

TATA

**RESULT DECLARED AT THE SIXTH ANNUAL GENERAL MEETING
OF THE COMPANY HELD ON JUNE 30, 2014**

Pursuant to the provisions of Section 96 of the Companies Act 2013, the Sixth Annual General Meeting of the Company was convened on Monday, June 30, 2014 at 1.15 p.m. at the Registered Office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai - 400 001, to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated June 4, 2014.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members to vote electronically ("e-voting") on the aforementioned Resolutions and had appointed Mr. Umesh Maskeri, Practising Company Secretary, as a Scrutinizer to conduct the e-voting process in a fair and a transparent manner. The e-voting period had commenced on Wednesday, June 25, 2014 from 12:01 a.m. and ended on Thursday, June 26, 2014 on 11:59 p.m.

The Scrutinizer submitted his Report on the e-voting and the following results were announced on Monday, June 30, 2014 by the Chairman:

Particulars of resolution	In favour of the resolution			Against the resolution		
	No of Members	No. of Shares /e-votes	% Shares /e-votes	No of Members	No. of Shares /e-votes	% Shares /e-votes
Item No. 1: Adoption of Audited Financial Statements for the financial year ended March 31, 2014 Ordinary Resolution for considering and adoption of Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet of the Company as at that date together with Reports of the Directors and Auditors thereon.	7	25,33,33,332	100	Nil	Nil	Nil
Item No. 2: Declaration of Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year ended March 31, 2014 Ordinary Resolution for declaration of Dividend on the Compulsorily Convertible Cumulative Preference Shares for the Financial Year 2013-14.	7	25,33,33,332	100	Nil	Nil	Nil

TATA CAPITAL HOUSING FINANCE LIMITED

17th Floor, Corporate Building A, 3rd Floor, Off Postman Road 2, Thane West 400 007

Tel: 91 22 61829261 Fax: 91 22 61829265

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

CIN: U67190MH2008PLC187552

website: www.tatacapital.com

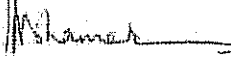


TATA

Item No. 3: Re-appointment of Mr. Praveen P Kadle, Director who retires by rotation	7	25,33,33,332	100	Nil	Nil	Nil
Ordinary Resolution for re-appointment of Mr. Praveen P Kadle, a Director retiring by rotation under Section 152(6) of the Companies Act, 2013, and who is eligible for re-election.						
Item No. 4: Appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration	7	25,33,33,332	100	Nil	Nil	Nil
Ordinary Resolution for appointment of M/s. Deloitte Haskins & Sells, LLP as Statutory Auditors of the Company pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 for the FY 2014-15 and to hold the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.						
Item No. 5: Appointment of Mr. Janki Ballabh as an Independent Director of the Company	7	25,33,33,332	100	Nil	Nil	Nil
Ordinary Resolution for appointment of Mr Janki Ballabh as an Independent Director pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, with effect from June 30, 2014 to October 23, 2017.						

Accordingly, aforementioned Resolutions have been passed by the requisite majority of the Members of the Company.

For TATA CAPITAL HOUSING FINANCE LIMITED


S. Balakrishna Kamath
Company Secretary

Place: Mumbai
Date: June 30, 2014



Umesh P Maskeri
Practising Company Secretary

304, Geetanjali Heights, Plot No.77, Sector 27, Near Presentation Convent School, Nerul (East), Navi Mumbai - 400 706.
Tel: 022 -27716918/19; Mob.: 09930178352; Email: umeshmaskeri@gmail.com

June 27, 2014

To
The Chairman
Tata Capital Housing Finance Limited
One Forbes,
Dr. V B Gandhi Marg,
Fort, Mumbai – 400001.

Respected Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Tata Capital Housing Finance Limited, ("the Company"), has vide resolution of its Board of Directors dated May 5, 2014, appointed the undersigned as the Scrutinizer to ensure that the provisions of e-voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") are complied with.

As required under Section 101 and 108 of the Act, Notice of the Sixth Annual General Meeting of the Company dated June 4, 2014 along with Explanatory Statement under Section 102 of the Act, was sent to the Members of the Company, by courier along with instructions relating to the facility provided for casting the votes electronically ("e-voting") through the electronic system of the Central Depository Services (India) Limited ("CDSL"), to vote electronically in respect of the following Resolutions:

Item No.	Subject matter of resolution
1	Adoption of Audited Financial Statements for the financial year ended March 31, 2014
2	Declaration of Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year ended March 31, 2014
3	Re-appointment of Mr. Praveen P Kadle, Director, who retires by rotation
4	Appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration
5	Appointment of Mr. Janki Ballabh as an Independent Director of the Company

The Company also availed the e-voting facility offered by CDSL for conducting e-voting by the Members of the Company.



Umesh P Maskeri
Practicing Company Secretary

304, Geetanjali Heights, Plot No.77, Sector 27, Near Presentation Convent School, Nerul (East), Navi Mumbai - 400 706.
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The Members were required to log in the e-voting system and cast their votes by electronic means. The voting period had started on Wednesday, June 25, 2014 at 12:01 a.m. and ended on Thursday, June 26, 2014 at 11:59 p.m. Accordingly, the electronic votes cast during this period have been taken into account and the CDSL e-voting platform was blocked thereafter.

As required under the Rules, a Register has been maintained in electronic form recording the assent or dissent received, the particulars of name, address, folio number or Client ID of the Members, number of shares held by them and the nominal value of such shares. None of these shares have any differential voting rights. The Corporate member who has participated in the e-voting has provided the scanned copy of the resolution of the Board of Directors.

A summary of the e-voting with their pattern of voting is furnished as per Annexure-A.

Based on the above, the Resolutions as set out in Item Nos. 1 to 5, have been passed with requisite majority.

The results of the aforesaid e-voting may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

Umesh P Maskeri

UMESH P MASKERI
PRACTICING COMPANY SECRETARY
COP No. 12704, FCS No 4831



Umesh P Maskeri
Practising Company Secretary

304, Geetanjali Heights, Plot No.77, Sector 27, Near Presentation Convent School, Nerul (East), Navi Mumbai - 400 706.
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ANNEXURE A

SUMMARY OF E-VOTING

Particulars of resolution	In favour of the resolution			Against the resolution		
	No of Members	No. of Shares /e-votes	% Shares /e-votes	No of Members	No. of Shares /e-votes	% Shares /e-votes
Item No. 1: Adoption of Audited Financial Statements for the financial year ended March 31, 2014 Ordinary Resolution for considering and adoption of Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet of the Company as at that date together with Reports of the Directors and Auditors thereon.	7	25,33,33,332	100	Nil	Nil	Nil
Item No. 2: Declaration of Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year ended March 31, 2014 Ordinary Resolution for declaration of Dividend on the Compulsorily Convertible Cumulative Preference Shares for the Financial Year 2013-14.	7	25,33,33,332	100	Nil	Nil	Nil
Item No. 3: Re-appointment of Mr. Praveen P Kadle, Director who retires by rotation Ordinary Resolution for re-appointment of Mr. Praveen P Kadle, a Director retiring by rotation under Section 152(6) of the Companies Act, 2013, and who is eligible for re-election.	7	25,33,33,332	100	Nil	Nil	Nil

Umesh Maskeri



Umesh P Maskeri
Practising Company Secretary

304, Geetanjali Heights, Plot No.77, Sector 27, Near Presentation Convent School, Nerul (East), Navi Mumbai - 400 706.
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Item No. 4: Appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration Ordinary Resolution for appointment of M/s. Deloitte Haskins & Sells, LLP as Statutory Auditors of the Company pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 for the FY 2014-15 and to hold the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.	7	25,33,33,332	100	Nil	Nil	Nil
Item No. 5: Appointment of Mr. Janki Ballabh as an Independent Director of the Company Ordinary Resolution for appointment of Mr Janki Ballabh as an Independent Director pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, with effect from June 30, 2014 to October 23, 2017.	7	25,33,33,332	100	Nil	Nil	Nil

Umesh P Maskeri

UMESH P MASKERI
PRACTISING COMPANY SECRETARY & SCRUTINIZER
COP No. 12704, FCS No 4831

Date: June 27, 2014