



**TATA CLEANTECH CAPITAL LIMITED**

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

CIN: U65923MH2011PLC222430

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

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

**NOTICE** IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CLEANTECH CAPITAL LIMITED will be held on Monday, June 25, 2018 at 1.00 p.m. in the Board Room, 12<sup>th</sup> 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, 2018 together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Pradeep C. Bandivadekar (DIN: 00059330), who retires by rotation and being eligible, offers himself for re-appointment.**
- 3. To ratify the appointment of Statutory Auditors and to fix their remuneration**

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

**“RESOLVED** that pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Eighth AGM of the Company to be held in the year 2019, to examine and audit the accounts of the Company for FY 2018-19, at such remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

**Special Business:**

**4. Appointment of Mr. Rajiv Sabharwal as a Non-Executive Director of the Company**

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

“**RESOLVED** that Mr. Rajiv Sabharwal (DIN: 00057333), who was appointed as an Additional Director of the Company, with effect from April 1, 2018, by the Board of Directors and who holds office upto the date of the next Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

**5. To approve payment of Commission to Non – Executive Directors and Independent Directors of the Company**

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

“**RESOLVED** that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, a sum not exceeding one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from Financial Year 2017-18.”

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

**Sd/-**  
**Shivangi Rajpopat**  
**Company Secretary**

Mumbai, April 25, 2018

**Registered Office:**

11<sup>th</sup> Floor, Tower A,  
Peninsula Business Park,  
Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai – 400 013

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts relating to the businesses stated under Item Nos. 3, 4 and 5 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 Mr. Pradeep C. Bandivadekar and Mr. Rajiv Sabharwal, the Directors seeking appointment / re-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, not later than 48 (Forty Eight) hours 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 the close of business hours on June 1, 2018.
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 on all working days, except Saturdays and Sundays, between 10.00 a.m. and 5.00 p.m. up to the date of the Meeting and also at the Meeting.
7. The Notice of the Meeting is also displayed / posted on the website of the Company, [www.tatacapital.com](http://www.tatacapital.com)

## **EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice dated April 25, 2018:

### **Item No. 3**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

At the Sixth AGM of the Company held on August 21, 2017, B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) (“BSR”), were appointed as the Statutory Auditors of the Company for a term of five years, to hold the office from the conclusion of the Sixth AGM till the conclusion of the Eleventh AGM of the Company, to be held in the 2022.

As per the provisions of Section 139(1) of the Act, the appointment of BSR for the above tenure is subject to the ratification by the Members at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution at Item No. 3 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 Resolution at Item No. 3 of the accompanying Notice.

### **Item No. 4**

The Board, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rajiv Sabharwal (DIN: 00057333), 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 Mr. Sabharwal as a Non-Executive Director of the Company, vide its letter dated January 31, 2018. Accordingly, the Board of Directors, at their Meeting held on February 28, 2018, appointed Mr. Sabharwal as an Additional Director of the Company, with effect from April 1, 2018. Pursuant to Section 161(1) of the Act, Mr. Sabharwal holds office up to the date of the ensuing Annual General Meeting of the Company, and is eligible for appointment as a Director.

A brief resume of Mr. Sabharwal is given in the Annexure attached to the Notice.

The appointment of Mr. Sabharwal 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 Mr. Sabharwal will be of

great value to the Company. Therefore, the Board commends the Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members of the Company, as an Ordinary Resolution.

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

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

Section 197 of the Act permits the payment of remuneration to Non-Executive and Independent Directors of a Company, by way of Commission.

Considering the rich experience and expertise brought to the Board by the Non-Executive and Independent Directors, it is proposed that remuneration, not exceeding one per cent of the Net Profits of the Company, calculated in accordance with the provisions of Section 197 and Section 198 of the Act, be paid to the Non-Executive and Independent Directors of the Company, for a period of five years commencing from Financial Year 2017-18. Such payment will be in addition to the Sitting Fees for attending Board / Committee Meetings.

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

All the Directors of the Company, except the Managing Director, are concerned or interested in the Resolution at Item No. 5 of the Notice, to the extent of Commission that may be received by each of them.

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

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

**Sd/-**  
**Shivangi Rajpopat**  
**Company Secretary**

Mumbai, April 25, 2018

**Registered Office:**

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

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

<b>Particulars</b>	<b>Mr. Pradeep C. Bandivadekar (DIN: 00059330)</b>	<b>Mr. Rajiv Sabharwal (DIN:00057333)</b>
Date of Birth and Age	February 6, 1961 Age: 57 years	September 28, 1965 Age: 52 years
Appointment on	September 27, 2011	April 1, 2018
Qualifications	<ul style="list-style-type: none"><li>• Bachelor of Engineering - Electrical;</li><li>• MMS-Operations</li><li>• Diploma in Taxation Management;</li><li>• Diploma in Computer Management.</li></ul>	<ul style="list-style-type: none"><li>• B. Tech from IIT Delhi;</li><li>• PGDM from IIM, Lucknow</li></ul>
Experience	<p>Currently, Mr. Pradeep C. Bandivadekar is Chief Risk Officer, Tata Capital Limited. Prior to this, he was Chief Operating Officer for the Corporate Finance Division at Tata Capital. He had joined the Tata Group in 2000 as the Treasurer for Tata Motors Limited and was focused on resource management, currency management and asset management. Five years later, he was made the CEO, Tata Motor Finance and was responsible for all management and operations of Tata Motors Finance (Commercial Vehicle, Passenger Cars and Construction Equipment business).</p> <p>He started his career in 1983 as a Senior Development Officer at Sicom Limited. Soon after, he had a 13-year long association with Siemens where he took up many responsibilities, chiefly Head - Strategic Planning and Chief Manager - Corporate Treasury.</p> <p>During this tenor, he handled all growth plans, new projects and collaborations for Siemens Limited.</p>	<p>Currently, Mr. Rajiv Sabharwal is the Managing Director &amp; CEO of Tata Capital Limited. Mr. Sabharwal has over 27 years of experience in the banking and financial service industry. He was a Partner in True North Managers LLP, which was mainly involved in building and managing businesses with a primary focus in the financial services sector. He has served as an Executive Director on the Board of ICICI Bank where he was responsible for several businesses including retail banking, business banking, rural banking, digital banking technology and financial inclusion business. Mr. Sabharwal also had successful stints with Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.</p>

Number of Meetings of the Board attended during FY 2017-18	8 out of 9	Nil
Other Directorships	<p><b><u>Director:</u></b></p> <p>a. Niskalp Infrastructure Services Limited</p> <p>b. Nyagrodha Foundation (A Section 8 Company) (Formerly known as Pankh Foundation)</p>	<ul style="list-style-type: none"> <li>• <b><u>Chairman:</u></b> <ul style="list-style-type: none"> <li>a. Tata Capital Housing Finance Limited</li> <li>b. Tata Capital Financial Services Limited</li> <li>c. Tata Securities Limited</li> </ul> </li> <li>• <b><u>Additional Director:</u></b> <ul style="list-style-type: none"> <li>a. Tata Capital Pte. Limited</li> <li>b. Tata Realty Infrastructure Limited</li> </ul> </li> <li>• <b><u>Managing Director &amp; CEO:</u></b> <ul style="list-style-type: none"> <li>Tata Capital Limited</li> </ul> </li> </ul>
Memberships/ Chairmanships of committees across other companies	<p><b><u>Niskalp Infrastructure Services Limited</u></b></p> <p>Audit Committee</p>	<p><b>A. <u>Tata Capital Housing Finance Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Working Committee</li> <li>• Risk Management Committee</li> <li>• Asset Liability Committee</li> <li>• Corporate Social Responsibility Committee</li> </ul> <p><b>B. <u>Tata Capital Financial Services Limited</u></b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Investment Credit Committee</li> <li>• Risk Management Committee</li> <li>• Finance and Asset Liability Supervisory Committee</li> </ul> <p><b>C. <u>Tata Capital Limited</u></b></p> <p><b><u>Member</u></b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee</li> </ul>

		<ul style="list-style-type: none"> <li>• Finance and Asset Liability Supervisory Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Stakeholders Relationship Committee</li> </ul>
Shareholding in the Company	One Share held jointly with Tata Capital Limited	Nil
Relationship with other directors, manager or key managerial personnel, if any	None	None
Last drawn remuneration	Nil*	Not Applicable

\*Since Mr. Bandivadekar is an employee of the Holding company, he does not draw any remuneration from the Company.





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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: U65923MH2011PLC222430

Name of the Company: TATA CLEANTECH CAPITAL LIMITED

Registered Office: 11<sup>th</sup> 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: \_\_\_\_\_

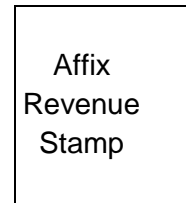
as my / our proxy to attend and vote for me / us and on my / our behalf at the Seventh Annual General Meeting of the Company to be held on Monday, June 25, 2018 at 1.00 p.m. in the Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 and at any adjournment thereof, in respect of such Resolutions set out in the Notice convening the Meeting, are as indicated below:

**Resolution Nos:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep C. Bandivadekar (DIN: 00059330), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors and to fix their remuneration.
4. Appointment of Mr. Rajiv Sabharwal as a Non-Executive Director of the Company.
5. To approve the payment of Commission to Non – Executive Directors and Independent Directors of the Company.

Signed this \_\_\_ day of \_\_\_\_\_, 2018

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 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 to at the entrance of the meeting room.

I / We hereby record my / our presence at the Seventh Annual General Meeting of the Company in the Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013 on Monday, June 25, 2018 at 1.00 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