



**TATA CAPITAL FINANCIAL SERVICES LIMITED**

**Registered Office:** 11<sup>th</sup> 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](http://www.tatacapital.com)

**NOTICE** IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL FINANCIAL SERVICES LIMITED will be held on Friday, June 22, 2018 at 4.15 p.m. in the Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, 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 receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of the Auditors thereon.**
- 3) **To confirm the payment of Interim Dividend on the Equity Shares of the Company for the Financial Year 2017-18.**
- 4) **To confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares of the Company for the Financial Year 2017-18.**
- 5) **To declare Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, allotted on March 21, 2018 and March 31, 2018, for the Financial Year ended March 31, 2018.**
- 6) **To appoint a Director in place of Mr. Devadas Mallya Mangalore (“Mr. M. D. Mallya”) (DIN: 01804955), who retires by rotation and, being eligible, offers himself for re-appointment.**
- 7) **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 modification or re-enactment thereof for the time being in force) read with the Companies (Audit and 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 Ninth AGM of the

Company to be held in the year 2019, to examine and audit the accounts of the Company for Financial Year 2018-19 at such remuneration and on such terms and conditions, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

**Special Business:**

**8) 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 up to the date of this 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.”

**9) Appointment of Mr. Kusal Roy as the Managing Director of the Company for a period of 5 years, commencing from April 1, 2018 and approval of the terms of his Remuneration**

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

“**RESOLVED** that Mr. Kusal Roy (DIN: 02268654), who was appointed as an Additional Director of the Company, with effect from April 1, 2018, by the Board of Directors of the Company, and who holds office up to the date of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment, be and is hereby appointed a Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Kusal Roy (DIN:02268654), as the Managing Director of Tata Capital Financial Services Limited (“TCFSL” / “the Company”), for a period of five years, with effect from April 1, 2018, upon the terms and conditions as detailed in the Explanatory Statement annexed to the Notice convening this Meeting (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), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Roy.”

**“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.”

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

**Avan K. Doomasia**  
**Company Secretary**

Mumbai, April 30, 2018

**Registered Office:**

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

## **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. 7, 8 and 9 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. M. D. Mallya, Mr. Rajiv Sabharwal and Mr. Kusal Roy, 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 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 an 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 Tuesday, May 29, 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. If Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, as recommended by the Board of Directors, is approved at the Meeting, payment of such dividend will be made within the statutory timelines to those Members whose names are on the Company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as on the close of business hours on Monday, April 30, 2018.
8. 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. 7, 8 and 9 of the accompanying Notice dated April 30, 2018:

### **Item No. 7**

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

At the Seventh 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 office from the conclusion of the Seventh AGM till the conclusion of the Twelfth AGM of the Company, to be held in 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. 7 of the Notice.

The Board commends the Ordinary Resolution at Item No. 7 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. 7 of the accompanying Notice.

### **Item No. 8**

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 March 28, 2018. Accordingly, the Board of Directors, vide a Circular Resolution dated March 28, 2018, appointed Mr. Sabharwal as an Additional Director of the Company, with effect from April 1, 2018. Mr. Sabharwal was also appointed as the Chairman of the Board of Directors of the Company on his assuming office as a Director of the Company. Pursuant to Section 161(1) of the Act, Mr. Sabharwal holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

A brief resume of Mr. Rajiv 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. 8 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. 8 of the accompanying 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. 8 of the Notice.

### **Item No. 9**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on February 23, 2018, approved the appointment of Mr. Kusal Roy (DIN: 02268654) as the Managing Director, Designate, of Tata Capital Financial Services Limited ("TCFSL") / "the Company") from March 1, 2018 up to the end of day on March 31, 2018 or such later date upto his appointment as Managing Director of the Company, post the receipt of the prior approval of the Reserve Bank of India ("RBI"). Further, at the same Meeting, Mr. Roy was also appointed as the Managing Director of the Company, with effect from April 1, 2018 or such later date post the receipt of approval of the RBI, for a period of five years, and had also approved the terms of the remuneration payable to Mr. Roy. The Company has since received the approval for the said appointment of Mr. Roy from the RBI vide its letter dated March 28, 2018. The appointment and payment of remuneration to Mr. Roy is subject to the approval of the Members of the Company. Accordingly, Mr. Roy's appointment took effect from April 1, 2018, on the retirement of Mr. Kadle taking effect from the end of day on March 31, 2018.

A brief Resume of Mr. Kusal Roy is given in the Annexure attached to the Notice.

The Principal terms and conditions of Mr. Roy's appointment as the Managing Director (hereinafter referred to as "Mr. Roy" or the "Managing Director") are, as follows:

- A. Tenure of Agreement:** The appointment of the Managing Director is for a period of 5 years, with effect from April 1, 2018 up to March 31, 2023.
- B. Nature of duties:** The Managing Director shall devote his whole time and attention to the business of the Company and perform 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 interests of the business of the Company, and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned to him 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 a company.
- C. Remuneration:**
  - I. Basic Salary:** Rs. 8,39,236 per month upto a maximum of Rs. 20,00,000 per month. The annual increments will be effected on April 1 of each year, to be decided by the Board of Directors or a Committee thereof, and will be merit based and will take into account the Company's performance as well.

## II. Benefits, Perquisites, Allowances:

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

Rent-free residential accommodation (furnished or otherwise) with 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) Hospitalization, Transport, Telecommunication and other facilities:

- (i) Hospitalization and major medical expenses for self, spouse, dependent (minor) children and dependent parents;
- (ii) Car, with driver provided, maintained by the Company for official and personal use; In case, the Managing Director chooses not to take a company provided driver, then an allowance of Rs. 1,04,000 per annum will be payable on a monthly basis for such time;
- (iii) Telecommunication facilities including broadband, internet and fax.
- (iv) Housing Loan as per the Rules of the Company.

- c) Other perquisites and allowances given below subject to a maximum of 55% of the Annual Salary:

The categories of perquisites / allowances to be included within the 55% limit shall be –

|   |                      |
|---|----------------------|
| i) Allowances                                       | 33.34%               |
| ii) Leave Travel Concession / Allowance             | 8.33%                |
| iii) Medical allowance                              | <u>8.33%</u>         |
|   | <b>50.00%</b>        |
| iv) Personal Accident Insurance ) @ actuals subject |                      |
| v) Club Membership fees for one club ) to a cap of  | <u>5.00%</u>         |
|   | <b><u>55.00%</u></b> |

- d) Contribution to Provident Fund, Superannuation Fund ("SAF") or Annuity Fund and Gratuity Fund as per the Rules of the Company. In case there is no contribution to the SAF, the same will be payable as an Allowance as per the rules of the Company;
- e) The Managing Director shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned, but not availed by the Managing Director, shall be encashable in accordance with the rules of the Company.

## III. Commission:

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a

particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the Managing Director will be based on performance as evaluated by the Board or a Committee thereof, duly authorized in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.

#### **IV. Incentive Remuneration:**

Such Incentive Remuneration not exceeding 200% of the Annual Basic Salary to be paid annually at the discretion of the Board of Directors or a Committee thereof, based on certain performance criteria and such other parameters as may be considered appropriate, from time to time. Incentive remuneration will be payable only when the Company cannot pay Commission.

#### **V. Long Term Incentive Pay:**

To pay such amount under the Long Term Incentive Plan to Mr. Roy over the period of his tenor as Managing Director, as per the currently applicable rules of the Company and as may be approved by the Nomination and Remuneration Committee / Board of Directors, from time to time.

#### **VI. Other Benefits:**

Such other benefits may be granted to the Managing Director, upon his assuming office, as per mutually agreed terms between the Company and the Managing Director and at such specified intervals, which could be clawed back in the event of separation from the Company.

### **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 and Allowances and Incentive Remuneration as specified above.

#### **D. Other terms of Appointment:**

- (i) The Managing Director shall, subject to the superintendence, control and direction of the Board of Directors, be entrusted with substantial powers of management to perform such duties as may, from time to time, be entrusted to him.
- (ii) If the Managing Director ceases to be a Director of the Company, he shall cease to be the Managing Director of the Company. If the Managing Director ceases to be in the employment of the Company, he shall cease to be a Director and the Managing Director of the Company.
- (iii) 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.



- (iv) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board of Directors, 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.
- (v) 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.
- (vi) 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.
- (vii) 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.
- (viii) The Managing Director will not, during the continuance of his employment with the Company, 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 holding company or its subsidiaries or associated companies
- (ix) The appointment of the Managing Director shall be subject to the provisions of Sections 164 and 167 of the Act.

- (x) 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.
- (xi) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Tata Code of Conduct, maintenance of confidentiality, Intellectual Property, non-competition and non-solicitation.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, the applicable Rules framed thereunder and read with Schedule V to the Act, the terms of appointment and payment of remuneration to Mr. Roy, as specified above, are now being placed before the Members for their approval.

The Members are informed that the draft of the Agreement to be executed between the Company and Mr. Roy for his appointment as Managing Director of the Company would be available for inspection by the Members on any working day between 10:00 a.m. and 5:00 p.m. at the Registered Office of the Company (except Saturday and Sunday) and also at the Meeting.

The Board commends the Ordinary Resolution at Item No. 9 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Roy is concerned and interested in the Resolution mentioned at Item No. 9 of the accompanying Notice. Other than Mr. Roy, none of his relatives or any other Director, Key Managerial Personnel or their relatives, are concerned or interested in the Resolution at Item No. 9 of the Notice.

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

**Avan K. Doomasia**  
**Company Secretary**

Mumbai, April 30, 2018

**Registered Office:**

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

**Annexure**

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

| <b>Particulars</b>    | <b>Mr. Devadas Mallya<br/>Mangalore<br/>(DIN: 01804955)</b>  | <b>Mr. Rajiv Sabharwal<br/>(DIN: 00057333)</b>  | <b>Mr. Kusal Roy<br/>(DIN: 02268654)</b>  |
|-----------------------|--|---|---|
| Date of Birth and Age | November 9, 1952<br>Age: 65 years  | September 28, 1965<br>Age: 52 years   | October 17, 1970<br>Age: 47 years   |
| Appointment on        | July 17, 2017  | April 1, 2018   | April 1, 2018   |
| Qualifications        | <ul style="list-style-type: none"><li>• B.E from Karnataka Regional Engineering College, Suratkal (now known as National Institute of Technology)</li><li>• PGDM from Indian Institute of Science, Bangalore</li></ul>   | <ul style="list-style-type: none"><li>• B. Tech from IIT Delhi</li><li>• PGDM from IIM, Lucknow</li></ul>   | <ul style="list-style-type: none"><li>• B. Tech from IIT, Kharagpur</li><li>• PGDM from IIM, Ahmedabad</li></ul>  |
| Experience            | <ul style="list-style-type: none"><li>• Wide exposure to management education and attended various training programmes in leading academic institutes like Indian Institute of Management (IIM), Ahmedabad, National Institute of Bank Management (NIBM), Pune, etc.</li><li>• Associated with CII as member of SME Sub-Committee.</li><li>• Ranked one amongst the top 100 CEOs of the Country (adjudged by Economics Times).</li></ul> | 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. 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 service 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, financial inclusion business and digital banking technology. Mr. Sabharwal also had successful stints with Sequoia Capital, Godrej | Mr. Kusal Roy is a management professional with 23 years of experience, largely in Retail Unsecured Lending and Payments, at Citibank NA, Barclays Bank Plc. and ICICI Bank Ltd. In his last role from 2010-18, Mr. Roy was Senior General Manager and Head of Payments Businesses and Unsecured Loans at ICICI Bank Ltd. In this role, he headed the Cards (Credit, Debit, Prepaid) and Personal Loans and Business loan businesses. Prior to this, Mr. Roy was a founding partner with IncValue Advisors, an advisory firm engaged in management consulting, financial intermediation, and incubation, apart from being associated with |

|   |   |  |                              |
|---|---|--|------------------------------|
|   |   | Group, SRF Finance, GE Capital and Times Bank.   | Barclays and Citibank India. |
| No. of Meetings of the Board attended during FY 2017-18         | 6 (out of 10)   | Nil  | Nil                          |
| Other Directorships   | <p><b><u>Director</u></b></p> <ul style="list-style-type: none"> <li>• Coffee Day Enterprises Limited</li> <li>• Interglobe Aviation Limited</li> <li>• Emami Limited</li> <li>• Seven Islands Shipping Limited</li> <li>• India Infradebt Limited</li> <li>• Milestone Capital Advisors Limited</li> <li>• Indian Institute of Insolvency Professionals of ICAI</li> <li>• CFM Asset Reconstruction Private Limited</li> </ul> | <p><b><u>Chairman</u></b></p> <ul style="list-style-type: none"> <li>• Tata Capital Housing Finance Limited</li> <li>• Tata Securities Limited</li> </ul> <p><b><u>Additional Director</u></b></p> <ul style="list-style-type: none"> <li>• Tata Cleantech Capital Limited</li> <li>• Tata Realty Infrastructure Limited</li> <li>• Tata Capital Pte. Ltd.</li> </ul> <p><b><u>Managing Director &amp; CEO</u></b></p> <p>Tata Capital Limited</p>   | -                            |
| Memberships/ Chairmanships of committees across other companies | <p><b><u>India Infradebt Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul> <p><b><u>Seven Islands Shipping Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Member</li> </ul> <p><b><u>Interglobe Aviation Limited</u></b></p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairman</li> </ul>                                      | <p><b><u>Tata Capital Housing Finance Limited</u></b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Member)</li> <li>• Working Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Asset Liability Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> </ul> <p><b><u>Tata Cleantech Capital Limited</u></b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Chairman)</li> <li>• Audit Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Finance and Asset</li> </ul> | -                            |

|  |              |  |      |
|--|--------------|--|------|
|  |              | Liability Supervisory Committee (Member) <ul style="list-style-type: none"> <li>• Investment Credit Committee (Member)</li> <li>• Information Technology Strategy Committee (Member)</li> </ul><br><b><u>Tata Capital Limited</u></b> <ul style="list-style-type: none"> <li>• Risk Management Committee (Member)</li> <li>• Finance and Asset Liability Supervisory Committee (Member)</li> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> </ul> |      |
| Shareholding in the Company  | Nil          | Nil  | Nil  |
| Relationship with other directors, manager or key managerial personnel, if any | None         | None   | None |
| Last drawn Remuneration*   | Rs. 6,90,000 | Nil  | Nil  |

\*Last drawn remuneration includes the Sitting Fees paid to Mr. Mallya for FY 2017-18.



**TATA CAPITAL FINANCIAL SERVICES LIMITED**

Registered Office: 11<sup>th</sup> 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](http://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: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES 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 Capital Financial Services 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 Friday, June 22, 2018 at 4.15 p.m. in the Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013 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, 2018, together with the Reports of the Board of Directors and the Auditors thereon
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the Report of the Auditors thereon
3. To confirm the payment of Interim Dividend on the Equity Shares of the Company for the Financial Year 2017-18

4. To confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares of the Company for the Financial Year 2017-18
5. To declare Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, allotted on March 21, 2018 and March 31, 2018, for the financial year ended March 31, 2018
6. To appoint a Director in place of Mr. M. D. Mallya (DIN: 01804955), Director, who retires by rotation and being eligible, offers himself for re-appointment.
7. To ratify the appointment Statutory Auditors and to fix their remuneration
8. Appointment of Mr. Rajiv Sabharwal as a Non-Executive Director of the Company
9. Appointment of Mr. Kusal Roy as the Managing Director of the Company for a period of 5 years, commencing from April 1, 2018 and approval of the terms of his Remuneration

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 on the Resolutions.**



**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](http://www.tatacapital.com)

**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/our presence at the Eighth 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 – 400013 on Friday, June 22, 2018 at 4.15 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