

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

February 17, 2014

Dear Sirs,

**Sub.: Continuation of the Secured Redeemable Non-Convertible Debentures
issued to the Public**

Further to our earlier letters on the captioned subject, we wish to inform you that the Special Resolution for Continuation of the Secured Redeemable Non-Convertible Debentures ("NCD") of the Company issued to the public, of the aggregate outstanding value of Rs.605.02 crore, for a further period of 5 years at the existing coupon rate, has been passed through Postal Ballot, with the requisite majority (i.e. 75% of the NCD holders voting in number and value) as required under the Prospectus dated January 21, 2009 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

Please find attached a Certified True Copy of the Special Resolution passed and the Results of the Postal Ballot declared today at the Registered Office of the Company.

We request you to please take the same on record.

Thanking you,

Yours faithfully,

For **TATA CAPITAL FINANCIAL SERVICES LIMITED**

A handwritten signature in black ink, appearing to read 'Avan Doomasia', with a horizontal line underneath.

**Avan Doomasia
Company Secretary**

TATA CAPITAL FINANCIAL SERVICES LIMITED

Tower A 1101 Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013 India

Tel 91 22 6606 9000 Fax 91 22 6656 2699 Web www.tatacapital.com

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



RESULT OF THE POSTAL BALLOT

Pursuant to the provisions of Section 192A of the Companies Act 1956, read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the approval of the holders of the Secured Redeemable Non-Convertible Debentures ("NCD") was sought for passing of the Special Resolution for the Continuation of the NCD of the Company issued to the public, of the aggregate outstanding value of Rs.605.02 crore, for a further period of 5 years at the existing coupon rate, by way of a Postal Ballot.

Ms. Savita Jyoti, Practicing Company Secretary, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The last date for receipt of the duly completed Postal Ballot Form from the NCD holders was Friday, February 14, 2014.

The Scrutinizer submitted her Report on the Postal Ballot and the following results were announced on February 17, 2014 by the Managing Director & CEO at 3:00 p.m., at the Registered Office of the Company:

In favour				Against				Invalid Votes		Total	
No. of Ballot Forms	%	Value of NCDs	%	No. of Ballot Forms	%	Value of NCDs	%	No. of Ballot Forms	Value of NCDs	No. of Ballot Forms	Value of NCDs
9817	89.00	2137658000	90.00	1209	11.00	248585000	10.00	260	184444000	11026	2386243000

Accordingly, as required under the Prospectus dated January 21, 2009 and the Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations, 2008, the Special Resolution has been passed by the requisite majority required (i.e. 75% of the NCD holders voting, in number and in value).

The same has also been displayed on the Company's website: www.tatacapitalfinancialservices.com.

For **TATA CAPITAL FINANCIAL SERVICES LIMITED**

Praveen P. Kadle
Managing Director & CEO

Place: Mumbai

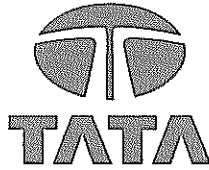
Date: February 17, 2014

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE HOLDERS OF THE SECURED REDEEMABLE NON CONVERTIBLE DEBENTURES OF THE COMPANY ISSUED TO THE PUBLIC OF THE AGGREGATE OUTSTANDING VALUE OF RS. 605.02 CRORE, BY WAY OF POSTAL BALLOT, THE RESULTS OF WHICH WERE DECLARED ON FEBRUARY 17, 2014

"RESOLVED that in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Prospectus dated January 21, 2009, the Debenture Trust Deed dated February 12, 2009 and the Supplementary Debenture Trust Deed dated July 26, 2012, the holders of the Secured Redeemable Non-Convertible Debentures ("NCD") of the outstanding aggregate amount of Rs. 605.02 crore issued to the public, do hereby approve of the continuation of the NCDs for a further period of 5 years, on the existing coupon rate and to change the Date of Redemption from March 5, 2014 to March 5, 2019, as a consequence thereof, subject to such terms, conditions, modifications as may be prescribed or imposed by the Stock Exchanges (on which the Company's NCDs are listed), the Debenture Trustees and such other regulatory/statutory authority, while granting such approvals, sanctions, consents and/or permissions and as may be agreed to, by the Board of Directors of the Company (hereinafter referred to as the 'Board', which expression shall deem to include any Committee thereof or any person(s) authorised by the Board in this regard)."

"RESOLVED FURTHER that notwithstanding the extension of the tenure of the NCDs, if approved, the NCDs held by persons who do not consent to the above extension of tenure of the NCDs, be redeemed on the Redemption Date i.e. March 5, 2014."

"RESOLVED FURTHER that the NCD holders do hereby authorise the Debenture Trustees to execute a Supplementary Debenture Trust Deed to give effect to the above and to accept such modification or amendments thereto, as may be deemed necessary, to safeguard the interest of the NCD holders."

"RESOLVED FURTHER that the Board, be and is hereby authorised to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above."

For **TATA CAPITAL FINANCIAL SERVICES LIMITED**

Avan Doomasia
Company Secretary

February 17, 2014

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