

## **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](http://www.tatacapital.com)

**NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY** will be held on Tuesday, June 30, 2015 at 11.00 a.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, 2015 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 for the Financial Year ended March 31, 2015.
- 3) To declare a Final Dividend on the Compulsorily Convertible Cumulative Preference Shares for the Financial Year ended March 31, 2015.
- 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 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, 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 is hereby re-appointed as the Statutory Auditors of the Company for the Financial Year 2015-16, 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:**

#### **6) Increase in Borrowing powers**

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

**"RESOLVED** that in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 5, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 1956, and such other applicable provisions, if any, the consent of the Company be and is hereby accorded

*h*

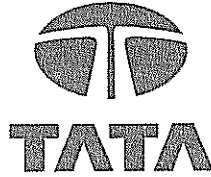
## **TATA CAPITAL HOUSING FINANCE LIMITED**

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](http://www.tatacapital.com)

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



to the Board of Directors of the Company (or any Committee of the Board) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 15,000 crore (Rupees Fifteen Thousand crore only)."

7) **Creation of Charges**

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

"**RESOLVED** that in supersession of all earlier Resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and such other applicable provisions, if any, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (or by any Committee of the Board) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee may direct, together with power to take over the management of the Company in certain events, to or in favour of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments such that the outstanding amount of debt at any point of time does not exceed Rs. 15,000 crore (Rupees Fifteen Thousand crore only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds to be entered into by the Company in respect of the said borrowings."

By Order of the Board of Directors

**S Balakrishna Kamath**  
Company Secretary

Mumbai, April 21, 2015

**Registered Office:**

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

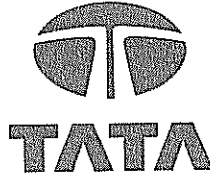
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#### NOTES:

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. 6 and 7 is annexed hereto.
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.** 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 less than 48 (Forty Eight) hours before the AGM. Proxies submitted on behalf of limited companies must be supported by appropriate resolution/authority, as applicable.
3. The Record Date for payment of Final Dividend on the Compulsorily Convertible Cumulative Preference Shares ("CCCPS") is June 12, 2015. The Final Dividend on the CCCPS as recommended by the Board of Directors, if approved at the AGM, will be paid to all the CCCPS holders as on March 31, 2015 and whose names appear on the Register of Members of the Company as of the close of business hours on June 12, 2015.

#### 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 under Item Nos. 6 and 7 of the accompanying Notice dated April 21, 2015:

#### **Item Nos. 6 and 7:**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the company, that is reserves not set apart for any specific purpose. The Members, at the Extraordinary General Meeting of the Company held on March 5, 2014, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 10,000 crore. It may be noted that the borrowings of the Company as on March 31, 2015 were Rs. 8,097.57 crore. To meet the additional working capital and long term funding requirements, as also to provide for the issue of any debt, debt related instruments in the Indian and/or international market, it is necessary to increase the present borrowing limit of the Company. The approval of the Members is therefore being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowings to an amount of Rs. 15,000 crore.

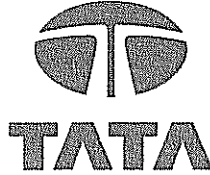
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The said borrowings may be secured by way of mortgage / hypothecation of the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate, etc. As the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, consenting to the creation of the said mortgage or charge or hypothecation.

The Directors commend the Resolutions at Item Nos. 6 and 7 of the accompanying Notice for 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 Nos. 6 and 7.

**By Order of the Board of Directors**

A handwritten signature in black ink, appearing to read 'S Balakrishna Kamath'.

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

Mumbai, April 21, 2015

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

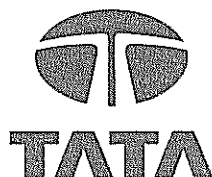
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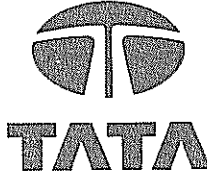
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**BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Mr. Govind Sankaranarayanan</b>
Date of Birth and Age	September 18, 1968 – 46 years
Date of Appointment	October 15, 2008
Qualifications	B.E. (Chemical Engineering), M.B.A., Master in Finance – London Business School
Expertise in specific functional areas	Wide experience in M & A activities and companies undergoing transformation. At present, he is the Chief Operating Officer - Retail Business & Housing Finance of Tata Capital Financial Services Limited
Directorship held in other public and private companies (excluding foreign companies) (as on March 31, 2015)	<p><b>Director</b></p> <ul style="list-style-type: none"> <li>• e-Nxt Financials Limited</li> <li>• TC Travel And Services Limited</li> <li>• Tata Infrastructure Capital Limited</li> <li>• Nectar Loyalty Management India Limited</li> <li>• Tata Teleservices (Maharashtra) Limited</li> <li>• Tata Capital Forex Limited</li> </ul>
Memberships/ Chairmanships of committees across public companies (only Audit and Shareholder's/ Investor's Grievance Committee/ Stakeholders Relationship Committee) (as on March 31, 2015)	<p><b>Audit Committee:</b></p> <p><b>Member:</b></p> <ul style="list-style-type: none"> <li>• Tata Teleservices (Maharashtra) Limited</li> </ul>
Shareholding in the Company	Nil



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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

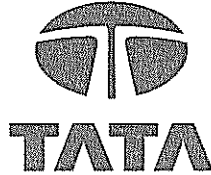
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Seventh Annual General Meeting of the Company, to be held on Tuesday, June 30, 2015 at 11.00 a.m. at the Registered Office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 and at any adjournment thereof, in respect of following Resolution as set out in the Notice convening the meeting:

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- 1) Consideration and Adoption of Audited Financial Statements for the financial year ended March 31, 2015 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 2014-15.
- 3) Declaration of Dividend on Compulsorily Convertible Cumulative Preference Shares for the financial year ended March 31, 2015.
- 4) Re-appointment of Mr. Govind Sankaranarayanan, Director, who retires by rotation.
- 5) Appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors and fix their remuneration.
- 6) Increase in Borrowing powers
- 7) Creation of Charges

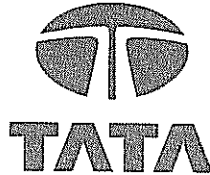
Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

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 Tuesday, June 30, 2015 at 11.00 A.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

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