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

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held on Tuesday, March 20, 2018 at 4.00 p.m. at the Registered Office of the Company at One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai – 400001 to transact the following special business:

1. Appointment of Mr. Mehernosh B. Kapadia as an Independent 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. Mehernosh B. Kapadia (DIN: 00046612), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from October 24, 2017 and who holds office up to the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier, pursuant to the provisions of the Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.. Kapadia (DIN: 00046612), 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 an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from October 24, 2017 up to October 23, 2022."

2. Appointment of Mr. Rajiv Sabharwal 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. Rajiv Sabharwal (DIN: 00057333), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from January 11, 2018 and who holds office up to the date of the next Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier, pursuant to the provisions of the Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, and who is eligible for appointment as a Director, 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."

3. Increase in the borrowing limits 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 in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 27, 2017 and pursuant to the provisions of Section 180(1)(c) and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as 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 sum of Rs. 30,000 crore (Rupees Thirty Thousand crore only)."

"**RESOLVED FURTHER** that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

4. Creation of Charges on the assets 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 in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 27, 2017 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the "Board") for creation 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 may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, 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, rupee denominated bonds and other instruments of an outstanding aggregate value not exceeding Rs. 30,000 crore (Rupees Thirty 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 moneys 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 entered / to be entered into by the Company in respect of the said borrowings."

"**RESOLVED FURTHER** that the Board be and is hereby severally authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

5. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares on a Rights Basis

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 Sections 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, as may be amended from time to time, and subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any regulatory/statutory authority from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the approval of the Members of the Company be and is hereby accorded to the Board, to invite, offer, issue and allot 55,50,00,000 Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each aggregating Rs. 5,55,00,00,000 (Rupees Five Hundred Fifty Five Crore only), for cash at par, to Tata Capital Limited ("TCL"), the holding company, and/or its nominees, on a Rights Basis during FY 2018-19, on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"**RESOLVED FURTHER** that in accordance with the provisions of Sections 43 and 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of the Offer are, as under:

(i) the CCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
(ii) the CCCPS shall be non-participating in the surplus funds;
(iii) the CCCPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
(iv) the holders of CCCPS shall be paid dividend on a cumulative basis;
(v) the CCCPS shall be mandatorily convertible into Equity Shares of the Company after a period of 9 years from date of issue/allotment or the CCCPS holders can voluntarily convert all or any part of the CCCPS into Equity Shares at any time prior to the completion of 9 years from the date of issue/allotment;
(vi) the CCCPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
(vii) the CCCPS shall not be redeemed but shall be convertible into Equity Shares."

"**RESOLVED FURTHER** that the Board , be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions as may be necessary in the aforesaid connection and execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit."

6. Private Placement of Non-Convertible Debentures

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 Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and such other laws/regulations/guidelines as may be applicable to the Company, the approval of the

Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ("NCDs"), on a private placement basis, in one or more tranches, during FY 2018-19, upto an amount not exceeding Rs. 5,000 crore (Rupees Five Thousand crore only), within the overall borrowing limits of the Company, as may be approved by the Members, from time to time."

"**RESOLVED FURTHER** that the Board, be and is hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs."

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

Sd/-

S. Balakrishna Kamath
Company Secretary

Mumbai, March 16, 2018

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 businesses stated under Item Nos. 1 to 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 Mr. Mehernosh B. Kapadia and Mr. Rajiv Sabharwal, the Directors seeking appointment at this Meeting, is furnished as a part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY 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 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.

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 EGM.

5. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting and also at the Meeting.

6. 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 and the Rules framed thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 1 to 6 of the accompanying Notice dated March 16, 2018:

Item No. 1

As per the provisions of Section 149 and Section 161 of the Companies Act, 2013 ("Act"), the Rules framed there under and the Articles of Association of the Company, the Board of Directors had, vide Circular Resolution passed on October 23, 2017, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mehernosh B. Kapadia (DIN: 00046612) as an Additional Director of the Company with effect from October 24, 2017 upto the next Annual General Meeting of the Company ("AGM") or the last date on which the AGM should have been held, whichever is earlier and as an Independent Director of the Company for an initial term of five years commencing from October 24, 2017 up to October 23, 2022, subject to the approval of the Members of the Company.

Mr. Kapadia holds a Master's degree in Commerce from the University of Bombay and is a Member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India. Most of his corporate career of 34 years has been with GlaxoSmithKline Pharmaceuticals Limited ("GSK") where he has worked for over 27 years. He retired as the Senior Executive Director and Chief Financial Officer of GSK with effect from December 1, 2014. Over the years, he has been responsible for an extensive range of finance and company secretarial matters. He has also held management responsibility for other functions during his tenure with GSK, including Investor Relations, Legal and Compliance, Corporate Affairs, Corporate Communications, Administration and Information Technology and has held the position of Company Secretary for many years.

Further details of Mr. Kapadia have been given in the Annexure to this Notice.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member along with a deposit of Rs.1,00,000/-, proposing the candidature of Mr. Kapadia, as a Director of the Company.

The Company has received from Mr. Kapadia a declaration in terms of Section 149 of the Act and the Rules framed there under, stating that he is qualified to be appointed as Independent Director of the Company. In the opinion of the Board, Mr. Kapadia fulfils the conditions specified in the Act and the Rules for appointment as Independent Director and that he is independent of the Management.

A copy of the draft letter for the appointment of Mr. Kapadia as an Independent Director, setting out the terms and conditions, would be 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 Saturday and Sunday) and also at the Meeting.

The Board considers that the association of Mr. Kapadia would be of immense benefit to the Company and it is desirable to appoint Mr. Kapadia as an Independent Director. In compliance with the provisions of Section 149 and the Rules framed there under read with Schedule IV of the Act, the appointment of Mr. Kapadia as an Independent Director, is now being placed before the Members at the General Meeting, for their approval.

The Board commends the Ordinary Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Kapadia is concerned and interested in the Resolution mentioned at Item No. 1 of the accompanying Notice. Other than Mr. Kapadia, none of his relatives or no other Director or Key

Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.

Item No. 2

The Board of Directors vide Circular Resolution dated January 11, 2018 had, based on the recommendation of the Nomination and Remuneration Committee and the approval of the National Housing Bank, approved the appointment of Mr. Rajiv Sabharwal (DIN: 00057333), as an Additional Director and as a Non-Executive Director of the Company. Pursuant to Section 161(1) of the Act, Mr. Sabharwal holds office upto the date of the ensuing Annual General Meeting ("AGM") or the last date on which the AGM should have been held, whichever is earlier.

Mr. Rajiv Sabharwal, a B. Tech from IIT Delhi and PGDM from IIM Lucknow, has over 25 years of experience in the banking and financial services industry. Mr. Sabharwal is currently the Managing Director, Designate of Tata Capital Limited, besides being a Non Executive Director of Tata Securities Limited. He has served as an Executive Director on the Board of ICICI Bank Limited, where he was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion business, technology and digital banking. He has also served as the Chairman of ICICI Home Finance Company Limited and also had successful stints with True North Managers LLP, Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.

Further details of Mr. Sabharwal have been given in the Annexure to this Notice.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member along with a deposit of Rs.1,00,000/-, proposing the candidature of Mr. Sabharwal, for the office of Director of the Company. If appointed, Mr. Sabharwal would be a Non-Executive Director and would not be responsible for the day-to-day affairs of the Company.

The appointment of Mr. Sabharwal 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. Sabharwal will be of great value to the Company.

The Board commends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members of the Company.

Mr. Sabharwal is concerned and interested in the Resolution mentioned at Item No. 2 of the accompanying Notice. Other than Mr. Sabharwal, none of his relatives or no other Director, Key Managerial Personnel or their relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

Item Nos. 3 and 4

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 27, 2017, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 22,000 crore. It may be noted that the borrowings of the Company as on February 28, 2018 were Rs. 17,395.07 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 limits 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 from Rs. 22,000 crore to an amount of Rs. 30,000 crore.

The said borrowings may be secured by way of charge / 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 for amount not exceeding Rs. 30,000 crore.

The Board commends the Special Resolutions at Item Nos. 3 and 4 of the accompanying Notice for approval of the Members of the Company.

Since these Resolutions pertain to borrowing of monies and creation of charges, that could, *inter alia*, be availed from/created in favour of Tata Capital Limited ("TCL"), the holding company, Mr. Praveen P. Kadle, Director of the Company is deemed to be interested in the above resolution, since he is also the Managing Director & CEO of TCL.

Other than Mr. Kadle, none of his relatives or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item Nos. 3 and 4.

Item No. 5

Considering the business plans of the Company, its requirement of funds resulting from the growth in its book and the need to meet Capital Adequacy norms prescribed by the National Housing Bank, the Company is considering various alternatives for raising funds. Among the alternatives, the Company proposes to issue Compulsorily Convertible Cumulative Preference Shares ("CCCPS").

At the Meeting of the Board of Directors of the Company held on February 28, 2018, the Directors had, pursuant to the provisions of Sections 55 and 62 of the Act and Rules framed thereunder and in accordance with the Articles of Association of the Company, approved of the offer and issue of 55,50,00,000 CCCPS of Rs. 10/- each aggregating Rs. 550 crore, for cash at par, to Tata Capital Limited ("TCL"), the holding company, and/or its nominees, on a Rights Basis, during Financial Year 2018 -19, on such terms and conditions as may be determined by the Board.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), *inter alia*, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution, for issuance of Preference Shares. Hence, approval of the Members is, accordingly, being sought for offer and issue of upto 55,50,00,000 CCCPS of Rs. 10/- each aggregating Rs. 555 crore, by way of a Special Resolution, on the terms and conditions as more specifically set out below.

Given below are the terms of issue of the CCCPS and a statement of disclosures as required under Rule 9(3) of the Rules framed thereunder:

Issue size, number of CCCPS to be issued and nominal value of each share	55,50,00,000 CCCPS at a nominal value of Rs. 10/- each aggregating Rs. 555 crore.
Nature of shares	Cumulative, Non-participating, Compulsorily Convertible into Equity Shares.
Objectives of the issue	To augment the long-term resources of the Company for its financing activities and to meet

	the Capital Adequacy norms prescribed by the National Housing Bank.
Manner of issue of shares	In one or more tranches during FY 2018-19.
Issue Price	CCCPS will be issued at par, i.e. Rs. 10/- each
Basis on which price has been arrived	Not Applicable since the issue is at par.
Listing	CCCPS will not be listed on any Stock Exchange
Terms of issue and rate of dividend on each share	CCCPS are issued and offered on a Rights Basis in accordance with the provisions of Section 62(1)(a) of the Act. The rate of dividend will be determined by the Board, subject to a maximum of 9% p.a.
Terms, manner and modes of redemption	CCCPS are not redeemable but are compulsorily convertible into Equity Shares of the Company.
Conversion Price and terms of conversion	The Conversion Price of the CCCPS will be based on the fair value of the Equity Shares of the Company to be determined by an Independent Valuer closer to the Conversion Date and as may be determined by the Board. The conversion shall take place at a date not later than 9 years from the date of allotment. At the end of 9 years from the date of allotment, the CCCPS will be compulsorily converted into Equity Shares of the Company. However, the CCCPS holder would have an option to convert the CCCPS into Equity Shares at an earlier date as per Letter of Offer to be approved by the Board. Any fractions arising on the issue of Equity Shares upon conversion of CCCPS, shall be rounded off to the highest number.
Expected dilution in Equity Capital upon conversion of Preference Shares	There would be no dilution in Equity Capital upon conversion of CCCPS, since the CCCPS are issued on a Rights basis to the existing Equity shareholders and assuming that all the shareholders to whom the CCCPS are offered, subscribe to the shares offered to them.

The Shareholding pattern of the Company as on March 16, 2018 is, as under:

Sr. No.	Name of the Shareholder(s)	No. of Equity Shares	No. of Compulsorily Convertible Preference Shares (CCCPS)	Nominal Value (Rs.)	Total Paid-Up Capital (Rs.)
1	Tata Capital Limited	25,33,33,326	93,50,00,000	10	11,88,33,33,260
2	Tata Capital Limited J/w Mr. Praveen P. Kadle	1	-	10	10
3	Tata Capital Limited J/w Mr. Puneet Sharma	1	-	10	10
4	Tata Capital Limited J/w Mr. Govind Sankaranarayanan	1	-	10	10

5	Tata Capital Limited J/w Mr. Kiran Joshi	1	-	10	10
6	Tata Capital Limited J/w Mr. R. Vaithianathan	1	-	10	10
7	Tata Capital Limited J/w Ms. Avan K. Doomasia	1	-	10	10
	TOTAL	**25,33,33,332**	**93,50,00,000**		**11,88,33,33,320**

The issue of CCCPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in the payment of dividend due on any preference shares issued by the Company.

The Board commends the Special Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

Mr. Praveen P. Kadle, Director of the Company is deemed to be interested in the above resolution, since he is the Managing Director & CEO of TCL, the holding company.

Other than Mr. Kadle, none of his relatives or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No. 5.

Item No. 6

As per the provisions of Section 42 of the Companies Act, 2013 ("Act") (including any statutory modifications or re-enactments thereof, for the time being in force), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCD") on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

NCDs issued on private placement basis are a significant source of borrowings for the Company. The borrowings of the Company, aggregate approximately Rs. 17,395 crore, as at February 28, 2018, of which, NCDs aggregate approximately Rs. 5,568 crore.

The Members of the Company had, at its Extraordinary General Meeting held on March 27, 2017, approved of the issuance of NCDs on a private placement basis for the FY 2017 -18, in accordance with the provisions of the Act, the approval of which would expire on March 31, 2018.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the financial year, commencing April 1, 2018 and ending on March 31, 2019, within the overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs.

The proposed borrowings, along with the existing borrowings of the Company, would not exceed the aggregate outstanding borrowings of the Company approved by the Members, from time to time.

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

Since this Resolution pertains to issue of Non-Convertible Debentures on a private placement basis, during FY 2018-19, that could, *inter alia,* be made to Tata Capital Limited ("TCL"), the holding company, Mr. Praveen P. Kadle, Director of the Company is deemed to be interested in the above resolution, since he is also the Managing Director & CEO of TCL.

Other than Mr. Kadle, none of his relatives or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No. 6.

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

Sd/-

S. Balakrishna Kamath
Company Secretary

Mumbai, March 16, 2018

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

Annexure

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT AT THIS EXTRAORDINARY GENERAL MEETING (AS AT MARCH 16, 2018)

Particulars	Mr. Mehernosh B. Kapadia (DIN: 00046612)	Mr. Rajiv Sabharwal (DIN:00057333)
Date of Birth and Age	Date of Birth: September 24, 1954; Age: 63 years	Date of Birth: September 28, 1965 Age: 52 years
Date of Appointment	Appointed as an Additional Director, with effect from October 24, 2017	Appointed as an Additional Director, with effect from January 11, 2018
Qualifications	M. Com (Hons.), C.A. and C.S.	B.Tech.in Mechanical Engineering from IIT Delhi and Post Graduate Diploma in Management from IIM Lucknow
Expertise in specific functional areas	Wide experience in Finance, Company Administration, Secretarial, Legal & Compliance, Investor Relations, Corporate Affairs, Corporate Communications, and Information Technology.	Over 27 years of experience in the banking and financial services industry. Has wide experience in several businesses including retail banking, business banking, rural banking, financial inclusion business, and digital banking technology.
Number of Meetings of the Board attended during FY 2017-18	3 (out of 3)	2 (out of 2)
Other Directorship/Designated Partner held in other companies/LLP	**Director** • HDFC ERGO General Insurance Company Limited • Tata Capital Limited • Tata Industries Limited	**Director** • Tata Securities Limited
Memberships/ Chairmanships of Committees of the other Boards	**HDFC ERGO General Insurance Company Limited** • Audit and Compliance Committee (Chairman) • Risk Management Committee (Member) • Nomination and Remuneration Committee (Member) • Corporate Social Responsibility Committee (Member) **Tata Capital Limited** • Audit Committee (Member) • Nomination and Remuneration Committee (Member)	

	• Risk Management Committee (Member) • Finance and Asset Liability Supervisory Committee (Member) • Stakeholders Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) **Tata Industries Limited** • Audit Committee (Member) • Nomination and Remuneration Committee (Member) • Corporate Social Responsibility Committee (Member) • Risk Management Committee (Member)	
Shareholding in the Company	Nil	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	None	None
Last drawn Remuneration	Rs. 3,30,000 (Last drawn Remuneration is the Sitting Fees paid from October 24, 2017 to February 28, 2018)	Nil

TATA CAPITAL HOUSING FINANCE LIMITED

Registered Office: One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001. CIN: U67190MH2008PLC187552
Tel: +91 22 6745 9000; Fax: +91 22 6610 6701; Website: 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 _____ 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:_____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, March 20, 2018 at 4.00 p.m. at the Registered Office of the Company at One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai – 400001 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. Appointment of Mr. Mehernosh B. Kapadia as an Independent Director of the Company
2. Appointment of Mr. Rajiv Sabharwal as a Non-Executive Director of the Company
3. Increase in the borrowing limits of the Company
4. Creation of charges on the assets of the Company.
5. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares on a Rights Basis
6. Private Placement of Non-Convertible Debentures

Signed this _____ day of _____, 2018
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. 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 – 400001. CIN: U67190MH2008PLC187552
Tel: +91 22 6745 9000; Fax: +91 22 6610 6701; Website: www.tatacapital.com

ATTENDANCE SLIP

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 Extraordinary General Meeting of the Company at the Registered Office of the Company at One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai – 400001 on Tuesday, March 20, 2018 at 4.00 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