



TATA CAPITAL FINANCIAL SERVICES LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
CIN: U67100MH2010PLC210201

Tel: (022) 6606 9000 Fax: (022) 6656 2699 Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held, at a shorter notice, on Monday, January 27, 2020 at 5.30 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, to transact the following special business:

1. Re-appointment of Ms. Anuradha E. Thakur 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”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Anuradha E. Thakur (DIN: 06702919), Independent Director, whose initial term of office ceases on January 27, 2020 and and 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 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 her 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 January 28, 2020 to the end of day on December 30, 2022 i.e. upto her attaining the age of 75 years.”

By Order of the Board of Directors
For **Tata Capital Financial Services Limited**

Sd/-
Avan K. Doomasia
Company Secretary

Mumbai, January 27, 2020

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 business stated under Item No. 1, is 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 Ms. Anuradha E. Thakur, Director seeking re-appointment, at the Extra Ordinary General Meeting ("EGM"), is furnished as a part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND 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 an appropriate resolution / authority, as applicable.
4. Members / Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on Monday, January 27, 2020.
6. Relevant documents referred to in the Notice and the accompanying Explanatory 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 business mentioned under Item No. 1 of the accompanying Notice dated January 27, 2020:

Item No. 1

In accordance with the provisions of the Act, the Board of Directors and the Members of the Company had approved the appointment of Ms. Anuradha E. Thakur as an Independent Director of the Company, for an initial term of five years, with effect from January 28, 2015. The current term of Ms. Thakur as an Independent Director of the Company would come to an end on January 27, 2020.

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 re-appointment in the Board’s Report. Further, it may be noted that whilst the Act has not prescribed a retirement age for Independent Directors, the Governance Guidelines on Board Effectiveness adopted by the Company (“Governance Guidelines”), prescribes the retirement age for Independent Directors as 75 years.

In view of the above and in line with the Governance Guidelines and based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on January 27, 2020, based on Ms. Thakur’s skill, expertise and performance evaluation, re-appointed Ms. Thakur as an Independent Director of the Company for a second term upto the end of day on December 30, 2022, i.e. upto her attaining the age of 75 years, subject to the approval of the Members of the Company.

A brief resume of Ms. Thakur is given in the Annexure attached to this Notice.

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

The Company has received a declaration from Ms. Thakur, in terms of Section 149 of the Act and the Rules, stating that she is qualified to be re-appointed as an Independent Director of the Company. In the opinion of the Board, Ms. Thakur fulfils the conditions specified in the Act and the Rules framed thereunder, for re-appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter of re-appointment of Ms. Thakur 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.

The Board considers that the association of Ms. Thakur would be of immense benefit to the Company and it is desirable to re-appoint her as an Independent Director. In compliance with the provisions of Sections 149 of the Act and the Rules framed thereunder read with Schedule IV of the Act, the re-appointment of Ms. Thakur 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. 1 of the accompanying Notice, for the approval of the Members of the Company.

Ms. Thakur is concerned and interested in the Resolution mentioned at Item No. 1 of the accompanying Notice.

Other than Ms. Thakur, 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. 1 of the Notice.

By Order of the Board of Directors
For **Tata Capital Financial Services Limited**

Sd/-
Avan K. Doomasia
Company Secretary

Mumbai, January 27, 2020

Registered Office:

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

**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AS AN
INDEPENDENT DIRECTOR AT THIS EXTRA ORDINARY GENERAL MEETING
(AS ON JANUARY 27, 2020)**

Particulars	Ms. Anuradha E. Thakur (DIN: 06702919)
Date of Birth and Age	December 30, 1947 72 years
Date of appointment on Board	January 28, 2015
Qualifications	Bachelor's degree in English literature from Pune University and a Certified Associate from the Indian Institute of Bankers.
Experience	Ms. Thakur is an Independent Director on the Board of the Company, since January 28, 2015. Ms. Thakur holds a Bachelor's degree in Arts in English Literature from the Pune University and is a certified associate from the Indian Institute of Bankers. Ms. Thakur has over 34 years of experience in loan syndications, international banking, project financing and liquidity management in various sectors such as petrochemicals, engineering goods and equipment, non-conventional energy, textiles and pharmaceuticals. She started her career as a probationary officer with State Bank of India in 1973 and retired in 2007, as the Chief General Manager, Corporate Accounts Group of State Bank of India. She is currently associated with the National School of Banking.
No. of Meetings of the Board attended during FY 2019-20	4 (out of 6)
Other Directorships	<u>Director</u> <ul style="list-style-type: none">• Patnaik Steels and Alloys Limited• Tata Capital Housing Finance Limited• Privi Organics India Limited• Tata Asset Management Limited
Memberships / Chairmanships of committees across other companies	<u>Tata Capital Housing Finance Limited</u> <ul style="list-style-type: none">• Corporate Social Responsibility Committee – Chairperson• Audit Committee – Member• Nomination and Remuneration Committee – Member

	<ul style="list-style-type: none"> • Risk Management Committee – Member • Lending Committee - Member <p><u>Privi Organics India Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Member • Audit Committee - Member
Shareholding in the Company	Nil
Relationship with other directors, manager or key managerial personnel, if any	None
Last drawn Remuneration	Rs. 32,20,000 (Last drawn remuneration includes the Sitting Fees paid from April 1, 2019 to December 31, 2019 and Commission for FY 2018-19 paid in FY 2019-20).
Remuneration sought to be paid	Sitting Fees and Commission (if any).



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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: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES 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:

I / We, being the member(s) of _____ shares of the above mentioned company, 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 Extraordinary General Meeting of the Company, to be held, at a shorter notice, on Monday, January 27, 2020 at 5.30 p.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 resolution set out in the Notice convening the meeting, as indicated below:

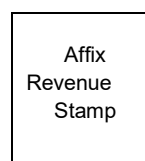
Resolution No.:

1. Re-appointment of Ms. Anuradha E. Thakur as an Independent Director

Signed this ____ day of _____, 2020

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, not less than 48 hours before the commencement of the Meeting.
- (2) The proxyholder may vote either for or against on the Resolution.



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ATTENDANCE SLIP

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

I/ We hereby record my presence at the Extraordinary General Meeting of the Company in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013, on Monday, January 27, 2020 at 5.30 p.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