



## **TATA CAPITAL HOUSING FINANCE LIMITED**

**Registered Office:** 11<sup>th</sup> 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](http://www.tatacapital.com)

**NOTICE** IS HEREBY GIVEN THAT THE TENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held on Friday, June 29, 2018 at 9.30 a.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, 2018 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 2017-18.
- 3) To declare Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, allotted on March 21, 2018, for the Financial Year ended March 31, 2018.
- 4) To appoint a Director in place of Mr. Govind Sankaranarayanan (DIN: 01951880), who retires by rotation and, being eligible, offers himself for re-appointment.
- 5) **To ratify the appointment of Statutory Auditors and to fix their remuneration**

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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the Eleventh AGM of the Company to be held in the year 2019, to examine and audit the accounts of the Company for Financial Year 2018-19, at such remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors.”

**Special Business:**

**6) Appointment of Mr. Ankur Verma (DIN: 07972892) as a Non-Executive 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. Ankur Verma (DIN: 07972892), who was appointed as an Additional Director of the Company, with effect from April 12, 2018, by the Board of Directors and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) but who is eligible for appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER** that the Board of Directors, 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.”

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

**Sd/-**

**S. Balakrishna Kamath**  
**Company Secretary**

Mumbai, April 30, 2018

**Registered Office:**

11<sup>th</sup> 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 the material facts relating to the businesses set out under Item Nos. 5 and 6, is annexed hereto. Additional information, pursuant to Secretarial Standard - 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Govind Sankaranarayanan and Mr. Ankur Verma, the Directors seeking appointment / re-appointment 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 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 deposited 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 AGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on close on business hours on May 31, 2018.
6. If Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, as recommended by the Board of Directors, is approved at the Meeting, payment of such dividend will be made within the statutory timelines to those Members whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of the business hours on Friday, June 29, 2018.
7. 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 made thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 5 and 6 of the accompanying Notice dated April 30, 2018:

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

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

At the Ninth AGM of the Company held on August 21, 2017, B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022) ("BSR"), were appointed as the Statutory Auditors of the Company, for a term of five years to hold office from the conclusion of the Ninth AGM till the conclusion of the Fourteenth AGM of the Company, to be held in the year 2022.

As per the provisions of Section 139(1) of the Act, the appointment of BSR for the above tenure is subject to the ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out 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 Board, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Ankur Verma (DIN: 07972892), as a Non-Executive Director of the Company, subject to the prior written approval of the National Housing Bank ("NHB"). The NHB approved the appointment of Mr. Verma as a Non-Executive Director of the Company, vide its letter dated April 10, 2018. Accordingly, the Board of Directors, vide a Circular Resolution passed on April 12, 2018, appointed Mr. Verma as an Additional Director of the Company, with effect from April 12, 2018. Pursuant to Section 161(1) of the Act, Mr. Verma holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

A brief resume of Mr. Ankur Verma is given in the Annexure attached to the Notice.

The appointment of Mr. Verma as a Non-Executive Director of the Company, liable to retire by rotation, is now being placed before the Members, for their approval. The Board is of the opinion that the vast knowledge and varied experience of Mr. Verma will be of great value to the Company. Therefore, the Board commends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

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

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

**Sd/-**

**S. Balakrishna Kamath**  
**Company Secretary**

Mumbai, April 30, 2018

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

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

<b>Particulars</b>	<b>Mr. Govind Sankaranarayanan (DIN: 01951880)</b>	<b>Mr. Ankur Verma (DIN: 07972892)</b>
Date of Birth and Age	Date of Birth: September 18, 1968; Age: 49 years	Date of Birth: March 25, 1976; Age: 42 years
Appointment on	October 15, 2008	April 12, 2018
Qualifications	B.E. (Chemical Engineering), M.B.A., Master in Finance – London Business School	PGDM, BE in Mechanical Engineering and MBA in Finance
Experience	<p>Mr. Govind Sankaranarayanan has been associated with the Tata Group since 1992 when he joined Tata Administrative Services (TAS). At Tata Industries, he was closely associated with the creation of Tata joint ventures with Bell Canada, Jardine Matheson and the Government of Singapore. Thereafter, he was chosen for a key finance and integration role at the Tetley Group, UK, immediately after the pioneering acquisition of Tetley by Tata Tea in 2000. Later, he went onto become the Executive Director and Chief Financial Officer (“CFO”) of VSNL International, based in USA, where he was responsible for VSNL's overseas operations including their pathbreaking acquisitions of the TYCO Global network and Teleglobe.</p> <p>At Tata Capital, he had served as the CFO and the Chief Operating Officer of Corporate Affairs and as Chief Operating Officer - Retail Business and Housing Finance. During this stint, he played a pivotal role in establishing key functions of Financial Management,</p>	<p>Mr. Ankur Verma has around 15 years of experience in Investment Banking, Capital Markets and Corporate Strategy. At present, Mr. Verma is the Senior Vice President, Chairman’s Office at Tata Sons Limited. Previously, Mr. Verma was Managing Director (Investment Banking Division) in Bank of America Merrill Lynch and prior to that he was Group Manager &amp; Head, Business Planning in Infosys Technologies Limited - Corporate Planning Group.</p>

	Treasury, Risk and overall Corporate Strategy. Mr. Sankaranarayanan is currently the Head – Strategy, Tata Capital Limited.	
Number of Meetings of the Board attended during FY 2017-18	8 (out of 8)	-
Other Directorships	<b><u>Director</u></b> <ul style="list-style-type: none"> <li>• Tata Teleservices (Maharashtra) Limited</li> </ul>	<b><u>Director (Alternate)</u></b> <ul style="list-style-type: none"> <li>• Tata AIA Life Insurance Company Limited</li> <li>• ATC Telecom Infrastructure Private Limited</li> </ul>
Memberships/ Chairmanships of committees across other companies	<b>Tata Tata Teleservices (Maharashtra) Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Finance Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Executive Committee</li> </ul>	Nil
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager or Key Managerial Personnel, if any	None	None
Last drawn Remuneration	Rs. 3,20,000*	Nil

\*Last drawn Remuneration includes the Sitting Fees paid to Mr. Sankaranarayanan for FY 2017-18



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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: 11<sup>th</sup> 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 Member 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: \_\_\_\_\_, or failing him/her

as my / our proxy to attend and vote for me / us and on my / our behalf at the Tenth Annual General Meeting of the Company, to be held on Friday, June 29, 2018 at 9.30 a.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 such Resolutions set out in the Notice convening the Meeting, as are indicated below:

### **Resolution Nos.:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 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 2017-18.
3. To declare Final Dividend on the Compulsorily Convertible Cumulative Preference Shares, allotted on March 21, 2018, for the Financial Year ended March 31, 2018.
4. To appoint a Director in place of Mr. Govind Sankaranarayanan (DIN: 01951880), who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors and to fix their remuneration.
6. Appointment of Mr. Ankur Verma (DIN: 07972892) as a Non-Executive Director of the Company.



Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy Holder (s): \_\_\_\_\_

Affix Revenue Stamp
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**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 Resolutions.**

