

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

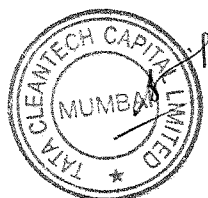
NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF TATA CLEANTECH CAPITAL LIMITED will be held on Thursday, May 26, 2016 at 1:30 P.M. at the Registered Office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Praveen P. Kadle (DIN: 00016814), Director, who retires by rotation and being eligible, offers himself 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 Companies (Audit & Auditors) Rules, 2014, 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 2016-17, to hold office from the conclusion of this 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 or a Committee thereof and the Auditors."



Special Business:

4. Appointment of Mr. Manish Chourasia as Director of the Company

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

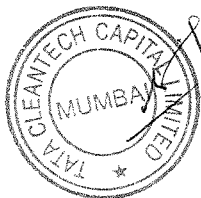
“RESOLVED that Mr. Manish Chourasia (DIN: 03547985), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from August 21, 2015 and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) 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, be and is hereby appointed as a Director of the Company.”

5. Appointment of Mr. Manish Chourasia (DIN: 03547985) as Managing Director and payment of Remuneration to him

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 Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) including any amendment thereto or re-enactments thereof for the time being in force, read with Schedule V to the Act, corresponding Rules framed thereunder and subject to the approval of the Central Government, if required, the Company hereby approves the appointment and terms of remuneration of Mr. Manish Chourasia, (DIN: 03547985) as the Managing Director of the Company, for a period of five years with effect from August 21, 2015, on the terms and conditions, 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, as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board or a Committee thereof of the Company to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Directors and Mr. Chourasia.”

“RESOLVED FURTHER that the Board of Directors or a Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper and expedient, to give effect to this Resolution.”



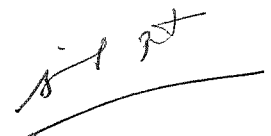
6. Loans to be granted to Employees under the Tata Capital Limited Employee Purchase / Option Scheme

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

“RESOLVED that in accordance with the provisions of Section 67 and such other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and all other applicable laws and regulations, as amended from time to time, and subject to such other approvals, permissions and sanctions, as may be required including from any statutory / regulatory authority, loans to the extent permissible under applicable laws, but not exceeding an aggregate outstanding amount of Rs. 10,50,00,000 be granted to the Employees of the Company (except Directors and Key Managerial Personnel of the Company), which loans would be solely utilized by them for purchasing Equity Shares of Tata Capital Limited (“TCL”), the holding company, under the Tata Capital Limited Employee Stock Purchase / Option Scheme (“Scheme”) and that the Board of Directors, be and are hereby authorized to finalise the terms and conditions of the said loans / and to decide whether the said loans may be interest free or interest bearing.”

“RESOLVED FURTHER that the aforementioned aggregate outstanding amount shall include all outstanding loans granted in the past to the employees of the Company, for purchase of Equity Shares of TCL, under the Scheme.”

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



Sunil Raut
Company Secretary

Mumbai, May 23, 2016

Registered Office:

One Forbes

Dr. V. B. Gandhi Marg

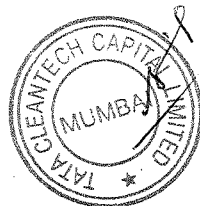
Fort, Mumbai 400 001

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts relating to the business set out under Item Nos. 4, 5 and 6 is annexed hereto. Additional information, pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointments /re-appointment and/ or fixation of remuneration at the Annual General Meeting, is furnished as part of this Notice.
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.**

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. Proxies, in order to be effective, must be received at the Registered Office of the Company not later than 48 (Forty Eight) hours before the commencement of the meeting.



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 under Item Nos. 4, 5 and 6 of the accompanying Notice dated May 23, 2016:

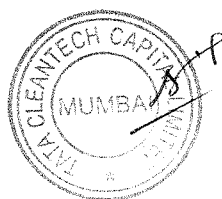
Item Nos. 4 and 5:

At the Meeting of the Board of Directors of the Company held on July 21, 2015, the Directors appointed Mr. Manish Chourasia, Chief Executive Officer ("CEO") of the Company, as an Additional Director, pursuant to the provisions of Article 134 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, Mr. Manish Chourasia holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director. The Company has received a Notice under Section 160 of the Act, in writing, from a Member along with a deposit of Rs. 1,00,000 proposing the candidature of Mr. Chourasia, as a Director of the Company.

At the aforesaid Meeting, Mr. Chourasia was also appointed as the Managing Director of the Company for a period of five years, subject to the approval of the Members and the Central Government, if required, with effect from the date of receipt of approval from the Reserve Bank of India ("RBI"), as required in terms of RBI Circular No. DNBR (PD)CC.No.065/03.10.001/2015-16 dated July 9, 2015. It may be noted that, RBI, vide its letter dated August 21, 2015, approved the appointment of Mr. Chourasia as Managing Director, with effect from the said date. Accordingly, Mr. Chourasia ceased to be the CEO of the Company with effect from the close of business hours on August 20, 2015.

A brief profile of Mr. Manish Chourasia is given below:

Mr. Manish Chourasia is a mechanical engineer from IIT Roorkee, MBA from Faculty of Management Studies, Delhi University and a Chartered Financial Analyst. He has over 21 years experience in origination, credit risk assessment and syndication in Asia-Pacific Region. As part of the above mentioned functional categories, he has handled various products covering project finance, mezzanine finance, acquisition finance, credit derivatives, etc. Prior to joining the Company, Mr. Chourasia led the initiative of launching the first Infrastructure Debt Fund in India. He was the Chief Executive Officer of IL&FS Infra Asset Management Ltd., a JV company between IL&FS and LIC, from April 2013 to June 2015. From October 2004 to June 2010, Mr. Chourasia was the Alternate Chief Executive & Head – Wholesale Banking of ICICI Bank, Hong Kong Branch and was responsible for building the corporate banking business of the Bank in North Asia (comprising Hong Kong, China, Korea and Japan).



The following are the salient terms and conditions of appointment and payment of remuneration of Mr. Manish Chourasia (hereinafter referred to as "Managing Director"):

- I. A. **Tenure of Agreement:** The appointment of Mr. Chourasia as Managing Director would be for a period of five years, with effect from August 21, 2015.
- B. **Nature of Duties:** The Managing Director shall devote his whole time and attention to the business of the Company and shall carry out 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 interest of the business of the Company and the business of any one or more of its associated companies, subsidiaries or holding company, including performing duties as assigned 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 company.
- C. **Remuneration:** Salary of Rs. 3,23,550 per month upto a maximum of Rs. 7,00,000 per month. The annual increment would be effective from 1st April of each year, as decided by the Board or any Committee thereof and would be merit-based, after taking into account the Company's performance as well.

II. **Benefits, Perquisites, Allowances:**

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

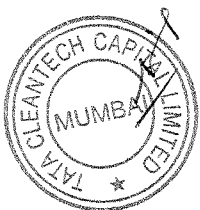
- a. Rent-free unfurnished residential accommodation, the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

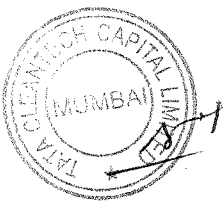
House Rent, House Maintenance and Utility Allowances aggregating 85% of the Salary. *(in case residential accommodation is not provided by the Company)*

- b. Hospitalisation 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:

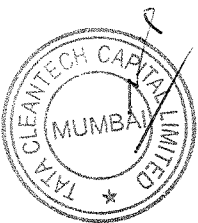
i.	Medical allowance	8.33%
ii.	Leave Travel Concession/Allowance	8.33%
iii.	Other Allowances	33.34%
iv.	Personal Accident Insurance) @ actuals subject	
v.	Club Membership fees) to a cap of ...	5.00%



- d. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.
- 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:** In addition to Salary, Benefits, Perquisites, Allowances the Managing Director would be paid such remuneration by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceiling stipulated in Section 197 of the Act. The specific amount payable to the Managing Director will be based on his performance as evaluated by the Board or the Nomination & Remuneration Committee 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. 1,00,00,000 to be paid at the discretion of the Board annually, 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, Allowances and Incentive Remuneration as specified above.
- VI. **Other terms of Appointment:**
- (i) 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.
- (ii) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board 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.
- (iii) The 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.
- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) 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 subsidiaries or associated companies.
- (viii) 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.
- (ix) If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Chourasia 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.
- (x) The terms and conditions of appointment of the MD also include clauses pertaining to adherence with the Tata Code of Conduct and maintenance of confidentiality.



The aggregate of the remuneration as above mentioned shall be within the maximum limits as laid down under Sections 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended from time to time.

The Directors commend the Resolutions at Item Nos. 4 and 5 of the accompanying Notice for the approval of the Members of the Company.

The Members are informed that the draft of the Agreement to be executed between the Company and Mr. Chourasia for his appointment as Managing Director of the Company would be available for inspection of the Members between 10:00 a.m. and 5:00 p.m. at the Registered Office of the Company and also at the Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Manish Chourasia are concerned or interested in the passing of this resolution since it relates to the appointment of Mr. Chourasia as a Director and the Managing Director of the Company. Mr. Chourasia is not related to any other Director of the Company.

Item No. 6

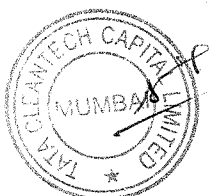
Tata Capital Limited ("TCL"), the holding company, had introduced the Tata Capital Limited Employee Stock Purchase/Option Scheme ("Scheme") and the same was approved by the Members of TCL at the Extraordinary General Meeting ("EGM") of TCL held on March 2, 2010. The Scheme has been amended from time to time. The Scheme is administered through the TCL Employee Welfare Trust. The objective of the Scheme is to facilitate employee participation in the ownership of TCL, by offering its Equity Shares to Eligible Employees of TCL and its subsidiaries, as defined in the Scheme.

Under the Scheme, TCL has been offering options/shares, through proposals approved by the Nomination and Remuneration Committee ("NRC") of TCL, from time to time.

In order to enable Eligible Employees of the Company to purchase the shares of TCL, it is proposed to extend to the Eligible Employees (except Directors and Key Managerial Personnel), interest-free or interest bearing loans to the extent permitted by law. The loan eligibility would be six times the monthly salary of the employee, subject to a maximum of the amount required for investment in the Shares offered to the employees.

Section 67 of the Act, read with Rule 16 of the Companies (Share Capital and Debentures) Rules 2014, requires the approval of the Members by way of a Special Resolution for extending loans to employees. Income-Tax, as applicable on the loans, would be to the account of the employees.

At the Meeting of the Board of Directors of the Company held on April 25, 2016, the Directors approved of the Company granting loans to Eligible Employees for purchasing the Equity Shares of TCL under the Scheme, as amended from time to time, subject to the approval of the Members and such other approvals, permissions and sanctions, as may be required from any statutory/regulatory authority.



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 in the Scheme (excluding Directors and Key Managerial Personnel) and as approved by the NRC of TCL, from time to time.

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

Individual Eligible Employees of the Company as defined in the Scheme and approved by the NRC of TCL.

- 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:

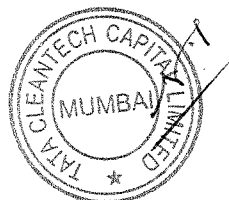
Name of the Trust: TCL Employee Welfare Trust

Details of Trustees

Name of Trustees	<i>Mr. F. K. Kavarana</i>	<i>Mr. H. N. Sinor</i>	<i>Mr. Eruch Kapadia</i>
Address	<i>9 CCI Chambers, 5th Floor, Dinshaw Vatcha Road, Opp. CCI Club, Churchgate, Mumbai – 400020 Maharashtra</i>	<i>764F, Sarosh Court Tilak Road, Dadar (E), Mumbai – 400014, Maharashtra</i>	<i>R/15, Cusrow Baug, 3rd Floor, Shahid Bhagat Singh Road, Colaba, Mumbai – 400039, Maharashtra</i>
Occupation	<i>Professional</i>	<i>Professional</i>	<i>Professional</i>
Nationality of Trustees	<i>Indian</i>	<i>Indian</i>	<i>Indian</i>
Relationship with promoters, directors or key managerial personnel, if any	<i>Nil</i>	<i>Nil</i>	<i>Nil</i>

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

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



- 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. Upon becoming an Equity Shareholder of TCL, the employees would enjoy the rights and privileges that an Equity Shareholder of the Company would enjoy.

- 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 Scheme is administered through the TCL Employee Welfare Trust ("Trust"). The allotment of shares under the Scheme was done upfront by TCL to the Trust. The Trustees exercise the voting rights on behalf of the Trust. Upon transfer of the Equity Shares of TCL to the Employees, the voting rights in respect of the Equity Shares transferred would be exercised by the 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 without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturdays and Sundays) 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 loans to employees for purchase of Equity Shares of TCL under the Scheme.

The Directors commend 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 Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 6, since the Directors and the Key Managerial Personnel are not eligible to receive and loans for acquiring shares that may be allotted to them under the Scheme.

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

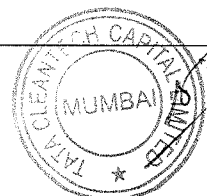

Sunil Raut
Company Secretary

Mumbai, May 23, 2016

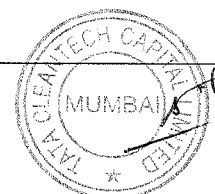
Registered Office:
One Forbes
Dr. V. B. Gandhi Marg
Fort, Mumbai 400 001

**BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AS
DIRECTOR AT THIS ANNUAL GENERAL MEETING**

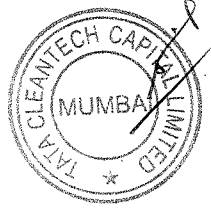
Name	Mr. Praveen P. Kadle (DIN:00016814)	Mr. Manish Chourasia (DIN:03547985)
Date of Birth and Age	January 21, 1957 Age: 59 years	February 27, 1970 Age: 46 years
Appointed on	September 29, 2011	August 21, 2015
Qualifications	An Honours Graduate in Commerce & Accountancy from the Bombay University and is a Chartered Accountant, Company Secretary and Cost & Works Accountant.	Mechanical Engineer from IIT Roorkee, MBA from Faculty of Management Studies, Delhi University and CFA from CFA Institute, USA.
Expertise in specific functional areas	Mr. Kadle is the Managing Director & CEO of Tata Capital Limited ("TCL"), a Core Investment Company and also of Tata Capital Financial Services Limited, a Non Banking Financial Company and a wholly owned subsidiary of TCL. He has been working with the Tata Group for the last 24 years and has been on the Board of various Tata and non-Tata companies and has contributed to many industry and economic bodies, both at domestic and international levels.	Mr. Manish Chourasia has over 21 years experience in origination, credit risk assessment and syndication in Asia-Pacific Region. He was the head of Corporate Banking Group at ICICI Bank, Hong Kong Branch for six years. He had also worked as Team Leader in Project Finance Group of ICICI Bank. During his stint with IL&FS Group, he took the lead and successfully established the first Infrastructure Debt Fund (IDF) in India under Mutual Fund Structure.
Number of Meetings of the Board attended during FY 2015-16	Eight	Five (Appointed as Additional Director and Managing Director with effect from August 21, 2015)
Directorships held in public and private companies (excluding foreign companies)	<u>Chairman</u> <ul style="list-style-type: none"> • Tata Capital Housing Finance Limited • Tata Securities Limited • Tata Auto Comp Systems Limited • Tata Business Support Services Limited <u>Director</u> <ul style="list-style-type: none"> • Tata Capital Limited - Managing Director & CEO • Tata Capital Financial Services Limited - Managing Director & CEO 	Nil



	<ul style="list-style-type: none"> • Tata Technologies Limited • International Paper APPM Limited • Tide Water Oil Co. (India) Limited • International Asset Reconstruction Company Private Limited • Tata Technologies Pte. Limited, Singapore • Tata Technologies Europe Limited • INCAT International Plc., UK • Tata Technologies Inc., U.S. • Tata Capital Pte. Limited, Singapore • Tata Capital Advisors Pte. Limited Singapore • Tata Capital Markets Pte. Limited Singapore • Tata Capital Plc., UK • Shivakrtih Realtors LLP 	
<p>Memberships/ Chairmanships of committees across other companies</p>	<p><u>International Paper APPM Limited</u></p> <ul style="list-style-type: none"> • Audit Committee <p><u>Tata Technologies Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Chairman <p><u>Tata Capital Limited</u></p> <ul style="list-style-type: none"> • Risk Management Committee • Finance and Asset Liability Supervisory Committee • Stakeholders Relationship Committee • Corporate Social Responsibility <p><u>Tata Capital Financial Services Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility • Finance and Asset Liability Supervisory Committee • Stakeholders Relationship Committee • Investment Credit Committee • Risk Management Committee • Committee for Review of Policies <p><u>Tata Capital Housing Finance Limited</u></p> <ul style="list-style-type: none"> • Asset Liability Committee • Risk Management Committee • Nomination and Remuneration Committee 	<p>Nil</p>



	<p><u>Tata Securities Limited</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee <p><u>Tata Business Support Services Limited</u></p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee 	
Shareholding	Nil	Nil
Last drawn remuneration	Mr. Kadle does not draw any Remuneration from Tata Cleantech Capital Limited.	For FY 2015-16, Mr. Chourasia drew a total Remuneration (including Incentive Remuneration) of Rs. 1.06 crore.
Relationship with other Director and other Key Managerial Personnel of the Company	None	None





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

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: 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: _____

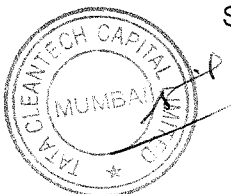
Signature : _____, or failing him / her

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 Fifth Annual General Meeting of the Company to be held on Thursday, May 26, 2016 at 1:30 P.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. Consideration and Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr. Praveen P. Kadle, Director, who retires by rotation.
3. To appoint Statutory Auditors and to fix their remuneration.
4. Appointment of Mr. Manish Chourasia as Director of the Company.
5. Appointment of Mr. Manish Chourasia as Managing Director of the Company and payment of Remuneration to him.
6. Loans to be granted to Employees under the Tata Capital Limited Employee Purchase / Option Scheme.

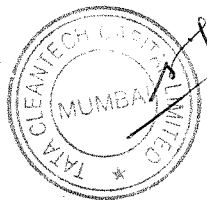
Signed this ____ day of _____, 2016

Signature of Shareholder

Signature of Proxy Holder (s)

Affix
Revenue
Stamp

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.





TATA CLEANTECH CAPITAL LIMITED

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

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

Website: www.tatacapital.com

ATTENDANCE SLIP

CIN: U65923MH2011PLC222430

Name of the Company: TATA CLEANTECH CAPITAL LIMITED

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

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.

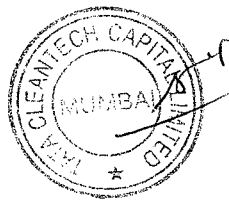
I hereby record my presence at the Fifth Annual General Meeting of the Company, in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 on Thursday, May 26, 2016 at 1:30 P.M.

.....
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





One Forbes
Dr. V. B. Gandhi Marg
Fort, Mumbai - 400001
Maharashtra, India

Route map to the venue of the AGM

