



TATA CAPITAL FINANCIAL SERVICES LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
CIN: U67100MH2010PLC210201

Tel: (022) 6606 9000 Fax: (022) 6656 2699 Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held on Wednesday, March 27, 2019 at 4.15 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, to transact the following special business:

1. To approve the borrowing limits of the Company

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

“RESOLVED that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 20, 2018 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for borrowing from time to time, any sum or sums of monies, where the money to be borrowed together with the monies already borrowed by the Company, may exceed the aggregate of its paid-up share capital of the Company, securities premium and free reserves (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs. 52,000 crore.”

“RESOLVED FURTHER that the Board, be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

2. To create charges on the assets of the Company

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

“RESOLVED that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 20, 2018 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made

thereunder, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the "Board") for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures / bonds and / or other instruments which may be issued on a private placement basis or otherwise, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 52,000 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board be and is hereby severally authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

3. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares on a Rights Basis

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

"RESOLVED that pursuant to the provisions of Sections 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, as may be 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 regulatory / statutory 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, approval of the Members be and is hereby accorded to the Board, to invite, offer, issue and allot, 123,50,00,000 Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each, aggregating Rs. 1,235 crore (Rupees One Thousand Two Hundred and Thirty Five crore only), for cash at par, to Tata Capital Limited ("TCL"), the holding company, and/or its nominees, on a Rights Basis during FY 2019 - 20, 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 Sections 43 and 55 of the Act and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Offer are, as under:

- (i) CCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) CCCPS shall be non-participating in the surplus funds;
- (iii) CCCPS 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 CCCPS shall be paid dividend on a cumulative basis;
- (v) CCCPS shall be mandatorily convertible into Equity Shares of the Company after a period of 9 years from date of issue/allotment or the CCCPS holders can voluntarily convert all or any part of the CCCPS into Equity Shares at any time prior to the completion of 9 years from the date of issue/allotment;
- (vi) CCCPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) CCCPS shall not be redeemed but shall be convertible into Equity Shares.”

“RESOLVED FURTHER that the Board of Directors of the Company, be and are 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 required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit.”

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

Sd/-
Avan K. Doomasia
Company Secretary

Mumbai, March 27, 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”), setting out the material facts relating to the businesses stated under Item Nos. 1 to 3 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 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.

3. Proxies submitted on behalf of limited companies must be supported by an appropriate resolution / authority, as applicable.
4. Members / Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. 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 and Sundays, between 10.00 a.m. and 5.00 p.m. up to the date of the Meeting and also at the Meeting.
6. The Notice of the Meeting is also displayed / posted on the website of the Company, <http://www.tatacapital.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 3 of the accompanying Notice dated March 27, 2019:

Item Nos. 1 and 2:

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, securities premium and free reserves of the company, that is reserves not set apart for any specific purpose. The Members, at the Extraordinary General Meeting of the Company held on March 20, 2018, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 45,000 crore. It may be noted that the borrowings of the Company as on February 28, 2019 was about Rs. 36,875 crore. To meet the additional working capital and long term funding requirements, as also to provide for the issue of any debt, debt related instruments in the Indian and / or international market, it is necessary to increase the present borrowing limits of the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowings from Rs. 45,000 crore to an amount of Rs. 52,000 crore.

The said borrowings may be secured by way of charge / mortgage / hypothecation of the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate, etc. As the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a special resolution under

Section 180(1)(a) of the Act, consenting to the creation of the said mortgage or charge or hypothecation for outstanding amount not exceeding Rs. 52,000 crore.

The Directors commend the Special Resolutions at Item Nos. 1 and 2 of the accompanying Notice for approval of the Members of the Company.

Since these Resolutions pertain to borrowing of monies and creation of charges that could, *inter alia*, be availed from / created in favour of Tata Capital Limited (“TCL”), the holding company, Mr. Rajiv Sabharwal, Director of the Company is deemed to be interested in the above resolution, since he is also the Managing Director & CEO of TCL.

Mr. Puneet Sharma and Ms. Avan K. Doomasia, Key Managerial Personnel (“KMP”) of the Company are deemed to be interested in the above Resolutions, as they are also KMPs of TCL, the holding company.

It may be noted that Mr. F. N. Subedar, Director of the Company is also Director of TCL, the holding company, but he does not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL. None of the relatives of the aforementioned Directors or the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolution at Item Nos. 1 and 2.

Item No. 3

The Board of Directors, at its Meeting held on March 27, 2019, pursuant to the provisions of Sections 55 and 62 of the Act and Rules framed thereunder and in accordance with the Articles of Association of the Company, approved the offer and issue of upto 123,50,00,000 Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of Rs. 10/- each aggregating Rs. 1,235 crore, for cash at par, to Tata Capital Limited (“TCL”), the holding company, and / or its nominees, on a Rights Basis, during FY 2019-20, on such terms and conditions as may be determined by the Board.

The approval of the Members is, accordingly, being sought for offer and issue of upto 123,50,00,000 CCCPS of Rs. 10/- each aggregating Rs. 1,235 crore for the FY 2019-20.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), *inter alia*, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution, for issuance of Preference Shares.

Given below are the terms of issue of the CCCPS and a statement of disclosures as required under Rule 9(3) of the Rules framed thereunder:

Issue size, number of Preference Shares to be issued and nominal value of each share	123,50,00,000 CCCPS of Rs. 10/- each aggregating Rs. 1,235 crore
Nature of shares	Compulsorily Convertible Cumulative Non-Participating Preference Shares (“CCCPS”)
Objectives of the issue	To augment the long-term resources of the Company for its financing activities and to meet the Capital

	Adequacy norms prescribed by the Reserve Bank of India.
Manner of issue of shares	In one or more tranches by March 31, 2020.
Issue Price	CCCPS will be issued at par: Rs. 10/- each
Listing	CCCPS will not be listed on any Stock Exchange
Terms of issue and rate of dividend on each share	CCCPS are issued and offered on a Rights Basis in accordance with the provisions of Section 62(1)(a) of the Act. The rate of dividend will be determined by the Board, subject to the same not being above 9 % p.a.
Terms, manner and modes of redemption	CCCPS are not redeemable but are compulsorily convertible into Equity Shares of the Company.
Conversion Price and terms of conversion	<p>The Conversion Price of the CCCPS will be based on the fair value of the Equity Shares of the Company to be determined by an Independent Valuer closer to the Conversion Date and as may be determined by the Board.</p> <p>The conversion shall take place at a date not later than 9 years from the date of allotment. At the end of 9 years from the date of allotment, the CCCPS will be compulsorily converted into Equity Shares of the Company.</p> <p>However, the CCCPS holder would have an option to convert the CCCPS into Equity Shares at an earlier date as per Letter of Offer to be approved by the Board. Any fractions arising on the issue of Equity Shares upon conversion of CCCPS, shall be rounded off to the highest number.</p>
Expected dilution in Equity Capital upon conversion of Preference Shares	There would be no dilution in Equity Capital upon conversion of CCCPS, since the CCCPS are issued on a Rights basis to the existing Equity shareholders and assuming that all the shareholders to whom the CCCPS are offered, subscribe to the shares offered to them.

The Shareholding pattern of the Company as on March 27, 2019 is, as under:

Sr. No.	Name of the Member(s)	No. of Equity Shares of Rs. 10 each	No. of Preference Shares of Rs. 10 each	Total Paid-Up Value of Equity and Preference Shares Held (Rs.)
1	Tata Capital Limited	1,37,55,61,652	1,88,90,00,000	3264,56,16,520

2	Tata Capital Limited J/w Mr. Rajiv Sabharwal	1	-	10
3	Tata Capital Limited J/w Mr. Puneet Sharma	1	-	10
4	Tata Capital Limited J/w Mr. Avijit Bhattacharya	1	-	10
5	Tata Capital Limited J/w Mr. Kiran Joshi	1	-	10
6	Tata Capital Limited J/w Ms. Avan K. Doomasia	1	-	10
7	Tata Capital Limited J/w Mr. Kusal Roy	1	-	10
	TOTAL	1,37,55,61,658	1,88,90,00,000	3264,56,16,580

The issue of CCCPS 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 the payment of dividend due on any preference shares issued by the Company.

The Board commends the Special Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company. Mr. Rajiv Sabharwal, Director of the Company, is deemed to be interested in the above resolution, since he is also the Managing Director & CEO of TCL.

Mr. Puneet Sharma and Ms. Avan K. Doomasia, Key Managerial Personnel (“KMP”) of the Company are deemed to be interested in the above resolution, since they are also KMPs of TCL.

It may be noted that Mr. F. N. Subedar, Director of the Company, is also Director of TCL, but he does not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL. None of the relatives of the aforementioned Directors or the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolution at Item No. 3.

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

Sd/-
Avan K. Doomasia
Company Secretary

Mumbai, March 27, 2019

Registered Office:

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



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

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

I / We, being the member(s) of _____ shares of the above mentioned company, 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 for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, March 27, 2019 at 4.15 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013, and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

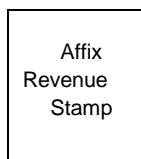
Resolution No:

1. To approve Borrowing limits of the Company
2. To create Charges on the assets of the Company
3. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares on a Rights Basis

Signed this _____ day of _____, 2019

Signature of Shareholder

Signature of Proxy Holder (s)



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

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

Tel: (022) 6606 9000 Fax: (022) 6656 2699 Website: www.tatacapital.com

ATTENDANCE SLIP

CIN: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400 013, 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 presence at the Extraordinary General Meeting of the Company in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013, on Wednesday, March 27, 2019 at 4.15 p.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