



**TATA CAPITAL FINANCIAL SERVICES LIMITED**

**Registered Office:** One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai - 400001.

Tel No: 91 22 67459000 Fax: 91 22 6656 2699 Website: [www.tatacapitalfinancialservices.com](http://www.tatacapitalfinancialservices.com)

**CONSENT FORM**

Serial No. :

1.Name & Registered Address of the Sole / :  
First named Debenture Holder

2.Name(s) of the Joint Holder(s) (if any) :

3.Registered Folio Number (If Debentures held in :  
physical mode)  
DP ID No. & Client ID No. (If Debentures held  
in dematerialized form)

4. Number of Debenture(s) held :

5. Debenture Option :

6. Debenture Holders are requested to select any one of the following options [ by putting tick (✓) mark in the box provided below]:

**Consent for Continuation of the Secured Redeemable Non-Convertible Debentures for a further period of 5 years at the existing coupon rate:**

I/We, the undersigned, holding Secured Redeemable Non-Convertible Debentures ("NCD") of the Company issued to the public, of the aggregate outstanding value of Rs.605.02 crore, do hereby give my/our consent to **continue to hold all the NCDs** held by me/us, for a further period of 5 years i.e. upto March 5, 2019 at the existing coupon rate and on the terms and conditions as mentioned in the Prospectus dated January 21, 2009, Debenture Trust Deed dated February 12, 2009 and as modified under the Supplementary Debenture Trust Deed dated July 26, 2012.

**OR**

**Request for Redemption of all the Secured Redeemable Non-Convertible Debentures:**

I/We, the undersigned, holding Secured Redeemable Non-Convertible Debentures ("NCD") of the Company issued to the public, of the aggregate outstanding value of Rs.605.02 crore, do not wish to continue to hold the NCDs for a further period of 5 years i.e. upto March 5, 2019 and wish to **redeem all the NCDs** held by me/us, on March 5, 2014.

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_  
Signature of the Debenture Holder(s)

Contact No. Office : \_\_\_\_\_ Residence : \_\_\_\_\_ Mobile : \_\_\_\_\_

Email ID : \_\_\_\_\_

Place : \_\_\_\_\_ Date : \_\_\_\_\_

**Notes:**

- 1. The consent to continue the NCDs is subject to the Special Resolution for the continuation of the NCDs at the existing coupon rate, being approved by the Debenture Holders through Postal Ballot.***
- 2. Please note that in case no option is selected by putting tick (✓) mark by the Debenture Holders, the NCDs would be redeemed.***
- 3. Please note that a vote by the Debenture Holder in favour of i.e. "FOR" the Resolution for Continuation of the NCDs in the Postal Ballot Form, would not be construed as consent for continuation of the NCDs. Debenture Holders are requested to select the option for continuation of the NCDs and send their duly completed and signed Consent Form, in the self addressed postage pre-paid Business Reply Envelope, if they wish to continue to hold their NCDs.***
- 4. Last date for receipt of the Consent Form is Friday, February 21, 2014.***
- 5. Please read the instructions mentioned overleaf before exercising your consent.***

## INSTRUCTIONS

1. A Debenture Holder wishing to exercise the written consent to continue to hold the Secured Redeemable Non-Convertible Debentures ("NCD") of the Company issued to the public, of the aggregate outstanding value of Rs. 605.02 crore, for the extended tenure of 5 years at the existing coupon rate, must complete the Consent Form and send it to Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents at Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 in the enclosed self-addressed postage pre-paid Business Reply Envelope. However, the envelope containing the Form, if sent by courier or by any other means, shall be at the expense of the Debenture Holder and the same will also be accepted.
2. This Form should be duly completed and signed by the Debenture Holder as per the specimen signature registered with Registrar and Transfer Agents/Depository. In case of joint holding, this Form should be signed by all the Debenture Holders.
3. In case a Debenture Holder wishes to continue to hold the NCDs for the extended period of 5 years, then the duly completed and signed **Form should reach Karvy not later than the close of working hours (6:00 p.m.) on Friday, February 21, 2014**. In case the Form is received after the date mentioned above or is not received or a negative response is received, the NCDs shall stand redeemed. The Company shall not be held responsible for non receipt of the Form.
4. If a Debenture Holder wishes to continue to hold the NCDs, the Debenture Holder should consent to continue to hold all the NCDs held, under each option. Consent for continuing to hold only a portion of the NCDs will be rejected.
5. Please note that Forms which are unsigned/blank/incomplete/illegible/no Option selected/Option selected other than by putting tick (✓) mark, will not be accepted by the Company and the NCDs will be redeemed.
6. Holders of Power of Attorney ("POA") on behalf of a Debenture Holder may fill in the Consent Form mentioning the Registration No. of the POA or enclosing an attested copy of POA.
7. In case of NCDs held by companies, trusts, societies, etc., the Consent Form should be signed by a person authorised in this behalf, accompanied by a certified true copy of the supporting Board Resolution / Authority letter.
8. The continuation of the NCDs is subject to the approval of 75% of the Debenture Holders voting (in number and in value), by way of a Special Resolution, which is being sought through a Postal Ballot. The Postal Ballot Notice along with the Explanatory Statement and the Postal Ballot Form have been sent to the Debenture Holders.
9. In case of non-receipt of the Consent Form or the Postal Ballot Form or for any query related thereto, the Debenture Holder may contact the Company Secretary, Tata Capital Financial Services Limited, Peninsula Business Park, Tower A, 11<sup>th</sup> Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400 013 or on Tel: 91 22 6606 9027 / E-mail: [compliance.ncd@tatacapital.com](mailto:compliance.ncd@tatacapital.com) or Karvy at Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 or on Tel: 91 40 44655000; Toll Free No : 18003454001 / E-mail: [inward.ris@karvy.com](mailto:inward.ris@karvy.com). The Consent Form and the Postal Ballot Form will also be available at the Registered Office of the Company and at the Office of Karvy as mentioned above and can be downloaded from the website of the Company: [www.tatacapitalfinancialservices.com](http://www.tatacapitalfinancialservices.com) or that of Karvy: [karisma.karvy.com](http://karisma.karvy.com).
10. Debenture Holder(s) may refer to Frequently Asked Questions ("FAQs") hosted on the websites of the Company and of Karvy.