



TATA CAPITAL FINANCIAL SERVICES LIMITED

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

CIN : U67100MH2010PLC210201

Tel: (022) 6745 9000 Fax: (022) 6610 6701 Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL FINANCIAL SERVICES LIMITED will be held on Monday, August 21, 2017 at 12.30 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, to transact the following business:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon.
- 3) To confirm the payment of Interim Dividend on the Equity Shares of the Company for the Financial Year 2016-17.
- 4) To confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares of the Company for the Financial Year 2016-17.
- 5) To declare Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, allotted on March 31, 2017, for the financial year ended March 31, 2017.
- 6) To appoint a Director in place of Mr. F. N. Subedar (DIN: 00028428), Director, who retires by rotation and being eligible, offers himself for re-appointment.

7) To appoint Statutory Auditors and to fix their remuneration

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

“RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, and other applicable provisions, if any, B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors, Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion

of the Twelfth AGM of the Company, subject to ratification by the Members at every AGM, if required under the Act, at such remuneration and on such terms and conditions, as may be mutually agreed between the Board of Directors of the Company and the Auditors, on the basis of the recommendation of the Audit Committee.”

Special Business:

8) To approve payment of Commission to Non-Executive and Independent Directors of the Company

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, a sum not exceeding one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from Financial Year 2016-17.”

9) To approve the appointment of Mr. M. D. Mallya as a Director of the Company

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

“**RESOLVED** that Mr. Devadas Mallya Mangalore (DIN: 01804955), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from July 17, 2017 and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a Notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

Avan K. Doomasia
Company Secretary

Mumbai, August 3, 2017

Registered Office:

One Forbes
Dr. V. B. Gandhi Marg
Fort, Mumbai - 400 001

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts relating to the business stated under Item Nos. 7 to 9 is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. F. N. Subedar and Mr. M. D. Mallya, the Directors seeking appointment / re-appointment at the Annual General Meeting, is furnished as a part of this Notice.
2. The Company has received a Special Notice from its shareholders pursuant to the provisions of Sections 115, 140 and other applicable provisions of the Act read with the Rule 23 of Companies (Management and Administration) Rules, 2014, recommending the appointment of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company, in place of the retiring Auditors, Deloitte Haskins and Sells LLP.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not later than 48 (forty-eight) hours before the commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Proxies submitted on behalf of limited companies must be supported by an appropriate resolution / authority, as applicable.
5. Members / Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the AGM.
6. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on August 3, 2017.
7. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. If Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, as recommended by the Board of Directors, is approved at the meeting, payment of such dividend will be made within the statutory timelines, to those members whose names are on the Company’s Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of the business hours on Friday, April 28, 2017.
9. The Notice of the Meeting is also displayed / posted on the website of the Company, <http://www.tatacapitalfinancialservices.com>.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 7, 8 and 9 of the accompanying Notice dated August 3, 2017:

Item No. 7

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

At the last Annual General Meeting of the Company, Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (“DHS”) (ICAI Firm Registration No. 117366W/W - 100018), were appointed as the Statutory Auditors of the Company, for a term of one year until the conclusion of the ensuing Seventh Annual General Meeting (“AGM”).

In view of the mandatory requirement for rotation of auditors upon completion of ten years of association with a company, in terms of Section 139 of the Act, DHS would retire as the Auditors of Tata Capital Limited (“TCL”), the holding company, at the conclusion of TCL’s ensuing Twenty Sixth AGM. TCL is proposing to appoint B S R & Co. LLP, Chartered Accountants (“BSR”) (ICAI Firm Registration Number: 101248W/W-100022), as the new Statutory Auditors of TCL and also, recommending their appointment as Statutory Auditors in all its Indian subsidiary companies. Accordingly, the Company has received a Special Notice from its Member viz. TCL, recommending the appointment of BSR as the new Statutory Auditors of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee at its meeting held on July 26, 2017, proposed the appointment of BSR as the Statutory Auditors of the Company for a term of five consecutive years i.e. to hold office from the conclusion of the Seventh AGM till the conclusion of Twelfth AGM of the Company, to be held in the year 2022, subject to ratification of their appointment at every AGM, if required under the Act.

BSR have expressed their willingness to act as the Statutory Auditors of the Company and have further confirmed that, if appointed, the said appointment would be in conformity with the provisions of Section 139 read with Section 141 of the Act along with the Rules made thereunder.

The Board commends the Ordinary Resolution at Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Item No. 8

Section 197 of the Act permits the payment of remuneration to Non-Executive and Independent Directors of a Company, by way of Commission.

The Members of the Company had, at their Extraordinary General Meeting held on March 15, 2012, approved payment of remuneration by way of commission to the Non-

Wholetime Directors of the Company, not exceeding one percent of the Net Profits of the Company for each financial year for a period of five financial years commencing April 1, 2011.

Considering the rich experience and expertise brought to the Board by the Non-Executive and Independent Directors, it is proposed that remuneration, not exceeding one per cent of the Net Profits of the Company, calculated in accordance with the provisions of Section 197 and Section 198 of the Act, be paid to the Non-Executive and Independent Directors of the Company, for a period of five years commencing from Financial Year 2016-17. Such payment will be in addition to the Sitting Fees for attending Board / Committee Meetings.

The Board commends the Special Resolution at Item No. 8 of the accompanying Notice for the approval of the Members of the Company.

All the Directors of the Company, except the Managing Director & CEO, are concerned or interested in the Resolution at Item No. 8 of the Notice, to the extent of Commission that may be received by each of them.

None of the Directors' relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

Item No. 9

Based on the 'Fit and Proper' declaration submitted by Mr. Devadas Mallya Mangalore (DIN: 01804955), as required under the the Master Directions for Non-Banking Financial Company - Systemically Important Non-Deposit Taking Company and Deposit Taking Company (Reserve Bank) Directions, 2016 ("RBI Directions"), the Nomination and Remuneration Committee ("NRC") of the Board of Directors of the Company, vide Circular Resolution dated April 7, 2017, recommended the appointment of Mr. Mallya as a Non-Executive Director of the Company, subject to the approval of the Reserve Bank of India ("RBI").

Based on the recommendation of the NRC, the Board of Directors of the Company, vide circular resolution dated April 7, 2017, approved his appointment as a Non-Executive Director of the Company, subject to the prior approval of the RBI.

Mr. Mallya has been the former Chairman and Managing Director of Bank of Baroda. He retired from the bank's services with effect from December 1, 2012. Prior to joining Bank of Baroda, he was the Chairman & Managing Director of Bank of Maharashtra. Mr. Mallya has completed his Bachelor of Engineering with Distinction from Karnataka Regional Engineering College, Suratkal (now known as National Institute of Technology (NIT), Karnataka. Subsequently, he completed post-graduation Diploma in Management from the Indian Institute of Science, Bangalore with Distinction. He also holds a Post-Graduate Diploma in Management from the Indian Institute of Science, Bangalore. He secured a First Rank in the Certificate Examination in Industrial Finance conducted by the Indian Institute of Bankers, winning the prestigious "Khan Bahadur H K Bhabha" Prize. He started his banking career with Corporation Bank in August 1976. In a career spanning over 31 years, he has acquired a rich experience in banking at various positions and assignments. Mr. Mallya has been on various committees of Indian Banks' Association and NIBM, Pune viz. Member of the Managing Committee of IBA and Standing Committee on Legal and Banking Operations of IBA, Member of the Governing Board of NIBM, Finance Committee of NIBM and Campus Committee of NIBM, Member of the

Governing Council of Indian Institute of Banking and Finance, Member of the Governing Council of Institute of Banking Personnel Selection. He has also been associated with CII as a member of SME Sub-Committee. Mr. Mallya, a thought leader in the financial sector, is known for his 'people friendly' approach. He was ranked one amongst the top 100 CEOs of the Country (adjudged by Economics Times).

The RBI approved the appointment of Mr. Mallya as a Director of the Company, vide its Letter dated July 13, 2017. The Board of Directors, thereafter, vide a circular resolution dated July 17, 2017, appointed Mr. Mallya as an Additional Director of the Company. Pursuant to Section 161 of the Act, Mr. Mallya holds office upto the date of the ensuing Annual General Meeting. The Company has received a Notice under Section 160 of the Act, in writing, from a Member along with a deposit of Rs. 1,00,000, proposing the candidature of Mr. Mallya, as a Director of the Company. If appointed, Mr. Mallya would be a Non-Executive Director and would not be responsible for the day-to-day affairs of the Company.

The appointment of Mr. Mallya as a Non-Executive Director of the Company, liable to retire by rotation, is now being placed before the Members, for their approval. The Board is of the opinion that the vast knowledge and varied experience of Mr. Mallya will be of great value to the Company. Therefore, the Board commends the Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members of the Company, as an Ordinary Resolution.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives, other than Mr. Mallya and his relatives are concerned or interested in the Resolution at Item No. 9 of the accompanying Notice.

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

Avan K. Doomasia
Company Secretary

Mumbai, August 3, 2017

Registered Office:

One Forbes
Dr. V. B. Gandhi Marg
Fort, Mumbai - 400 001

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

Particulars	Mr. F. N. Subedar (DIN: 00028428)	Mr. Devadas Mallya Mangalore (DIN: 01804955)
Date of Birth and Age	September 24, 1955 Age: 61 years	November 9, 1952 Age: 64 years
Appointment on	March 26, 2011	Appointed as Additional Director, with effect from July 17, 2017
Qualifications	B.Com (Hons), ACA, ACS	<ul style="list-style-type: none"> • Bachelor of Engineering with Distinction from Karnataka Regional Engineering College, Suratkal (now known as National Institute of Technology). • Post-graduation Diploma in Management from Indian Institute of Science, Bangalore with Distinction. • First Rank in the Certificate Examination in Industrial Finance conducted by Indian Institute of Bankers, winning the prestigious "Khan Bahadur H K Bhabha" Prize.
Experience	Mr. F. N. Subedar is the Chief Operating Officer and Company Secretary of Tata Sons Limited and has vast experience in the matters of company administration, taxation, accounts and finance. Mr. Subedar is on the boards of several Tata companies and has served as the Chairman of the Direct Taxation Committee of the Bombay Chambers of Commerce and Industry.	<ul style="list-style-type: none"> • Wide exposure to management education and attended various training programmes in leading academic institutes like Indian Institute of Management (IIM), Ahmedabad, National Institute of Bank Management (NIBM), Pune, etc. • Associated with CII as member of SME Sub-Committee. • Ranked one amongst the top 100 CEOs of the Country (adjudged by Economics Times).

No. of Meetings of the Board attended during FY 2016-17	5 (out of 8)	Not Applicable since Mr. Mallya was appointed as an Additional Director, with effect from July 17, 2017.
Other Directorships	<p><u>Chairman</u></p> <ul style="list-style-type: none"> • Tata Services Limited • Tata Investment Corporation Limited - Vice Chairman • Tata Asset Management Limited <p><u>Director</u></p> <ul style="list-style-type: none"> • Tata Realty and Infrastructure Limited • Tata Petrodyne Limited • Tata Capital Limited • Tata AIG General Insurance Company Limited • Tata Sky Limited • Zoroastrian Investment Corporation Private Limited • Bombay Chamber of Commerce and Industry • Tata Asset Management (Mauritius) Private Limited • Tata Indian Infrastructure Fund • Tata Indian Sharia Equity Fund • Tata India Debt Fund • Tata India Fixed Income Fund • Tata Indian Opportunities Fund • Tata Industries Limited • Tata Limited London 	<p><u>Director</u></p> <ul style="list-style-type: none"> • Nitesh Estates Limited • Coffee Day Enterprises Limited • Interglobe Aviation Limited • Emami Limited • Seven Islands Shipping Limited • India Infradebt Limited • Milestone Capital Advisors Limited • Indian Institute of Insolvency Professionals of ICAI • CFM Asset Reconstruction Private Limited
Memberships/ Chairmanships of committees across other companies	<p><u>Tata Capital Limited</u></p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee – Chairman • Finance & Asset Liability Supervisory Committee – Member • Audit Committee - Member <p><u>Tata Services Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Chairman <p><u>Tata Investment Corporation Limited</u></p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee – Chairman 	<p><u>India Infradebt Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member <p><u>Nitesh Estates Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member <p><u>Seven Islands Shipping Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Member <p><u>Interglobe Aviation Limited</u></p> <ul style="list-style-type: none"> • Audit Committee – Chairman

- Corporate Social Responsibility Committee – Chairman
- Audit Committee – Member
- Nomination and Remuneration Committee – Member
- Investment Committee – Member

Tata Asset Management Limited

- Audit Committee – Member
- Nomination and Remuneration Committee – Member
- Corporate Social Responsibility Committee – Member

Tata AIG General Insurance Company Limited

- Audit Committee – Member
- Investment Committee – Member

Tata Sky Limited

- Audit Committee – Chairman
- Share Transfer Committee – Chairman
- Finance Committee – Member

Tata Industries Limited

- Audit Committee – Chairman
- Risk Management Committee – Chairman
- Corporate Social Responsibility Committee – Member
- Approvals Committee – Member

Tata Petrodyne Limited

- Nomination and Remuneration Committee – Chairman
- Corporate Social Responsibility Committee – Member

	<p><u>Tata Realty and Infrastructure Limited</u></p> <ul style="list-style-type: none"> • Committee of Directors – Member <p><u>Bombay Chamber of Commerce</u></p> <ul style="list-style-type: none"> • Membership Approvals and Member Grievance Sub-Committee – Member • Staff Sub-Committee – Member • Investment and Finance Advisory – Member 	
Shareholding in the Company	Nil	Nil
Relationship with other directors, manager or key managerial personnel, if any	None	None
Last drawn Remuneration*	Rs. 22,80,000/-	Nil remuneration drawn as Director, in FY 2016-17, since appointed as an Additional Director, with effect from July 17, 2017.

** Last drawn remuneration includes the Sitting Fees paid to the aforesaid Director for FY 2016-17 and the Commission paid in FY 2016-17, in respect of FY 2015-16.*



TATA CAPITAL FINANCIAL SERVICES LIMITED

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

CIN: U67100MH2010PLC210201

Tel: (022) 6745 9000 Fax: (022) 6610 6701 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: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES LIMITED

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

Name of the Member (s) :		
Registered Address:		
E-mail Id:	Folio No / Client Id:	DP ID:

I / We, being the member(s) of the above mentioned company holding _____ shares, hereby appoint

Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my / our proxy to attend and vote for me / us and on my / our behalf at the Seventh Annual General Meeting of the Company, to be held on Monday, August 21, 2017 at 12.30 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of the Auditors thereon
3. To confirm the payment of Interim Dividend on the Equity Shares of the Company for the Financial Year 2016-17
4. To confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares of the Company for the Financial Year 2016-17
5. To declare Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, allotted in the month of March 2017, for the financial year ended March 31, 2017
6. To appoint a Director in place of Mr. F. N. Subedar (DIN: 00028428), Director, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint Statutory Auditors and to fix their remuneration
8. To approve payment of Commission to Non-Executive and Independent Directors of the Company
9. To approve the appointment of Mr. M. D. Mallya as a Director of the Company

Signed this _____ day of _____, 2017

Signature of Shareholder : _____

Signature of Proxy Holder(s) : _____

Affix
Revenue
Stamp

Note:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.**
- (2) **The proxyholder may vote either for or against on the Resolution.**



TATA CAPITAL FINANCIAL SERVICES LIMITED

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ATTENDANCE SLIP

CIN: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES LIMITED

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

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I/We hereby record my/our presence at the Seventh Annual General Meeting of the Company in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013 on Monday, August 21, 2017 at 12.30 p.m.

.....
Full name of the Member (in block letters)

.....
Signature

Folio No.: DP ID No. :*
*Applicable for member holding shares in electronic form

Client ID No. :*

.....
Full name of the proxy (in block letters)

.....
Signature

ROUTE MAP TO THE VENUE

Venue of the AGM:

Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013

