



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

POSTAL BALLOT 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 :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated January 2, 2014 by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution by placing a tick (✓) mark in the appropriate box below:

Description of Resolution	No. of Debentures	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution Continuation of the Secured Redeemable Non-Convertible Debentures of the Company issued to the public, of the aggregate outstanding value of Rs.605.02 crore, for a further period of 5 years at the existing coupon rate.			

1. _____ 2. _____ 3. _____

Signature of the Debenture Holder(s)

Contact No. Office : _____ Residence : _____ Mobile : _____

Email ID : _____

Place : _____ Date : _____

Notes:

1. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Friday, February 14, 2014.
2. Please note that the Postal Ballot Form should be sent in the attached self - addressed postage pre-paid Business Reply Envelope bearing the name and address of the Scrutinizer.
3. Please read the instructions mentioned overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Debenture Holder desirous of exercising to vote by Postal Ballot should complete the Postal Ballot Form in all respects and send the duly signed Form to Ms. Savita Jyoti, Practicing Company Secretary, the Scrutinizer, in the attached self-addressed postage pre-paid Business Reply Envelope ("BRE"), which should be properly sealed. Postage will be borne and paid by the Company. However, the envelope containing the Form, if sent by courier or by Registered / Speed Post or any other means, shall be at the expense of the Debenture Holder and the same will also be accepted.
2. **The self-addressed BRE bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.**
3. The Postal Ballot Form should be completed and signed by the Debenture Holder as per specimen signature registered with the Registrar and Transfer Agents / Depository. In case of joint holding, this Form should be signed by all the Debenture Holders. Unsigned and incomplete Postal Ballot Form(s) will be rejected.
4. Holders of Power of Attorney ("POA") on behalf of a Debenture Holder may vote on the Postal Ballot mentioning the Registration No. of the POA or enclosing an attested copy of the POA.
5. In case of NCDs held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Resolution giving requisite authority to the person voting on the Postal Ballot Form.
6. The voting rights of the Debenture Holder(s) shall be reckoned on the number and value of debentures registered in the name of the Debenture Holder(s) as on the Record Date i.e. Friday, January 10, 2014.
7. The Debenture Holder(s) will be required to exercise their option in respect of all the Secured Redeemable Non-Convertible Debentures ("NCD") held by them.
8. **The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6:00 p.m.) on Friday, February 14, 2014.** If the Postal Ballot Form is not received or received after that date, it will be treated as if the reply from such Debenture Holder has not been received.
9. A Debenture Holder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified above.
10. Debenture Holders are requested not to send any paper along with the Postal Ballot Form in the attached self-addressed postage pre-paid BRE, as all such envelopes are addressed to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and may be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every Folio / Client ID, irrespective of the number of Joint Debenture Holder(s).
12. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected
13. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.
14. 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. The Company has also sent Consent Forms to enable the Debenture Holder to give their positive consent for continuing to hold the NCDs. **If the 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.** Debenture Holders desiring to continue to hold the NCDs, are requested to send their Consent Form, duly completed and signed, to Karvy Computershare Private Limited ("Karvy"), the Company's Registrar and Transfer Agents, after selecting the appropriate option in respect of the continuation of the NCDs. Debenture Holders are requested to send their Consent Forms in the separate BRE enclosed for this purpose. **The last date for receipt of the Consent Form is Friday, February 21, 2014.**
15. In case of non-receipt of the Postal Ballot Form or the Consent Form or for any query related thereto, the Debenture Holders may contact the Company Secretary, Tata Capital Financial Services Limited, Peninsula Business Park, Tower A, 11th Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400 013 or on Tel: 91 22 6606 9027 / E-mail: compliance.ncd@tatacapital.com or Karvy, 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. The Postal Ballot Form and the Consent 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 or that of Karvy: karisma.karvy.com.
16. Debenture Holder(s) may refer to Frequently Asked Questions ("FAQs") hosted on the websites of the Company and of Karvy.