

TATA CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
CIN: U65990MH1991PLC060670

Telephone: (022) 6606 9000 • **Fax:** (022) 6656 2699 • **Website:** www.tatacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL LIMITED will be held on Monday, May 6, 2019 at 9.30 a.m. at the Registered Office of the Company at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, to transact the following special business:-

1. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 1

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-1”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-1 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

2. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 2

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-2”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-2 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

3. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 3

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the

“Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-3”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-3 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

4. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 4

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-4”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as

identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-4 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

5. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 5

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-5”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-5 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;

- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

6. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 6

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-6”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-6 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and

take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

7. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 7

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-7”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-7 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

8. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 8

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if

any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-8”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-8 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

9. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 9

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription,

if any, ("Offer-9"), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-9 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable."

"RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit."

10. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 10

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares ("CRPS") of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, ("Offer-10"), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-10 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;

- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

11. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 11

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-11”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-11 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;

- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

12. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 12

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-12”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-12 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

13. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 13

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-13”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-13 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

14. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 14

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the

“Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-14”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-14 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

15. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 15

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-15”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-15 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

16. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 16

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-16”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-16 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;

- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

17. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 17

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-17”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-17 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem

fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

18. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 18

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, (“Offer-18”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-18 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

19. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 19

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to

time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares ("CRPS") of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription, if any, ("Offer-19"), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-19 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable."

"RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit."

20. Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer - 20

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,00,000 Cumulative Redeemable Preference Shares ("CRPS") of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 40 crore, including the option to retain oversubscription,

if any, ("Offer-20"), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-20 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable."

"RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit."

21. Issue and Offer of 4,50,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 45 crore, on a Private Placement basis: Offer - 21

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,50,000 Cumulative Redeemable Preference Shares ("CRPS") of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 45 crore, including the option to retain oversubscription, if any, ("Offer-21"), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-21 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;

- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

22. Issue and Offer of 4,50,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 45 crore, on a Private Placement basis: Offer - 22

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations / guidelines, if any, prescribed by any relevant authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to create, offer and / or invite to subscribe, issue and allot, for cash at par, upto 4,50,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 45 crore, including the option to retain oversubscription, if any, (“Offer-22”), on a private placement basis, during Financial Year 2019-20, to the select group of persons as identified and approved by the Board of Directors, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the particulars in respect of Offer-22 are, as under:

- (i) CRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CRPS shall be non-participating in the surplus funds;
- (iii) CRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Holders of CRPS shall be paid dividend on a cumulative basis;
- (v) CRPS shall not be convertible into equity shares;
- (vi) CRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CRPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc., as may be required, with any regulatory / statutory authority and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit.”

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

Avan Doomasia
Company Secretary

Mumbai, April 8, 2019

Registered Office:

11th 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”) in respect of the businesses set out at Item Nos. 1 to 22 above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS / HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** 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. 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 less than 48 (Forty Eight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc., must be supported by appropriate resolution / authority, as applicable.
4. Members / Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on March 29, 2019 (“Record Date”).
6. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Share Registrars and Transfer Agents i.e. TSR Darashaw Limited / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
7. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company, www.tatacapital.com and that of Central Depository Services (India) Limited (“CDSL”), www.evotingindia.com.
8. The holders of Cumulative Redeemable Preference Shares are not entitled to vote on the items set out in the Notice.

9. Process and manner for Members opting for voting through Electronic means:

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL (“remote e-voting”).
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut Off Date of April 29, 2019**, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. Any recipient of the Notice who has no voting rights as on the Cut Off Date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut Off Date i.e. April 29, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the EGM by following the procedure mentioned in this part.
- iv. The remote e-voting will commence on Thursday, May 2, 2019 at 9.00 a.m. and will end on Sunday, May 5, 2019 at 5.00 p.m. During this period, the Members of the Company holding shares either in physical form or in demat form as on the Cut Off Date i.e. April 29, 2019, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- vi. The facility for voting through electronic or physical ballot would also be made available at the EGM and the Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right of voting at the Meeting. The Members who have already cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut Off Date of April 29, 2019.
- viii. The Company has appointed Mr. P. N. Parikh (FCS No. 327; COP No. 1228) and failing him, Mr. Mitesh Dhabliwala (FCS No. 8331; COP No. 9511) of M/s. Parikh & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll at the EGM, in a fair and transparent manner.
- ix. The procedure and instructions for remote e-voting are, as follows:
 - a. Open your web browser during the voting period and log on to the e-voting website, www.evotingindia.com.
 - b. Now click on “Shareholders” to cast your votes.
 - c. Now, fill up the following details in the appropriate boxes:

| | |
|-----------|---|
| User - ID | For CDSL: 16 digits Beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID Members holding shares in physical form should enter the Folio Number registered with the Company |
|-----------|---|

- d. Next, enter the Image Verification as displayed and click on Login.

- e. If you are a first time user, follow the steps given below:

| | |
|---|--|
| For Members holding shares in demat form and physical form: | |
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL followed by the last 8 digits of their Demat account number/Folio No., as the case may be, in the PAN field.</p> <p>In case the Folio No. is less than 8 digits, enter the applicable number of 0s before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar and Folio No. is 1, then enter RA00000001 in the PAN field.</p> |
| Dividend Bank Details | Enter the Dividend Bank Details or DOB in dd/mm/yyyy as recorded in your demat account or the Company records for the said folio. |
| OR | If the details are not recorded with the Depository or Company, please enter the number of Shares held by you in the bank account column. |
| Date of Birth ("DOB") | |

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- i. Now, select the Electronic Voting Sequence Number ("EVSN") along with "TATA CAPITAL LIMITED" from the drop down menu and click on "SUBMIT".
- j. On the voting page, you will see Resolution Description and against the same, the option "YES/NO" for voting. The option "YES" implies that you assent to the Resolution and Option "NO" implies that you dissent to the Resolution. Enter the number of shares (which represents number of votes) under "YES/NO" or alternatively you may partially enter any number in "YES" and partially in "NO", but the total number in "YES" and "NO" taken together should not exceed your total shareholding.
- k. Click on the RESOLUTION FILE LINK if you wish to view the entire Notice.
- l. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- o. Note for Non-Individual Members and Custodians:
- Non-Individual Members (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (“POA”) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- x. The Chairman shall, at the EGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the Scrutinizer, by use of electronic or physical ballot for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- xi. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not later than three days of conclusion of the meeting, issue a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the Result of the voting forthwith.
- xii. The Results declared, alongwith the Scrutinizer’s Report, will be posted immediately, after the declaration of the same by the Chairman on the Company’s website, www.tatacapital.com and also on the website of CDSL, www.evotingindia.com. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.
- xiii. In case you have any queries or issues regarding remote e-voting, please contact helpdesk.evoting@cdslindia.com or Ms. Avan Doomasia, Company Secretary, at avan.doomasia@tatacapital.com or Tel. No. 022-66069140. Members may also refer to the Frequently Asked Questions available under the ‘HELP’ section on www.evotingindia.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. 1 to 22 of the accompanying Notice dated April 8, 2019.

Item Nos. 1 to 22

At the Meeting of the Board of Directors of the Company (“Board”) held on March 27, 2019, the Directors had pursuant to the provisions of Sections 42, 55 and 62 of the Act and the Rules framed there under, approved of an issue and offer not exceeding 89,00,000 Cumulative Redeemable Preference Shares (“CRPS”) of ₹ 1,000/- each for an aggregate amount not exceeding ₹ 890 crore, for cash at par, during Financial Year 2019-20, on such terms and conditions as may be determined by the Board.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, *inter alia*, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each such offer and invitation.

The approval of the Members is accordingly being sought by way of Special Resolutions under Sections 42, 55 and 62 of the Act read with the Rules framed there under, as amended from time to time, for the issue and offer of CRPS as set out in the Resolutions at Item Nos. 1 to 22 and to allot the CRPS, on a private placement basis, during Financial Year 2019-20, on the terms and conditions set out hereunder.

Given below are the terms of issue of the CRPS and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, applicable for each of the Offers mentioned in the Resolutions at Item Nos. 1 to 22:

- (i) The CRPS shall be cumulative, non-participating and non-convertible.
- (ii) The objective of each of the issues is to:
 - a) redeem the existing Preference Shares; and / or
 - b) make fresh investments and / or grant loans and / or Inter Corporate Deposits by the Company as permitted by its Investment Policy and / or as specifically approved by the Board and as permissible to a Core Investment Company; and / or
 - c) any Capital expenditure as may be approved by the Board; and / or
 - d) any other activity that may be permitted to be carried out by a Core Investment Company.
- (iii) The CRPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time).
- (iv) The Promoter or Directors of the Company may subscribe to the CRPS under the below mentioned Offers and/or to further issues of shares as may be made by the Company, from time to time.
- (v) Principle terms of assets charged as securities - Not Applicable

(vi) Other terms over and above those mentioned in the Resolutions are:

| | |
|--|---|
| Issue size, number of CRPS to be issued and nominal value of each share | <p>Offer - 1 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 2 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 3 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 4 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 5 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 6 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 7 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 8 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 9 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 10 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 11 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 12 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 13 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 14 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 15 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 16 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 17 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 18 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 19 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 20 (4,00,000 CRPS of ₹ 1,000/- aggregating ₹ 40 crore), Offer - 21 (4,50,000 CRPS of ₹ 1,000/- aggregating ₹ 45 crore), and Offer - 22 (4,50,000 CRPS of ₹ 1,000/- aggregating ₹ 45 crore), including the option to retain oversubscription, if any, for each of the above Offers.</p> <p>The offers have been named in seriatim for the sake of clarity and depending on market conditions and liquidity, any offer may be made in any order, subject however, that no fresh offer shall be made unless the allotments with respect to the Offer made earlier have been completed or the Offers have been withdrawn or abandoned by the Board of Directors.</p> |
| Issue Price | The CRPS will be issued at par i.e. ₹ 1,000/- per share. |
| Basis on which price has been arrived | Not Applicable since the issue is at par. |
| Manner of issue of shares | The CRPS will be issued on a private placement basis and in demat form. |
| Name and address of the Valuer, who performed Valuation | Not Applicable since the issue is at par. |
| Offer Period (Proposed time schedule) | To be determined by the Board. |
| Rate of Dividend | As may be determined by the Board. |
| Listing | The CRPS will not be listed. |
| Manner and Mode of Redemption | <p>The Redemption will be made at par in accordance with Section 55 of the Act, out of the profits available for distribution as dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.</p> <p>The redemption payment will be made by any of the modes such as RTGS, NEFT, NECS, Demand Draft, etc.</p> |
| Terms of Redemption | Not exceeding 10 years with or without a Put / Call option, as may be determined by the Board. |
| Expected Dilution in Equity Capital upon conversion of Preference Shares | Nil, since the CRPS are non-convertible. |
| Credit Rating | To be rated by CRISIL/CARE/ICRA or any other rating agency. |

(vii) The shareholding pattern of the Company as on March 31, 2019 is, as under:

| EQUITY SHARES (Face Value: ₹ 10) | | | | |
|--|---|-----------------------|------------------------|-----------------------|
| Sr. No. | Name of the Member | No. of Shares | Amount (₹) | Percentage (%) |
| 1 | Tata Sons Private Limited | 3,12,85,05,090 | 31,28,50,50,900 | 94.23 |
| 2 | Tata Investment Corporation Limited | 7,71,96,591 | 77,19,65,910 | 2.32 |
| 3 | Trustees of TCL Employee Welfare Trust and holders of shares granted under Tata Capital Limited Employee Stock Purchase / Option Scheme | 7,02,34,526 | 70,23,45,260 | 2.12 |
| 4 | Tata Group Companies | 1,35,67,116 | 13,56,71,160 | 0.41 |
| 5 | Other Companies | 2,59,57,810 | 25,95,78,100 | 0.78 |
| 6 | Individuals | 46,28,181 | 4,62,81,810 | 0.14 |
| | TOTAL | 3,32,00,89,314 | 33,20,08,93,140 | 100 |
| PREFERENCE SHARES (Face Value: ₹ 1,000) | | | | |
| Sr. No. | Name of the Member | No. of Shares | Amount (₹) | Percentage (%) |
| 1 | Bodies Corporate | 85,86,854 | 8,58,68,54,000 | 47.43 |
| 2 | Individuals | 87,18,987 | 8,71,89,87,000 | 48.16 |
| 3 | Trust | 3,80,833 | 38,08,33,000 | 2.11 |
| 4 | Others | 4,16,392 | 41,63,92,000 | 2.30 |
| | TOTAL | 1,81,03,066 | 18,10,30,66,000 | 100 |
| | TOTAL PAID – UP SHARE CAPITAL (Equity + Preference) | 3,33,81,92,380 | 51,30,39,59,140 | |

(viii) The issue of CRPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

The Board commends the Special Resolutions at Item Nos. 1 to 22 of the accompanying Notice, for the approval of the Members of the Company. The Directors or Key Managerial Personnel of the Company or their respective relatives may be deemed to be concerned or interested in the Resolutions to the extent of the CRPS that may be subscribed to by them or by the companies / firms in which they are interested.

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

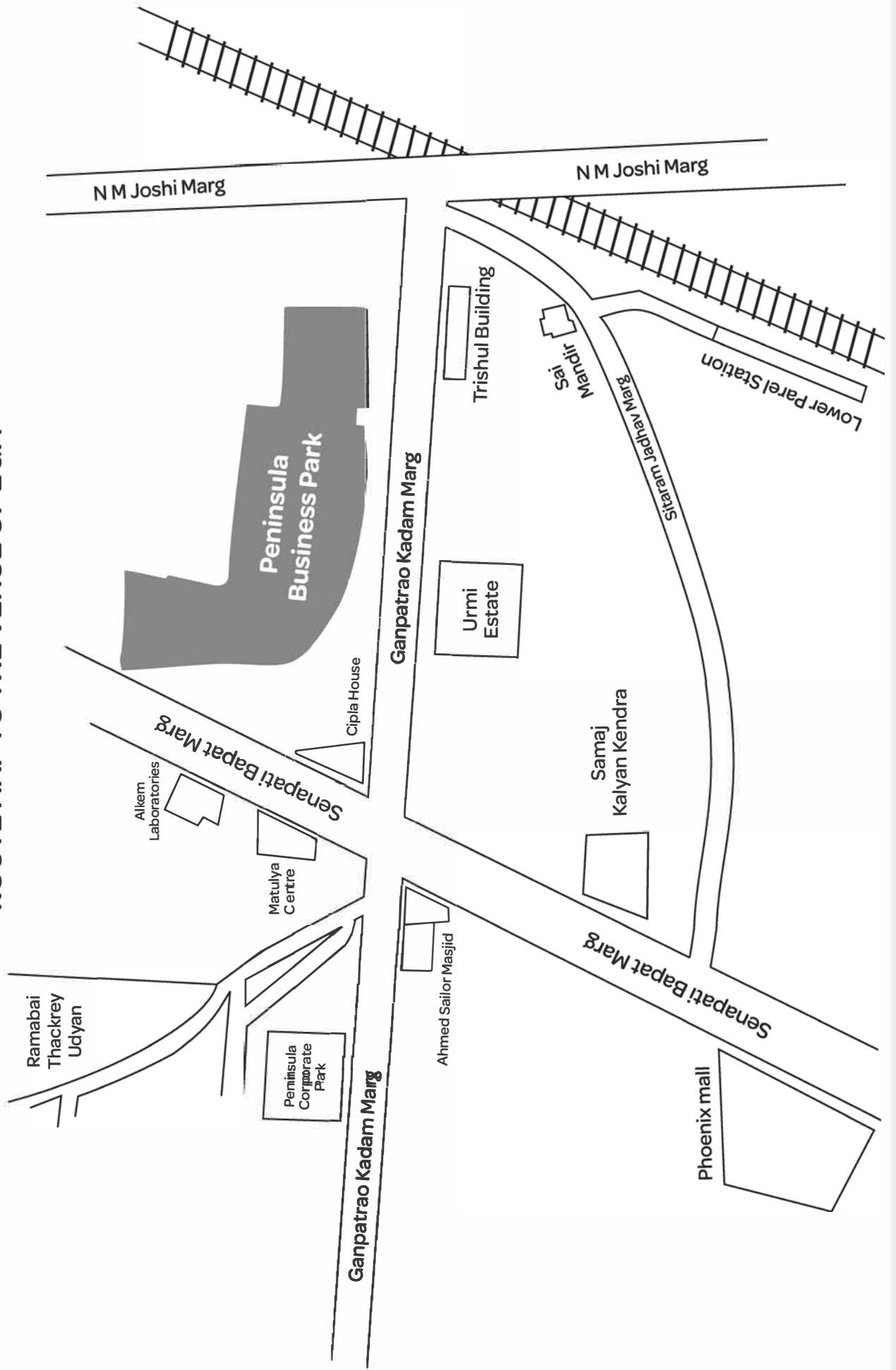
Mumbai, April 8, 2019

Avan Doomasia
Company Secretary

Registered Office:

11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

ROUTE MAP TO THE VENUE OF EGM





TATA CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.

CIN: U65990MH1991PLC060670

Telephone: (022) 6606 9000 • Fax: (022) 6656 2699 • Website: 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 hereby record my presence at the Extraordinary General Meeting of the Company at the Registered Office of the Company at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013 on Monday, May 6, 2019 at 9.30 a.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 _____



Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.

CIN: U65990MH1991PLC060670

Telephone: (022) 6606 9000 • Fax: (022) 6656 2699 • Website: 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: U65990MH1991PLC060670

Name of the Company: TATA CAPITAL LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, India.

Website: www.tatacapital.com

Name of the Member(s): _____

Registered Address: _____

E-mail Id: _____ DPID No.* _____ Client ID No.* _____

*Applicable for Member holding shares in electronic form

I / We, being the Member(s) of _____ Shares of Tata Capital Limited, hereby appoint:

1. Name: _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him / her

2. Name: _____

Address : _____

E-mail Id : _____

Signature : _____, or failing him / her

3. Name: _____

Address : _____

E-mail Id : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company to be held on Monday, May 6, 2019 at 9.30 a.m at the Registered Office and at any adjournment thereof, in respect of the resolutions set out in the Notice convening the meeting, as is indicated below:

Resolutions Nos.:

- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-1
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-2
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-3
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-4
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-5
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-6
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-7
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-8
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-9
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-10
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-11
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-12
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-13
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-14
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-15
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-16
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-17
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-18
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-19
- Issue and Offer of 4,00,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 40 crore, on a Private Placement basis: Offer-20
- Issue and Offer of 4,50,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 45 crore, on a Private Placement basis: Offer-21
- Issue and Offer of 4,50,000 Cumulative Redeemable Preference Shares of ₹ 1,000/- each aggregating ₹ 45 crore, on a Private Placement basis: Offer-22

Signed this _____ day of _____, 2019

Signature of Shareholder _____

Signature of Proxy Holder(s) _____

Affix
Revenue
Stamp
of ₹ 1

Note: 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. The proxyholder may vote either for or against on the Resolution, in case the Member has not voted through the remote e-voting facility.

