



TATA CAPITAL HOUSING FINANCE LIMITED

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

Corporate Identity Number: U67190MH2008PLC187552

Tel: 91 22 6745 9000, Fax: 91 22 6610 6701, Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held on Monday, May 23, 2016 at 2.30 p.m. at the Registered Office of the Company at 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 Financial Statements of the Company for the Financial Year ended March 31, 2016 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 2015-16.
- 3) To appoint a Director in place of Mr. S. H. Rajadhyaksha (DIN: 00020465), 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 Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit & Auditors) Rules, 2014, Deloitte Haskins & Sells LLP (ICAI Firm Registration No. 117366W/W – 100018) be and are hereby re-appointed as the Statutory Auditors of the Company for the Financial Year 2016-17, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company or a Committee thereof and the Auditors.”

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 (“Act”), as amended from time to time, the approval of the Members of the Company, be and is hereby accorded for the deletion of Clause 28 of Part B of the Objects incidental or ancillary to the attainment of the Main Objects of the Clause III of the Memorandum of Association (“MOA”).”

TATA CAPITAL HOUSING FINANCE LIMITED

Corporate Identity Number U67190MH2008PLC187552

Corporate Office I-Think Techno Campus A Wing Fourth Floor Off Pokhran Road No 2 Thane West 400 607 India

Tel 91 22 6182 8282 Web www.tatacapital.com

Registered Office One Forbes Dr V B Gandhi Marg Fort Mumbai 400 001 India Tel 91 22 6745 9000



“RESOLVED FURTHER that pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, the approval of the Members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company from Rs. 2,500 crore divided into 140,00,00,000 Equity Shares of Rs.10/- each and 110,00,00,000 Preference Shares of Rs. 10/- each to Rs. 4,500 crore divided into 250,00,00,000 Equity Shares of Rs.10/- each and 200,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each and that sub-clause (a) of Clause V of the MOA of the Company, be and is hereby altered by substituting the said Clause with the following:

“V(a) The Authorized Share Capital of the Company is Rs. 4500,00,00,000 (Rupees Four Thousand Five Hundred Crore) divided into 250,00,00,000 (Two Hundred Fifty crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 200,00,00,000 (Two Hundred crore) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER that any Director of the Company or the Key Managerial Personnel, be and are hereby severally authorized to sign and execute the necessary resolutions, documents and papers and file the necessary e-forms with the Registrar of Companies, Mumbai, Maharashtra, and do all such acts, deeds and things as are necessary and incidental for giving effect to the above Resolution.”

6) Loans to be granted to Employees under the Tata Capital Limited Employee Purchase / Option Scheme

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

“RESOLVED that in accordance with the provisions of Section 67 and such other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and all other applicable laws and regulations, as amended from time to time, and subject to such other approvals, permissions and sanctions, as may be required, including from any statutory / regulatory authority, loans to the extent permissible under applicable laws, but not exceeding an aggregate outstanding amount of Rs. 15,00,00,000 be granted to the Employees of the Company (except Directors and Key Managerial Personnel of the Company), which loans would be solely utilized by them for purchasing Equity Shares of Tata Capital Limited (“TCL”), the holding company, under the Tata Capital Limited Employee Stock Purchase / Option Scheme (“Scheme”) and that the Board of Directors, be and are hereby authorized to finalise the terms and conditions of the said loans and to decide whether the said loans may be interest free or interest bearing.”



“RESOLVED FURTHER that the aforementioned aggregate outstanding amount shall include all outstanding loans granted in the past to the employees of the Company, for purchase of Equity Shares of TCL, under the Scheme.”

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

S Balakrishna Kamath
Company Secretary

Mumbai, May 20, 2016

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 all material facts relating to the businesses set out under Item Nos. 5 and 6 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 Directors/Manager seeking appointments/re-appointment and/or fixation of remuneration at the Annual General Meeting is furnished as a part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER.**

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. Proxies, in order to be effective, must be received at the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting.



EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules made there under, sets out all material facts relating to the businesses mentioned under Item Nos. 5 and 6 of the accompanying Notice dated May 20, 2016:

Item No. 5:

Pursuant to the provisions of Paragraph 32A of the Housing Finance Companies (NHB) Directions, 2010 ("Directions"), no housing finance company shall contribute to the capital of a partnership firm or become a partner of such a firm. Clause 28 of Part B of the Objects incidental or ancillary to the attainment of the Main Objects of the Memorandum of Association ("MOA") of the Company authorizes the Company to enter into partnership or into any arrangement for joint ventures. The approval of the Members of the Company is being sought pursuant to Section 13 and such other applicable provisions of the Companies Act, 2013 ("Act"), for deletion of the aforesaid Clause and amending the Object Clause of the Memorandum of Association of the Company.

Further, considering the business plans of the Company and its requirement of funds resulting from the growth in its book, the Company is exploring various alternatives for raising funds.

The Board of Directors, at their Meeting held on March 16, 2016, had approved of the offer and issue by the Company of 50,00,00,000, Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each aggregating Rs. 500,00,00,000, on a 'Rights Basis', in one or more tranches in the Financial Year 2016-17. Since the entire Equity Share Capital of the Company is currently held by Tata Capital Limited ("TCL"), the holding company, the above offer would be made entirely to TCL and/or its nominees.

In order to facilitate the aforementioned offer/issue of the CCCPS and also to provide for the issuance of further Equity Shares, including Equity Shares upon the conversion of the CCCPS, it is proposed to increase the Authorized Share Capital of the Company from the existing Rs. 2,500 crore divided into 140,00,00,000 Equity Shares of Rs.10/- each and 110,00,00,000 Preference Shares of Rs. 10/- each to Rs. 4,500 crore divided into 250,00,00,000 Equity Shares of Rs.10/- each and 200,00,00,000 Preference Shares of Rs. 10/- each, by further creation of 110,00,00,000 Equity Shares of Rs. 10/- each and 90,00,00,000 CCCPS of Rs. 10/- each and for this purpose, to amend Clause V of the Memorandum of Association of the Company by substituting the existing sub-clause (a) of Clause V with proposed new sub-clause (a) as mentioned in the Resolution.

Article 4 of the Articles of Association ("Articles") states that the capital of the Company will be as reflected in Clause V of the Memorandum of Association from time to time, and hence the Articles do not require any amendment to reflect the proposed increase in the Authorized Share Capital.

The approval of the Members of the Company is being sought pursuant to Sections 13, 61 and such other applicable provisions of the Act, for increasing the Authorized Share



Capital of the Company and amending the Capital Clause of the Memorandum of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company, with the proposed amendments, would be available for inspection without any fee, by the Members at the Registered Office of the Company.

The Directors commend 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 Persons of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 5.

Item No. 6

Tata Capital Limited ("TCL"), the holding company, had introduced the Tata Capital Limited Employee Stock Purchase / Option Scheme ("Scheme") and the same was approved by the Members of TCL at the Extraordinary General Meeting ("EGM") of TCL held on March 2, 2010. The Scheme has been amended from time to time. The Scheme is administered through the TCL Employee Welfare Trust. The objective of the Scheme is to facilitate employee participation in the ownership of TCL, by offering its Equity Shares to Eligible Employees of TCL and its subsidiaries, as defined in the Scheme. Under the Scheme, TCL has been offering options/shares, through proposals approved by the Nomination and Remuneration Committee ("NRC") of TCL, from time to time.

In order to enable Eligible Employees of the Company to purchase the Shares of TCL, it is proposed to extend to the Eligible Employees (except Directors and Key Managerial Personnel), interest-free or interest bearing loans to the extent permitted by law. The loan eligibility would be six times the monthly salary of the employee, subject to a maximum of the amount required for investment in the Shares offered to the employees.

Section 67 of the Act, read with Rule 16 of the Companies (Share Capital & Debentures) 2014, requires the approval of the Members by way of a Special Resolution for extending loans to employees. Income-Tax, as applicable on the loans, would be to the account of the employees.

At the meeting of the Board of Directors of the Company held on May 17, 2016, the Directors approved of the Company granting loans to Eligible Employees for purchasing the Equity Shares of TCL under the Scheme, as amended from time to time, subject to the approval of the Members and such other approvals, permissions and sanctions, as may be required from any statutory/regulatory authority.

Additional Information relevant to the provision of money by a company for purchase of its shares by employees as required under Rule 16 of the Companies (Share Capital & Debentures) Rules 2014:



- a) The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Eligible Employees of the Company as defined in the Scheme (excluding Directors and Key Managerial Personnel) and as approved by the NRC of TCL, from time to time.

- b) The particulars of the trustee or employees in whose favor such shares are to be registered:

Individual Eligible Employees of the Company as defined in the Scheme and approved by the NRC of TCL.

- c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

Name of the Trust: TCL Employee Welfare Trust

Details of Trustees:

| Name of Trustees | Mr. F. K. Kavarana | Mr. H.N. Sinor | Mr. Eruch Kapadia |
|---|--|---|--|
| Address | 9 CCI Chambers, 5 th Floor, Dinshaw Vatcha Road, Opp. CCI Club, Churchgate, Mumbai – 400020 Maharashtra | 764F, Sarosh Court, Tilak Road, Dadar (E), Mumbai – 400014, Maharashtra | R/15, Cusrow Baug, 3 rd Floor, Shahid Bhagat Singh Road, Colaba, Mumbai – 400039, Maharashtra |
| Occupation | Professional | Professional | Professional |
| Nationality of Trustees | Indian | Indian | Indian |
| Relationship with promoters, directors or key managerial personnel, if any | Nil | Nil | Nil |

- d) Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

None of the Promoters, Directors or Key Managerial Personnel of the Company are interested in the Scheme or the TCL Employee Welfare Trust, except to the extent of the number of options granted / to be granted and shares allotted / to be allotted to them under the Scheme.

- e) The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:



On the exercise of the Options, the employees would be entitled to purchase Equity Shares of TCL from the TCL Employee Welfare Trust, as determined by the NRC of TCL, from time to time. Upon becoming an Equity Shareholder of TCL, the employees would enjoy all the rights and privileges that an Equity Shareholder of TCL would enjoy.

- f) The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

The Scheme is administered through the TCL Employee Welfare Trust ("Trust"). The allotment of shares under the Scheme was done upfront by TCL to the Trust. The Trustees exercise the voting rights on behalf of the Trust. Upon transfer of the Equity Shares of TCL to the Employees, the voting rights in respect of the Equity Shares transferred would be exercised by the Employees in the same manner as any other Equity Shareholder of TCL.

A copy of the existing Scheme is available for inspection, by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturdays and Sundays) and also at the Meeting.

The approval of the Members is being sought by way of a Special Resolution under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, for granting of loans to employees for purchase of Equity Shares of TCL under the Scheme.

The Directors commend the Resolution at Item No. 6 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 Persons of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 6, since the Directors and the KMPs are not eligible to receive any loans for acquiring shares that may be allotted to them under the Scheme.

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

**S Balakrishna Kamath
Company Secretary**

Mumbai, May 20, 2016

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

| | |
|---|--|
| Particulars | Mr. S. H. Rajadhyaksha (DIN: 00020465) |
| Date of Birth and Age | Date of Birth: November 4, 1951; Age: 64 years |
| Date of Appointment | October 15, 2008 |
| Qualifications | 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. |
| Number of Meetings of the Board attended during FY 2015-16 | 8 |
| Directorship held in other companies | <p><u>Chairman</u></p> <ul style="list-style-type: none"> • TC Travel and Services Limited • Tata Capital Forex Limited <p><u>Director</u></p> <ul style="list-style-type: none"> • Niskalp Infrastructure Services Limited • India Emerging Companies Investment Limited • Inshaallah Investments Limited |
| Memberships/ Chairmanships of Committees of the other Boards | <p>TC Travel and Services Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) <p>Tata Capital Forex Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) <p>Niskalp Infrastructure Services Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) <p>India Emerging Companies Investment Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) <p>Inshaallah Investment Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) |
| Shareholding in the Company | Holds one share of Rs. 10/- each jointly with Tata Capital Limited |
| Relationship with other Directors and other Key Managerial Personnel of the Company | None |
| Last drawn Remuneration | Rs. 7,20,000* |

*Last drawn remuneration includes the Sitting Fees paid for FY 2015-16.



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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: 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 _____ 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: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Eighth Annual General Meeting of the Company, to be held on Monday, May 23, 2016 at 2.30 p.m. at the Registered Office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 and at any adjournment thereof, in respect of following Resolution as set out in the Notice convening the meeting:



- 1) Consideration and Adoption of Audited Financial Statements for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors.
- 2) To confirm the payment of Interim Dividend on the Compulsorily Convertible Cumulative Preference Shares, for the Financial Year 2015-16.
- 3) Re-appointment of Mr. S. H. Rajadhyaksha, Director, who retires by rotation.
- 4) Appointment of Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration.
- 5) Amendment of the Memorandum of Association of the Company.
- 6) Loans to be granted to Employees under the Tata Capital Limited Employee Purchase / Option Scheme.

Signed this _____ day of _____, 2016

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

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.



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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 hereby record my presence at the Annual General Meeting of the Company at the Registered Office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 on Monday, May 23, 2016 at 2.30 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



Route map to the venue of the AGM

One Forbes
Dr. V. B. Gandhi Marg
Fort, Mumbai - 400001
Maharashtra, India

