

TATA CAPITAL HOUSING FINANCE LIMITED

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF TATA CAPITAL HOUSING FINANCE LIMITED will be held on Tuesday, June 18, 2013 at 3.15 p.m. in the Board Room, 1st Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Reports of the Directors' and the Auditors thereon.
2. To declare a Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year 2012-13.
3. To appoint a Director in place of Mr. Shailesh H Rajadhyaksha, who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.

Special Business:

5. Increase in borrowing limits

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

“**RESOLVED** that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on May 2, 2012 and pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 and such other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (or any Committee of 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 and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed by the Company shall not at any time exceed the limit of Rs. 8,000 crore.”

6. Creation of Charges

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

“**RESOLVED** that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on May 2, 2012 and pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, and such other applicable provisions, if any, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (or by any Committee of the Board) 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 / Committee may direct, together with power to take over the management of the Company in certain events, to or in favour of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and 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, bonds and other instruments such that the outstanding amount of debt at any point of time does not exceed Rs. 8,000 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 monies 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 to be entered into by the Company in respect of the said borrowings.”

“**RESOLVED FURTHER** that besides the Directors of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorised to finalise 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 the above Resolution.”

NOTES :

1. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item Nos. 5 and 6 set out above and details in respect of Director seeking re-appointment at the Annual General Meeting, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The Proxy as per the format included in the Notice should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies must be supported by appropriate resolution / authority, as applicable.

**By Order of the Board of Directors
TATA CAPITAL HOUSING FINANCE LIMITED**

**Ketan Thaker
Company Secretary**

Mumbai, May 3, 2013

Registered Office:

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

EXPLANATORY STATEMENT

As required by Section 173 of the Companies Act, 1956 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 and 6 of the accompanying Notice dated May 3, 2013.

Item Nos. 5 and 6 :

As per the provisions of Section 293(1)(d) 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 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 May 2, 2012 had accorded their consent to the Board of Directors for borrowing up to an outstanding amount of Rs. 5,000 crore. It may be noted that the closing debt position of the Company as on March 31, 2013 was Rs. 3,793.22 crore. To meet the additional working capital, long term funding requirements, as also to provide for the issue of any debt, debt related instrument in the Indian and / or international market, it is required to enhance the present borrowing limit. Approval of the Members is, therefore, being sought pursuant to Section 293(1)(d) of the Act to increase the borrowing limit for an outstanding amount not exceeding Rs. 8,000 crore.

The said borrowings may be secured by way of mortgage / hypothecation on 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 resolution under Section 293(1)(a) of the Act, before creation of the said mortgage or charge or hypothecation.

The Directors commend the Resolutions at Item Nos. 5 and 6 of the accompanying Notice for approval of the Members of the Company.

None of the Directors are concerned or interested in the passing of this Resolution.

**By Order of the Board of Directors
TATA CAPITAL HOUSING FINANCE LIMITED**

**Ketan Thaker
Company Secretary**

Mumbai, May 3, 2013

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**BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING
(AS ON MAY 3, 2013)**

Particulars	Mr. Shailesh H Rajadhyaksha
Date of Birth & Age	November 4, 1951 – 61 years
Appointed on	October 15, 2008
Qualification	B.Com., A.C.A, A.C.W.A, A.C.S
Expertise in specific functional areas	Wide experience in accounts, finance, regulatory and company secretarial functions.
Directorship held in other public companies (excluding foreign and private companies)	<ul style="list-style-type: none"> ● Sheba Properties Limited ● e-Nxt Financials Limited ● Niskalp Infrastructure Services Limited ● India Emerging Companies Investment Limited ● Inshaallah Investments Limited ● TC Travel and Services Limited ● T Sec Commodities Broking Limited ● Tata Infrastructure Capital Limited ● T T Holdings & Services Limited
Memberships / Chairmanships of committees across public companies (only audit and Shareholder's / Investor's Grievance Committee)	<p>Audit</p> <ul style="list-style-type: none"> ● Tata Capital Housing Finance Limited ● e-Nxt Financials Limited ● TC Travel and Services Limited ● T T Holdings & Services Limited ● Sheba Properties Limited ● Niskalp Infrastructure Services Limited ● India Emerging Companies Investment Limited ● Inshaallah Investment Limited
Shareholding in the Company	Holds one share of Rs. 10/- each jointly with Tata Capital Limited