



## **TATA CAPITAL HOUSING FINANCE LIMITED**

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

CIN: U67190MH2008PLC187552

Tel: 91 22 6745 9000, Fax: 91 22 6610 6701, Website: [www.tatacapital.com](http://www.tatacapital.com)

**NOTICE** IS HEREBY GIVEN THAT THE NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held on Monday, August 21, 2017 at 12.40 p.m. in the Board Room, 12<sup>th</sup> 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 confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares of the Company for the Financial Year 2016-17.
- 3) To appoint a Director in place of Mr. Praveen P. Kadle (DIN: 00016814), Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) **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 Fourteenth 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:**

- 5) **Amendment of the Memorandum of Association 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 pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or

re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Central Government, which powers have been delegated to the Registrar of Companies, Maharashtra, Mumbai ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by replacing sub-clause 4 of the Main Objects under Part - A of Clause III by the following:

"4. To render services as brokers, commission agents and to carry on the business of retail and institutional distribution/referral of the schemes, membership, units of the Mutual Funds, Insurance Policies or any other products of/issued by Banks, Mutual Funds, Insurance Companies, Financial Institutions or any other Company or body corporates, such as may be lawfully permissible, on the basis of a commission, remuneration, fee or any other consideration or to provide for and furnish or secure to any member or customer of the Company, any convenience, advantage, benefit or special privilege, as may be legally permissible, either gratuitously or otherwise."

"**RESOLVED FURTHER** that any Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory or regulatory authority."

6) **Re-appointment of Mr. R. Vaithianathan 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 of the Companies Act, 2013 ("Act"), and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Act and subject to the approval of the Central Government, if required, the Company hereby approves the re-appointment and terms of remuneration of Mr. R. Vaithianathan, (DIN: 05267804) as the Managing Director of the Company for a further period commencing from June 1, 2017 and ending on May 21, 2018, upon the terms and conditions as detailed in the Explanatory Statement attached hereto (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 authority to the Board of Directors or the Nomination and Remuneration Committee to alter and vary the terms and conditions of the said re-appointment and/or remuneration in such manner as may be agreed to between the Board of Directors and Mr. Vaithianathan."

"**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7) **Payment of Commission to Non-Executive and Independent Directors 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 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.”

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

**S Balakrishna Kamath**  
**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 businesses set out under Item Nos. 4 to 7, 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. Praveen. P. Kadle, Director and Mr. R Vaithianathan, Managing Director, the re-appointment of both of whom is to be considered 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 Companies Act, 2013 (“Act”) read with the Rule 23 of Companies (Management and Administration) Rules, 2014, stating their intention to appoint 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 (“AGM”) 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. The Notice of the Meeting is also displayed / posted on the website of the Company, [www.tatacapital.com](http://www.tatacapital.com)

## **EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed made thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 4, 5, 6 and 7 of the accompanying Notice dated August 3, 2017:

### **Item No. 4:**

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

At the last Annual General Meeting (“AGM”) of the Company, Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (“DHS”) (ICAI Firm Registration Number: 117366W/W - 100018), were appointed as the Statutory Auditors of the Company, for a term of one year until the conclusion of the ensuing Ninth AGM.

In view of the mandatory requirement for rotation of auditors upon completion of 10 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 Ninth AGM till the conclusion of Fourteenth AGM of the Company, to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act.

BSR has 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 Resolution at Item No. 4 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. 4 of the accompanying Notice.

### **Item No. 5:**

The principal business of the Company is providing long term finance to any person or persons, company or corporation, society or association of persons with or without interest and with or without any security, to construct/purchase any houses, buildings or flats, furnished or otherwise. The Company proposes to render services as brokers, commission agents and to carry on the business of retail and institutional distribution/referral of the schemes, memberships, units of Mutual Funds, Insurance Policies or any other products of/issued by Banks, Mutual Funds, Insurance Companies, Financial Institutions or any other Company or body corporate, such as may be lawfully

permissible, on the basis of a commission, remuneration, fee or any other consideration or to provide for and furnish or secure to any member or customer of the Company, any convenience, advantage, benefit or special privilege, as may be legally permissible, either gratuitously or otherwise.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the amending sub-clause 4 as stated in the Resolution at Item No. 5 of the accompanying Notice. The above amendment would be subject to the approval of the Central Government, which powers have been delegated to the Registrar of Companies, Maharashtra, Mumbai, and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

The Board commends the Resolution at Item No. 5 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. 5 of the accompanying Notice.

**Item No. 6:**

The Members of the Company had, vide a Special Resolution passed at the Extraordinary General Meeting of the Company held on August 10, 2012, appointed Mr. R. Vaithianathan as the Managing Director of the Company, for a period of five years with effect from June 1, 2012. The aforesaid period of five years ends on May 31, 2017.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its Meeting held on April 28, 2017, approved the re-appointment of Mr. R. Vaithianathan as the Managing Director and Key Managerial Personnel of the Company, subject to the approval of the Members of the Company, with effect from June 1, 2017. In accordance with the Governance Guidelines on Board Effectiveness issued by Tata Sons Limited and adopted by the Company, Mr. Vaithianathan's term as the Managing Director would be upto May 21, 2018 i.e. upon his attaining the age of 65 years. 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. Vaithianathan, as the Managing Director of the Company.

A Brief resume of Mr. Vaithianathan is given in the Annexure attached to the Notice.

During the tenure of Mr. Vaithianathan as the Managing Director of the Company, the Net Profit of the Company increased from Rs. 27.88 crore in FY 2012-13 to Rs. 178.17 crore in FY 2016-17 and the Loan Portfolio increased from Rs. 4,313 crore in FY 2012-13 to Rs.16,926 crore in FY 2016-17.

The following are the salient terms and conditions of re-appointment of Mr. R. Vaithianathan (hereinafter referred to as “Managing Director”):

**A. Tenure of Agreement:**

The appointment of the Managing Director is for the period commencing on June 1, 2017 and ending on May 21, 2018.

**B. Nature of duties:**

The Managing Director shall devote his whole time and attention to the business of the Company and carry out 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, subsidiaries or holding company, 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. 4,50,000 per month upto a maximum of Rs. 6,00,000 per month.

**II. Benefits, Perquisites, Allowances:**

In addition to the Salary referred to in (A) 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) Hospitalisation 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                              | <u>8.33%</u>  |
|   | 50.00%        |
| iv) Personal Accident Insurance ) @ actuals subject |               |
| v) Club Membership fees ) to a cap of ...           | <u>5.00%</u>  |
|   | <u>55.00%</u> |

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 Sections 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 to be paid at the discretion of the Board, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

**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, 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.
- (ii) The terms and conditions of the appointment of the Managing Director may be altered and varied from time to time by the Board 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.
- (iii) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of such Notice.
- (iv) 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.
- (v) 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.
- (vi) 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.
- (vii) 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 subsidiaries or associated companies.
- (viii) The appointment of Managing Director shall be subject to the provisions of Sections 164 and 167 of the Act.
- (ix) 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.
- (x) If and when the Agreement expires or is terminated for any reason whatsoever, the Managing Director will cease to be the Managing Director and also cease to be a Director. If at any time, the Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate. If at any time, the Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and Managing Director of the Company.
- (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, non-competition and non-solicitation.

The re-appointment and aggregate of the remuneration will be pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended from time to time.

As per the provisions of Sections 196, 197, 198, 203 read with Schedule V to the Act, the terms of appointment and payment of remuneration to Mr. Vaithianathan as specified above, are being placed for the approval of the Members.

The Members are informed that the draft of the Agreement to be executed between the Company and Mr. Vaithianathan for his re-appointment as Managing Director of the Company would be available for inspection of the Members between 10:00 a.m. and 5:00 p.m. at the Registered Office of the Company and also at the Meeting.

The Board commends the Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Vaithianathan is concerned and interested in the Resolution mentioned at Item No. 6 of the accompanying Notice. Other than Mr. Vaithianathan, none of his relatives or any other Director, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

**Item No. 7:**

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

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 the Financial Year 2016-17. Such payment will be in addition to the sitting fees payable for attending Board / Committee Meetings.

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

All the Directors of the Company, except the Managing Director, are concerned or interested in the Resolution at Item No. 7 of the Notice, to the extent of Commission that may be received by each of them.

None of the Director's relative, 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.

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

**S Balakrishna Kamath  
Company Secretary**

Mumbai, August 3, 2017

**Registered Office:**

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

**BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THIS ANNUAL  
GENERAL MEETING**

| <b>Particulars</b>  | <b>Mr. Praveen P. Kadle (DIN: 00016814)</b>  | <b>Mr. R Vaithianathan (DIN:05267804)</b>   |
|---|--|---|
| Date of Birth and Age                                       | Date of Birth: January 21, 1957;<br>Age: 60 years  | Date of Birth: May 21, 1953;<br>Age: 64 years   |
| Date of Appointment   | October 15, 2008   | June 1, 2012  |
| Qualifications  | B.Com.(Hons.), Chartered Accountant,<br>Company Secretary, Cost Accountant   | B.Com.(Hons.), Chartered<br>Accountant, Cost Accountant   |
| Expertise in specific functional areas                      | Wide experience of more than three decades in accounts, finance, regulatory and various other expertise.<br><br>Has been on the Board of various Tata and non-Tata companies and contributes to many industry and economic bodies both domestic and international.   | Wide experience of three decades in accounts, finance, regulatory, inventory control and various other expertise. |
| Number of Meetings of the Board attended during FY 2016-17  | 7 (out of 7)   | 7 (out of 7)  |
| Directorship/Designated Partner held in other companies/LLP | <p><b><u>Chairman</u></b></p> <ul style="list-style-type: none"> <li>• Tata Securities Limited</li> <li>• Tata AutoComp Systems Limited</li> <li>• Tata Business Support Services Limited</li> </ul> <p><b><u>Managing Director &amp; CEO:</u></b></p> <ul style="list-style-type: none"> <li>• Tata Capital Limited</li> <li>• Tata Capital Financial Services Limited</li> </ul> <p><b><u>Director</u></b></p> <ul style="list-style-type: none"> <li>• Tata Technologies Limited</li> <li>• International Paper APPM Limited</li> <li>• Tata Cleantech Capital Limited</li> <li>• International Asset Reconstruction Company Private Limited</li> <li>• Tata Technologies Pte. Limited, Singapore</li> <li>• Tata Technologies Europe Limited</li> <li>• INCAT International Plc., UK</li> <li>• Tata Technologies Inc., U.S.</li> <li>• Tata Capital Pte. Limited, Singapore</li> <li>• Tata Capital Advisors Pte. Limited, Singapore</li> <li>• Tata Capital Markets Pte. Limited, Singapore</li> <li>• Tata Capital Plc., UK</li> <li>• TitanX Holding AB</li> </ul> | Nil   |

|   |   |     |
|---|---|-----|
|   | <p><b>Designated Partner</b></p> <ul style="list-style-type: none"> <li>• Shivakrtih Realtors LLP</li> </ul>  |     |
| Memberships/<br>Chairmanships of<br>Committees of the<br>other Boards | <p><b>Tata Capital Limited</b></p> <ul style="list-style-type: none"> <li>• Risk Management Committee (Member)</li> <li>• Finance and Asset Liability Supervisory Committee (Member)</li> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Corporate Social Responsibility (Member)</li> </ul> <p><b>Tata Capital Financial Services Limited</b></p> <ul style="list-style-type: none"> <li>• Investment Credit Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Finance and Asset Liability Supervisory Committee (Member)</li> <li>• Stakeholders Relationship Committee (Member)</li> <li>• Committee for Review of Policies (Member)</li> <li>• Corporate Social Responsibility (Member)</li> </ul> <p><b>Tata Cleantech Capital Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Chairman)</li> <li>• Finance and Asset Liability Supervisory Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Investment Credit Committee (Member)</li> </ul> <p><b>Tata Securities Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Member)</li> </ul> <p><b>Tata Technologies Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul> <p><b>International Paper APPM Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> </ul> <p><b>Tata Business Support Services Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee (Member)</li> </ul> | Nil |
| Shareholding in the<br>Company  | Nil   | Nil |

|   |      |  |
|---|------|--|
| Relationship with other Directors and other Key Managerial Personnel of the Company | None | None   |
| Last drawn Remuneration   | Nil  | Rs. 1,94,64,800<br>(includes Remuneration paid during FY 2016-17 and Commission for FY 2015-16 paid during FY 2016-17) |



**TATA CAPITAL HOUSING FINANCE LIMITED**

Registered Office: One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai 400 001  
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Tel: 91 22 6745 9000, Fax: 91 22 6610 6701, Website: [www.tatacapital.com](http://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: 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

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: \_\_\_\_\_, or failing him/her

as my / our proxy to attend and vote for me / us and on my / our behalf at the Ninth Annual General Meeting of the Company, to be held on Monday, August 21, 2017 at 12.40 p.m. in the Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013 and at any adjournment thereof, in respect of following Resolution as set out in the Notice convening the meeting:

- 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 confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares of the Company for the Financial Year 2016-17.
- 3) To appoint a Director in place of Mr. Praveen P. Kadle, (DIN:00016814), Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To Appoint Statutory Auditors and fix their remuneration.
- 5) Amendment of the Memorandum of Association of the Company.
- 6) Re-appointment of Mr. R. Vaithianathan as the Managing Director of the Company.
- 7) Payment of Commission to Non-Executive and Independent Directors of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

|                                    |
|------------------------------------|
| Affix<br>Revenue<br>Stamp<br>Re. 1 |
|------------------------------------|

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 HOUSING FINANCE LIMITED**

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

CIN: U67190MH2008PLC187552

Tel: 91 22 6745 9000, Fax: 91 22 6610 6701, Website: [www.tatacapital.com](http://www.tatacapital.com)

**ATTENDANCE SLIP**

(To be signed and handed over at the entrance of the meeting venue)

CIN: U67190MH2008PLC187552

Name of the Company: TATA CAPITAL HOUSING FINANCE 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 Ninth Annual General Meeting of the Company in the Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400013 on Monday, August 21, 2017 at 12.40 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



## ROUTE MAP TO THE VENUE

### Venue of the AGM:

Board Room, 12<sup>th</sup> Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013

