

## **TATA CAPITAL HOUSING FINANCE LIMITED**

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

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

Corporate Identity Number: U67190MH2008PLC187552

**NOTICE** IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held on Monday, June 30, 2014 at 1.15 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 Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet of the Company as on that date together with the Report of the Directors and the Auditors thereon.
- 2) To declare a Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year ended March 31, 2014.
- 3) To appoint a Director in place of Mr. Praveen P. Kadle (DIN: 00016814), Director, who retires by rotation and, being eligible, seeks re-appointment.
- 4) To appoint 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 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s 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 2014-15, 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 and the Auditors.”

### **Special Business:**

#### **5) Appointment of Mr. Janki Ballabh as Independent Director**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Janki Ballabh (DIN: 00011206), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, with effect from June 30, 2014 up to October 23, 2017.”

By Order of the Board of Directors

**S Balakrishna Kamath**  
Company Secretary

Mumbai, June 4, 2014

### **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 material facts relating to the business stated under Item No. 5 is 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 instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than 48 (Forty Eight) hours before the meeting. Proxies submitted on behalf of limited companies, etc. must be supported by appropriate resolutions or authority, as applicable.
3. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Friday, May 30, 2014 (“Record Date”). The Notice of the Meeting is also displayed/posted on the websites of the Company [www.tatacapital.com](http://www.tatacapital.com) and that of Central Depository Services (India) Limited (“CDSL”) [www.evotingindia.com](http://www.evotingindia.com).
4. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically instead of casting their vote at a Meeting.
5. The Company has appointed Mr. Umesh Maskeri, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
6. The procedure and instructions for voting through electronic means are, as follows:
  - i. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii. Now click on “Shareholders” tab to cast your votes.
  - iii. Now, select “TATA CAPITAL HOUSING FINANCE LIMITED” from the drop down menu and click on “SUBMIT”.
  - iv. Members should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on “Login”.
  - v. Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department when prompted by the system while e-voting
DOB#	Enter the Date of Birth as recorded in the Company records for the said folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in the Company records for the said folio.

# Please enter any one of the details in order to login.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members will then reach directly the EVSN selection screen. The details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Select the Company - “TATA CAPITAL HOUSING FINANCE LIMITED.”
- ix. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- x. Click on the “Resolutions File Link” if you wish to view the Resolutions.
- xi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xii. Once you “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote subsequently.
  - xiii. Corporate Members are required to log on to <https://www.evotingindia.co.in> and register themselves by clicking on the “Registration” tab. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - xiv. The voting period begins on Wednesday, June 25, 2014 at 12:01 a.m. and ends on Thursday, June 26, 2014 at 11:59 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the Record Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - xv. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [Balakrishna.kamath@tatacapital.com](mailto:Balakrishna.kamath@tatacapital.com).
7. The voting rights of the Members shall be in proportion to their share in the paid up Equity Share Capital of the Company as on the Record Date.
  8. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the Annual General Meeting (“AGM”), shall be announced by the Chairman or any person authorized by him on Monday, June 30, 2014. The results declared, alongwith the Scrutinizer’s report, will be posted on the Company’s website and on [www.cdslindia.com/GoGreen/ tchfl-agm-evotingresults-300614.pdf](http://www.cdslindia.com/GoGreen/tchfl-agm-evotingresults-300614.pdf) within 2 days of passing of the resolutions at the AGM of the Company.

## 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 business mentioned in the accompanying Notice dated June 4, 2014:

### Item No. 5:

Mr. Janki Ballabh was appointed on the Board of Directors of the Company on March 25, 2011 as an Additional Director, liable to retire by rotation.

Mr. Ballabh is a Master of Commerce (M.Com.) by qualification and is also a Certified Associate of Indian Institute of Bankers (CAIIB). He has rich experience in the areas of personal banking, investment banking and international banking and has worked in several important positions at State Bank of India and later took over as Chairman, State Bank Group, the nation’s largest commercial and investment banking Group, with effect from November 1, 2000. Besides heading the State Bank of India, Mr. Ballabh was also the Chairman of the Seven Associate Banks of SBI, four banking subsidiaries of the Bank abroad and seven non-banking subsidiaries of the Bank in India. On his retirement from State Bank of India, Mr. Ballabh was appointed by the President of India as Vigilance Commissioner in the Central Vigilance Commission, New Delhi for three years from November 2002 to October 2005. Mr. Ballabh worked as Chairman, Reserve Bank of India Services Board from December 8, 2005 to October 23, 2007. Mr. Ballabh currently serves as a Director on the Boards of several companies in India.

As per the provisions of Section 149(4) of the Act which has come into force with effect from April 1, 2014, every listed company is required to have atleast one-third of the total number of directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 152 of the Act. Mr. Ballabh has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Further, as per the Guidelines/Policy on ‘Composition of the Board of Directors and Committees of the Board and Retirement Age of Directors’ adopted by the Board of Directors, the retirement age for Independent Directors has been prescribed as 75 years.

The matter regarding the appointment of Mr. Ballabh as Independent Director was placed before the meeting of the Nomination and Remuneration Committee held on May 8, 2014 and the said Committee commends his appointment as an Independent Director from June 30, 2014 up to October 23, 2017, i.e. on his attaining the age of 75 years, in accordance with the aforesaid Guidelines/Policy.

In the opinion of the Board, Mr. Janki Ballabh fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Janki Ballabh as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Ballabh as an Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

A brief Resume of Mr. Ballabh is given as an Annexure to this Notice.

The Directors commend the Resolution set out at Item No. 5 of the Notice, for the approval of the

Members.

Mr. Ballabh is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Janki Ballabh, no other Director, key managerial personnel or their relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

By Order of the Board of Directors

Mumbai, June 4, 2014

**S Balakrishna Kamath**  
Company Secretary

**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

(AS ON JUNE 4, 2014)

Particulars	Mr. Praveen P. Kadle	Mr. Janki Ballabh
Date of Birth and Age	January 21, 1957 – 57 years	October 24, 1942 – 71 years
Date of Appointment	October 15, 2008	March 25, 2011
Qualifications	B.Com.(Hons.), C.A, C.S, Grad – C.W.A.	M.Com, Certified Associate of Indian Institute of Bankers (CAIIB)
Expertise in specific functional areas	Wide experience with well known Indian companies in the fields of management, accountancy, law, finance & treasury.	Wide experience in the area of Personal banking, Investment banking and International banking.
Directorship held in public and private companies (excluding foreign companies)	<p><b><u>Chairman:</u></b></p> <ul style="list-style-type: none"> <li>• Tata Capital Housing Finance Limited</li> <li>• Tata Securities Limited</li> <li>• e-Nxt Financials Limited</li> <li>• Tata Toyo Radiator Limited</li> <li>• Tata Capital Forex Limited</li> </ul> <p><b><u>Managing Director:</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>• TC Travel and Services Limited</li> <li>• Tata Technologies Limited</li> <li>• Tata AutoComp Systems Limited</li> <li>• International Paper APPM Limited</li> <li>• Tata Cleantech Capital Limited</li> <li>• International Asset Reconstruction Company Private Limited</li> </ul>	<p><b><u>Chairman:</u></b></p> <p>Nucleus Software Exports Limited</p> <p><b><u>Director:</u></b></p> <p>Tata Capital Housing Finance Limited Tata AIA Life Insurance Company Limited Tata AIG General Insurance Company Limited Tata Capital Limited Tata Capital Financial Services Limited</p>

Particulars	Mr. Praveen P. Kadle	Mr. Janki Ballabh
Memberships/ Chairmanships of committees across public companies (only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee)	<p><b><u>Audit Committee:</u></b></p> <p><b><u>Chairman:</u></b> Tata Technologies Limited</p> <p><b><u>Member:</u></b></p> <ul style="list-style-type: none"> <li>• TC Travel and Services Limited</li> <li>• Tata AutoComp Systems Limited</li> <li>• Tata Capital Forex Limited</li> <li>• Tata Cleantech Capital Limited</li> <li>• International Paper APPM Limited</li> </ul> <p><b><u>Shareholders' / Investors' Grievance Committee/Stakeholders Relationship Committee:</u></b></p> <p><b><u>Member:</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>Audit Committee:</u></b></p> <p><b><u>Chairman:</u></b></p> <ul style="list-style-type: none"> <li>• Tata Capital Limited</li> <li>• Tata Capital Financial Services Limited</li> <li>• Tata Capital Housing Finance Limited</li> <li>• Tata AIA Life Insurance Company Limited</li> <li>• Tata AIG General Insurance Company Limited</li> </ul> <p><b><u>Shareholders' / Investors' Grievance Committee/Stakeholders Relationship Committee:</u></b></p> <p><b><u>Member:</u></b></p> <ul style="list-style-type: none"> <li>• Tata Capital Limited</li> <li>• Tata Capital Financial Services Limited</li> </ul>
Shareholding in the Company	Nil	Nil







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### ATTENDANCE SLIP

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

Regd. Folio No.: \_\_\_\_\_

DP ID\*: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

Client ID\*: \_\_\_\_\_

Full Name of the Member (in Block Letters): \_\_\_\_\_

Name of the Proxy: \_\_\_\_\_

(To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **Sixth ANNUAL GENERAL MEETING** of the Company on **Monday, June 30, 2014 at 1:15 p.m.** at the Registered Office of the Company at One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai - 400 001.

\_\_\_\_\_  
Members / Proxy's Signature

(To be signed at the time of handing over this slip)

\* Applicable for members holding shares in electronic form.

**Note:** Members are requested to bring their copies of the Annual Report to the meeting.



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### PROXY FORM No. MGT - 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014).

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

- Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ....., or failing him/her
- Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ....., or failing him/her
- 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 Sixth Annual General Meeting of the Company, to be held on Monday, June 30, 2014 at 1.15 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:

- Adoption of Audited Financial Statements for the financial year ended March 31, 2014.
- Declaration of Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year ended March 31, 2014.
- Re-appointment of Mr. Praveen P. Kadle, Director, who retires by rotation.
- Appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration.
- Appointment of Mr. Janki Ballabh as an Independent Director of the Company

Signed this ..... day of ....., 2014

Signature of Shareholder

Signature of Proxy Holder (s)

Affix  
Revenue  
Stamp

**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.