TATA CAPITAL HOUSING FINANCE LIMITED
Registered Office: 11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
CIN: U67190MH2008PLC187552
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 4.30 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013 to transact the following special business:

1. **Appointment of Mr. Anil Kaul as a Director of the Company**

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

   "**RESOLVED** that Mr. Anil Kaul (DIN: 00644761), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from July 18, 2018 and who holds office up to the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier, pursuant to the provisions of the 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, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

2. **Appointment and approval for terms of remuneration of Mr. Anil Kaul as the Managing Director of the Company**

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

   "**RESOLVED** that pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Anil Kaul (DIN: 00644761), as the Managing Director of Tata Capital Housing Finance Limited, for a period of five years, with effect from July 18, 2018, upon the terms and conditions as detailed in the Explanatory Statement annexed to the Notice convening this Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any Financial Year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Kaul."

"**RESOLVED FURTHER** that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

3. Increase in 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 the provisions of Section 180(1)(c) and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval 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 which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose, and the Securities Premium, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs. 40,000 crore (Rupees Forty Thousand Crore only)."

"**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."

4. Creation of 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 the provisions of 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 approval 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 private placement basis or otherwise, to secure rupee term loans/foreign

currency loans, debentures, rupee denominated bonds and other instruments of an outstanding aggregate value not exceeding Rs. 40,000 crore (Rupees Forty Thousand Crore only) 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."

5. 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, the approval of the Members of the Company be and is hereby accorded to the Board, to invite, offer, issue and allot 94,00,00,000 Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each aggregating Rs. 940 crore (Rupees Nine Hundred and Forty crore only), for cash at par in a dematerialized form, 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 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Offer are, as under:

(i) the 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) the CCCPS shall be non-participating in the surplus funds;
(iii) the 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) the holders of CCCPS shall be paid dividend on a cumulative basis;
(v) the 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) the CCCPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
(vii) the CCCPS shall not be redeemed but shall be convertible into Equity Shares."

"**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 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 Housing Finance Limited**

Sd/-

Jinesh Meghani
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 material facts relating to the businesses stated under Item Nos. 1 to 5 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. Anil Kaul, the Director seeking appointment at this Meeting, is furnished as a part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL ("EGM") 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**. The instrument appointing the Proxy, 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, during business hours 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 5 of the accompanying Notice dated March 27, 2019:

Item Nos. 1 and 2:

Based on the recommendation and approval of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its Meeting held on February 28, 2018, appointed Mr. Anil Kaul (DIN: 00644761), as the Managing Director of the Company for a period of five years, with effect from July 16, 2018, subject to the prior approval of the National Housing Bank ("NHB") and also approved the terms of the remuneration payable to Mr. Kaul. The Company received the approval for the said appointment of Mr. Kaul from NHB, vide its letter dated April 10, 2018. Subsequently, based on a request of Mr. Kaul, the Board of Directors of the Company, at its Meeting held on June 26, 2018, approved the date of appointment as July 18, 2018. The appointment and payment of remuneration to Mr. Kaul is subject to the approval of the Members of the Company.

Mr. Kaul, a B. Sc. in Physics from Panjab University and PGDM from University of Lucknow, has over 29 years of experience in the banking and financial services industry. Mr. Kaul was the Senior General Manager at ICICI Bank Limited and over the years, had been responsible for an extensive range of functions, such as Institutional Banking, Sales, Credit, Collections and Operations. Additional details of Mr. Kaul have been given in the Annexure to this Notice.

In terms of Section 161(1) of the Act, Mr. Kaul holds office only upto the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier, but is eligible for appointment as a Director. A Notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Kaul's appointment as a Director.

The Principal terms and conditions of Mr. Kaul's appointment as the Managing Director (hereinafter referred to as "Mr. Kaul" or the "Managing Director") are, as follows:

A. Tenure of Agreement:

The appointment of the Managing Director is for a period of five years commencing from July 18, 2018 and ending on July 17, 2023.

B. Nature of Duties:

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board, from time to time, and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board, from time to time, by serving on the Boards of such associated

companies and / or subsidiaries or any other executive body or any Committee of such company.

C. Remuneration:

I. Basic Salary: Rs. 7,76,770 per month upto a maximum of Rs. 20,00,000 per month. The annual increments which will be effective on April 1 of each year, to be decided by the Board of Directors or a Committee thereof, and will be merit-based and take into account the Company's performance as well.

II. Benefits, Perquisites, Allowances:
In addition to the Salary referred to in "I" above, the Managing Director shall be entitled to:

a. Rent-free residential accommodation (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the Salary, in case residential accommodation is not provided by the Company.

b. Hospitalization, Transport, Telecommunication and other facilities:

(i) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;
(ii) Car, with driver provided, maintained by the Company for official and personal use;
(iii) Telecommunication facilities including broadband, internet and fax;
(iv) Housing Loan as per the Rules of the Company.

c. Other perquisites and allowances given below subject to a maximum of 55% of the Annual Salary:

The categories of perquisites / allowances to be included within the 55% limit shall be:

i)	Allowances	33.34%
ii)	Leave Travel Concession/Allowance	8.33%
iii)	Medical allowance	8.33%
		50.00%
iv)	Personal Accident Insurance) @ actuals subject	
v)	Club Membership fees) to a cap of …	5.00%
		55.00%

d. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company.

e. The Managing Director shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Managing Director shall be encashable in accordance with the Rules of the Company.

III. Commission:

Such remuneration by way of commission, in addition to the salary and perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the Managing Director will be based on performance as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.

IV. Incentive Remuneration:

Such Incentive Remuneration not exceeding 200% of the Annual Basic Salary to be paid annually at the discretion of the Board of Directors or a Committee thereof, based on certain performance criteria and such other parameters as may be considered appropriate from time to time. Incentive Remuneration will be payable only when the Company cannot pay Commission.

V. Long Term Incentive Pay:

To pay such amount under the Long Term Incentive Plan to Mr. Kaul over the period of his tenor as the Managing Director, as may be approved by the Nomination and Remuneration Committees / Boards of Directors of the Company.

VI. Other Benefits:

Such other benefits may be granted to the Managing Director, upon his assuming office, as per mutually agreed terms and conditions between the Company and the Managing Director and at such specified intervals. Certain benefits could be clawed back in the event of separation from the Company within 2 years from the date of the respective payout.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as specified above.

E. Other terms of Appointment:

(i) The Managing Director shall, subject to the superintendence, control and direction of the Board of Directors, be entrusted with substantial powers of management to perform such duties as may, from time to time, be entrusted to him.

(ii) If the Managing Director ceases to be a Director of the Company, he shall cease to be the Managing Director of the Company. If the Managing Director ceases to be in the employment of the Company, he shall cease to be a Director and the Managing Director of the Company.

(iii) The Managing Director so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and / or children, in any selling agency of the Company.

(iv) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board of Directors, as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

(v) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:

a. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company, to which he is required to render services; or
b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director ("Agreement"); or
c. in the event the Board expresses its loss of confidence in the Managing Director.

(vi) In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

(vii) Upon the termination by whatever means of the Managing Director's employment:

a. the Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associated companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company.
b. the Managing Director shall not, without the consent of the Company, at any time thereafter, represent himself as connected with the Company or any of the subsidiaries and associated companies.

(viii) The Managing Director will not, during the continuance of his employment with the Company, without the prior written consent of the Board, carry on or be engaged, directly or indirectly, either on his own behalf or on behalf of any person, or as manager, agent, consultant or employee, of any person, firm or company, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company or its holding company or its subsidiaries or associated companies.

(ix) The appointment of the Managing Director shall be subject to the provisions of Sections 164 and167 of the Act.

(x) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Managing Director, unless specifically provided otherwise.

(xi) The terms and conditions of appointment of the Managing Director also include clauses pertaining to adherence with the Tata Code of Conduct, maintenance of confidentiality, Intellectual Property, non-competition and non-solicitation.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, the applicable Rules framed thereunder and read with Schedule V to the Act, the terms of appointment and payment of remuneration to Mr. Kaul, as specified above, are now being placed before the Members for their approval.

The Members are informed that the draft of the Agreement to be executed between the Company and Mr. Kaul for his appointment as Managing Director of the Company would be available for inspection by the Members on any working day between 10:00 a.m. and 5:00 p.m. at the Registered Office of the Company (except Saturday and Sunday) and also at the Meeting.
The Board commends the Ordinary Resolution at Item Nos. 1 and 2 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Kaul is concerned and interested in the Resolution mentioned at Item Nos. 1 and 2 of the accompanying Notice. Other than Mr. Kaul, none of his relatives or any other Director, Key Managerial Personnel or their relatives, are concerned or interested in the Resolution at Item Nos. 1 and 2 of the Notice.

Item Nos. 3 and 4

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 capital of the Company, its free reserves, that is reserves not set apart for any specific purpose, and the Security Premium. 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. 30,000 crore. It may be noted that the borrowings of the Company as on February 28, 2019 were Rs. 23,277.17 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 Act, to increase the limit for outstanding borrowings from Rs. 30,000 crore to an amount of Rs. 40,000 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 amount not exceeding Rs. 40,000 crore.

The Board commends the Special Resolutions at Item Nos. 3 and 4 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.

Other than Mr. Sabharwal, none of his relatives or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item Nos. 3 and 4.

Item No. 5

Considering the business plans of the Company, its requirement of funds resulting from the growth in its book and the need to meet Capital Adequacy norms prescribed by the National Housing Bank, the Company is considering various alternatives for raising funds. Among the alternatives, the Company proposes to issue Compulsorily Convertible Cumulative Preference Shares ("CCCPS").

At the Meeting of the Board of Directors of the Company held on March 27, 2019, the Directors had, 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 of the offer and issue of 94,00,00,000 CCCPS of Rs. 10/- each aggregating Rs. 940 crore, for cash at par, in a dematerialized form to Tata Capital Limited ("TCL"), the holding company, and/or its nominees, on a Rights Basis, during Financial Year 2019-20, on such terms and conditions as may be determined by the Board.

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. Hence, approval of the Members is, accordingly, being sought for offer and issue of upto 94,00,00,000 CCCPS of Rs. 10/- each aggregating Rs. 940 crore, by way of a Special Resolution, on the terms and conditions as more specifically set out below.

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 CCCPS to be issued and nominal value of each share	94,00,00,000 CCCPS at a nominal value of Rs. 10/- each aggregating Rs. 940 crore.
Nature of shares	Cumulative, Non-participating, Compulsorily Convertible into Equity Shares.
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 National Housing Bank.
Manner of issue of shares	In one or more tranches during FY 2019-20.
Issue Price	CCCPS will be issued at par, i.e. Rs. 10/- each
Basis on which price has been arrived	Not Applicable since the issue is at par.
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 a maximum of 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	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. 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. 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.
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 25, 2019 is, as under:

Sr. No.	Name of the Shareholder(s)	No. of Equity Shares	No. of Compulsorily Convertible Preference Shares (CCCPS)	Nominal Value (Rs.)	Total Paid-Up Capital (Rs.)
1	Tata Capital Limited	309,710,294	1,002,000,000	10	13,11,71,02,940
2	Tata Capital Limited J/w Mr. Rajiv Sabharwal	1	-	10	10
3	Tata Capital Limited J/w Mr. Puneet Sharma	1	-	10	10
4	Tata Capital Limited J/w Mr. Anil Kaul	1	-	10	10
5	Tata Capital Limited J/w Mr. Kiran Joshi	1	-	10	10
6	Tata Capital Limited J/w Mr. Avijit Bhattacharya	1	-	10	10
7	Tata Capital Limited J/w Ms. Avan K. Doomasia	1	-	10	10
	TOTAL	309,710,300	1,002,000,000		**13,11,71,03,000**

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. 5 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

Mr. Rajiv Sabharwal, Director of the Company, is deemed to be interested in the above resolution, since he is the Managing Director & CEO of TCL, the holding company.

Other than Mr. Sabharwal, none of his relatives or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No. 5.

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

Sd/-

Jinesh Meghani
Company Secretary

Mumbai, March 27, 2019

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

Annexure

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT AT THIS EXTRAORDINARY GENERAL MEETING (AS AT MARCH 25, 2019)

Particulars	**Mr. Anil Kaul (DIN: 00644761)**
Date of Birth and Age	Date of Birth: August 17, 1965; Age: 53 years
Date of Appointment	July 18, 2018
Qualifications	B. Sc. in Physics from Panjab University PGDM from University of Lucknow
Expertise in specific functional areas	Over 29 years in the Banking and Financial Services Industry
Number of Meetings of the Board attended during FY 2018-19	7 (out of 8)
Other Directorship/Designated Partner held in other companies/LLP	Nil
Memberships/ Chairmanships of Committees of the other Boards	Nil
Shareholding in the Company	1 Equity share of Rs. 10 held jointly with Tata Capital Limited, the holding company
Relationship with other Directors and other Key Managerial Personnel of the Company	None
Last drawn Remuneration	Nil

TATA CAPITAL HOUSING FINANCE LIMITED
Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel 400 013. CIN: U67190MH2008PLC187552
Tel: +91 22 6606 9000; Fax: +91 22 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: U67190MH2008PLC187552

Name of the Company: TATA CAPITAL HOUSING FINANCE 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*:

*Applicable for Members holding shares in electronic form.

I / We, being the Member(s) of _____ shares of Tata Capital Housing Finance 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 Wednesday, March 27, 2019 at 4.30 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, 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 Nos.:

1. Appointment of Mr. Anil Kaul as a Director of the Company
2. Appointment and approval for terms of remuneration of Mr. Anil Kaul as the Managing Director of the Company
3. Increase in the borrowing limits of the Company
4. Creation of charges on the assets of the Company.
5. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares on a Rights Basis

Affix Revenue Stamp

Signed this _____ day of _____, 2019
Signature of Shareholder
Signature of Proxy Holder (s)

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.

TATA CAPITAL HOUSING FINANCE LIMITED
Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.
CIN: U67190MH2008PLC187552
Tel: +91 22 6606 9000; Fax: +91 22 6656 2699; Website: www.tatacapital.com

ATTENDANCE SLIP

CIN: U67190MH2008PLC187552

Name of the Company: TATA CAPITAL HOUSING FINANCE LIMITED

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

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 in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Lower Parel, Mumbai – 400 013 on Wednesday, March 27, 2019 at 4.30 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