011PLC222430

Tel: 91 22 6745 9000; Fax: 91 22 6610 6701

Website: www.tatacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF TATA CLEANTECH CAPITAL LIMITED will be held on Tuesday, June 30, 2015 at 9.15 a.m. in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 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, 2015 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep C. Bandivadekar (DIN: 00059330), who retires by rotation and is eligible for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration

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

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Deloitte Haskins & Sells - Ahmedabad (ICAI Firm Registration No. 117365W), be and are hereby re-appointed as the Statutory Auditors of the Company for the Financial Year 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company (including any Committee thereof) and the said Auditors.”

Special Business:

4. Appointment of Mr. Nihar Shah (DIN: 06969270) as a Director

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

“RESOLVED that Mr. Nihar Shah (DIN: 06969270), who was appointed as Additional Director of the Company by the Board of Directors, with effect from December 18, 2014 and who holds office upto the date of the ensuing Annual General Meeting pursuant to provisions of the 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, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. Appointment of Ms. Padmini Khare Kaicker (DIN: 00296388) as an Independent Director

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

“RESOLVED that Ms Padmini Khare Kaicker (DIN: 00296388), who was appointed as Additional Director of the Company by the Board of Directors, with effect from March 11, 2015 and who holds office upto the date of the ensuing Annual General Meeting pursuant to provisions of the 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 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, as amended from time to time, the appointment of Ms. Padmini Khare Kaicker (DIN: 00296388), as Independent Director of the Company, by the Board of Directors of the Company with effect from March 11, 2015, be and is hereby approved.”

“RESOLVED FURTHER that Ms. Padmini Khare Kaicker shall not liable to retire by rotation and that she shall hold office for a term of upto three years commencing from the date of her appointment i.e. March 11, 2015 or upto her attaining the maximum retirement age as may be specified under the applicable laws, whichever is earlier.”

6. Private Placement of Non Convertible Debentures

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and the Rules framed thereunder, as may be amended from time to time, and laws / regulations / guidelines as may be applicable to the Company, the approval of the Members be and is hereby accorded to the Company for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis, in one or more tranches, during a period of one year from the date of passing of this Resolution, upto an amount not exceeding Rs. 2,000 crore within the overall borrowing limits of the Company, as may be approved by the Members, from time to time.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

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

Binoy K Parikh
Company Secretary

Mumbai, April 21, 2015

Registered Office:

One Forbes

Dr. V. B. Gandhi Marg

Fort, Mumbai 400 001

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the businesses set out under Item Nos. 4 to 6 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER.** The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the AGM. Proxies submitted on behalf of limited companies must be supported by appropriate resolution/authority, as applicable.
3. All documents referred to in the Notice and the Explanatory Statement and other Statutory Registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 9:30 a.m. to 6:00 p.m. upto the date of the Annual General Meeting.

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

Binoy K Parikh
Company Secretary

Mumbai, April 21, 2015

Registered Office:

One Forbes

Dr. V. B. Gandhi Marg

Fort, Mumbai 400 001

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and Rules framed thereunder, sets out all material facts relating to the businesses mentioned at Item Nos. 4 to 6 of the accompanying Notice dated April 21, 2015:

Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Nihar Shah (DIN: 06969270) as Additional Director of the Company, with effect from December 18, 2014.

Mr. Shah, currently works as a Senior Investment Officer with International Finance Corporation, Washington D.C. USA and has 18 years of broad based experience across various Infrastructure sub-sectors. Mr. Shah is a Commerce Graduate and holds a Master of Management Studies from Jamnalal Bajaj Institute of Management Studies.

In terms of Section 161(1) of the Act read with Article 134 of the Articles of Association of the Company, Mr. Shah holds office as Additional Director only up to the date of the forthcoming Annual General Meeting.

Pursuant to Section 160 of the Act, the Company has received a Notice, in writing, from a Member along with a deposit of Rs. 1,00,000/-, proposing the candidature of Mr. Shah, as a Director of the Company.

The Board of Directors is of the opinion that Mr. Shah's vast experience and knowledge will be of great value to the Company and hence it recommends the Resolution at Item No.4 of this Notice for the approval of the Members of the Company.

Mr. Shah is interested and concerned in the resolution mentioned at Item No. 4 of the Notice with regard to his appointment. Other than Mr. Shah, none of his relatives or no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No.4 of the Notice.

Item No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Ms. Padmini Khare Kaicker (DIN: 00296388) as Additional Director of the Company, with effect from March 11, 2015.

The Directors of the Company have also approved the appointment of Ms. Padmini Khare Kaicker as an Independent Director, for a term of upto 3 years commencing from the date of her appointment i.e. March 11, 2015 or upto her attaining the maximum retirement age as may be specified under the applicable laws, whichever is earlier.

Ms. Padmini Khare Kaicker, is a Managing Partner of M/s B.K. Khare & Co., Chartered Accountants, and has over 20 years experience in auditing large Indian organizations and multinational companies operating in India across a cross section of industries including oil & gas, Banking and Financial Services, Insurance, automotives, information technology and capital goods. Ms. Padmini Khare Kaicker is a Fellow Member of the Institute of Chartered Accountants of India ("ICAI") as also a Certified Public Accountant (USA). She has also served on several Committees of the ICAI and has been on the Boards of IndusInd Bank Limited and Gabriel India Limited. Ms. Padmini Khare Kaicker joined M/s B.K Khare & Co., Chartered Accountants, in the year 1990 and has held a number of key client facing and management roles. Under her leadership, the firm has grown to be a full service firm and strengthened its pre-eminent position. In addition to growing the firm's practice, she has been responsible for building the consulting and corporate finance verticals as also the firm's foray into the financial sector. Ms. Padmini has been engaged extensively with the clients in the Financial Services such as banks, NBFCs and insurance companies.

In terms of Section 161(1) of the Act read with Article 134 of the Articles of Association of the Company, Ms. Padmini Khare Kaicker holds office as Additional Director only up to the date of the forthcoming Annual General Meeting.

Pursuant to Section 160 of the Act, the Company has received a Notice, in writing, from a Member along with a deposit of Rs. 1,00,000/-, proposing the candidature of Ms. Padmini Khare Kaicker, as Independent Director of the Company, not liable to retire by rotation.

The Company has received from Ms. Padmini Khare Kaicker, her consent, in writing, to act as Director of the Company, intimation to the effect that she was not disqualified to act as a Director under Section 164 of the Act and declaration in terms of Section 149 of the Act and the Rules, stating that she was qualified to be appointed as an Independent Director of the Company, with effect from March 11, 2015. In the opinion of the Board, Ms. Padmini Khare Kaicker fulfills the conditions specified in the Act and the Rules for appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter for the appointment of Ms. Padmini Khare Kaicker as 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 and Sunday).

The Board of Directors is of the opinion that Ms. Padmini's vast experience and knowledge will be of great value to the Company and hence recommends the Resolution at Item No.5 of this Notice for the approval of the Members of the Company.

Ms. Padmini Khare Kaicker is interested and concerned in the resolution mentioned at Item No. 5 of the Notice with regard to her appointment. Other than Ms. Padmini Khare Kaicker, none of her relatives or no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No.5 of the Notice.

Item No. 6:

As per the provisions of Section 42 of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactments thereof, for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCD") on a private placement basis, is required to obtain the prior approval of the Shareholders, by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

The Members of the Company had, at its Annual General Meeting held on June 30, 2014, approved of the issuance of NCDs on private placement basis, in one or more tranches, during a period of one year from the date of passing of the Resolution i.e. from June 30, 2014 upto June 29, 2015.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during a period of one year from the date of passing of this Resolution (i.e. from June 30, 2015 upto June 29, 2016), within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board (including any Committee thereof) to determine the terms and conditions, including the issue price of the NCDs.

The proposed borrowings, along with the existing borrowings of the Company, would be within the overall limits of outstanding borrowing of the Company, as may be approved by the Members, from time to time.

The Directors recommend the Resolution at Item No. 6 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 Persons of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 6, except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

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

Binoy K Parikh
Company Secretary

Mumbai, April 21, 2015

Registered Office:

One Forbes

Dr. V. B. Gandhi Marg

Fort, Mumbai 400 001

**BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AS DIRECTOR AT THIS
ANNUAL GENERAL MEETING
(AS ON APRIL 21, 2015)**

Particulars	Mr. Pradeep C. Bandivadekar	Mr. Nihar Shah	Ms. Padmini Khare Kaicker
Date of Birth	February 6, 1961	November 15, 1974	April 15, 1965
Appointed on	27.09.2011	18.12.2014	11.03.2015
Qualifications	B.E-Electrical, MMS-Operations, Diploma in Taxation Management, Diploma in Computer Management	B.Com , MMS	B.Sc., F.C.A. and CPA
Expertise in specific functional areas	Mr. Bandivadekar is currently the Chief Operating Officer – Corporate Finance Division of Tata Capital Financial Services Limited, a fellow subsidiary. Mr. Bandivadekar has 31 years of experience having worked with Sicom Limited in development banking, Siemens Limited in Strategic Planning and Treasury, in Tata Motors Limited as Treasury Head and in Tata Motors Finance Limited as Chief Operating Officer.	Mr. Shah currently works as a Senior Investment Officer with International Finance Corporation, Washington D.C. USA and has 18 years of broad based experience across various Infrastructure sub-sectors.	Ms. Padmini Khare Kaicker, is a Managing Partner of M/s B.K. Khare & Co., Chartered Accountants, and has over 20 years experience in auditing large Indian organizations and multinational companies operating in India across a cross section of industries including oil & gas, Banking and Financial Services, Insurance, automotives, information technology and capital goods.
Directorships held in public and private companies (excluding foreign companies)	<u>Public Limited Companies</u> <ul style="list-style-type: none"> • Niskalp Infrastructure Services Limited • e-Nxt Financials Limited • Tata Infrastructure Capital Limited • India Collections Management Limited • Pankh Foundation 	Nil	<u>Public Limited Companies</u> <ul style="list-style-type: none"> • Maharashtra Natural Gas Limited • TAL Manufacturing Solutions Limited <u>Private Limited Companies</u> <ul style="list-style-type: none"> • Divgi Warner Private Limited

Memberships/ Chairmanships of committees across public companies (only Audit and Stakeholders'/ Investors' Grievance Committee)	<u>Audit Committee</u> <ul style="list-style-type: none"> • Niskalp Infrastructure Services Limited • e- nxt Financials Limited • India Collections Management Limited 	Nil	<u>Audit Committee</u> <ul style="list-style-type: none"> • Tata Cleantech Capital Limited - Chairperson
Shareholding	Nil	Nil	Nil

Attendance Slip

Members attending the Meeting in Person or by Proxy are requested to complete the attendance slip and hand it over to at the entrance of the meeting room.

I hereby record my presence at the Fourth Annual General meeting of the Company, in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 on Tuesday, June 30, 2015 at 9:15 a.m.

.....
Full name of the Member (in block letters) Signature

Folio No.:..... DP ID No.* Client ID No.*

*Applicable for member holding shares in electronic form

.....
Full name of the proxy (in block letters) Signature

PROXY FORM – MGT-11 (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: One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai 400 001, India.
Website: www.tatacapital.com

Name of the Member (s): _____
Registered address: _____
E-mail Id: _____
DP ID No : _____
Client ID No. : _____

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

1. Name _____ :

Address _____ :

E-mail _____ Id _____ :

Signature : _____, or failing him / her

2. Name:

Address:

E-mail

Id:_____

Signature:_____, or failing him / her

3. Name:

Address:

E-mail Id:___

Signature:_____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Fourth Annual General Meeting of the Company to be held on Tuesday, 30th day of June 2015 at 9:15 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.1: Adoption of Audited Financial Statements for the Financial Year ended March 31, 2015

Resolution No. 2: Re-appointment of Mr. Pradeep C. Bandivadekar, Director, who retires by rotation

Resolution No. 3: Appointment of M/s Deloitte Haskins & Sells - Ahmedabad, as Statutory Auditors

Resolution No. 4: Appointment of Mr. Nihar Shah as Director of the Company

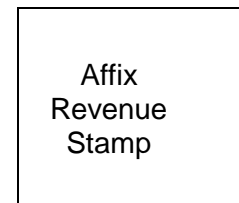
Resolution No. 5: Appointment of Ms. Padmini Khare Kaicker as an Independent Director of the Company

Resolution No. 6: Private placement of Non Convertible Debentures

Signed this ___ day of _____, 2015

Signature of Shareholder

Signature of Proxy Holder (s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.