



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 Monday, March 27, 2017 at 1.45 p.m. in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai – 400001 to transact the following special business:

1. 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 26, 2016 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 consent 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. 22,000 crore (Rupees Twenty two 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.”

2. 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 26, 2016 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent 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, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 22,000 crore 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.”

3. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares

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

“**RESOLVED** that in accordance with 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, 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 for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board, to invite, offer, subscribe, issue and allot 67,00,00,000 Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of Rs. 10/- each aggregating Rs. 670,00,00,000 (Rupees Six Hundred Seventy Crore only), for cash at par, to Tata Capital Limited (“TCL”), the holding company, and/or its nominees, on a Rights basis during FY 2017-18, 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 Section 43 of the Act:

- (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 execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and file documents, forms, etc, as required with the regulatory/statutory authority and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit.”

4. 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 (including any statutory modifications or re-enactments thereof, for the time being in force) and the Rules framed thereunder, as may be amended from time to time, and laws/regulations/guidelines as may be applicable to the Company, the approval of the Members be and is hereby accorded to the Company for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis, in one or more tranches during FY 2017-18, upto an amount not exceeding Rs. 4,000 crore, within the overall borrowing limits of the Company, as may be approved by the Members, from time to time.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and are 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
Tata Capital Housing Finance Limited**

Sd/-

**S Balakrishna Kamath
Company Secretary**

Mumbai, March 23, 2017

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 Nos. 1 to 4 is annexed hereto.
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.** Proxies, 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. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Wednesday, March 22, 2017 ("Cut-Off Date"). The Notice of the Meeting is also displayed/posted on the website of the Company, 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 4 of the accompanying Notice dated March 23, 2017:

Item No. 1 and 2

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 26, 2016, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 18,000 crore. It may be noted that the borrowings of the Company as on February 28, 2017 were Rs. 15,206 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 from Rs. 18,000 crore to an amount of Rs. 22,000 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. 22,000 crore.

The Directors commend the Resolutions at Item Nos. 1 and 2 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.

Mr. Janki Ballabh, Director of the Company is also Director of TCL, the holding company, but he does not hold, either individually or along with the other Directors of the Company and his relatives, 2% or more of the paid-up equity share capital of TCL. None of the relatives of the aforementioned Directors and the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolution at Item Nos. 1 and 2.

Item No. 3

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").

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. The CCCPS amount of Rs. 670 crore as approved by the Board for issuance in FY 2017-18 at its Meeting on February 17, 2017, included Rs. 335 crore, being the then outstanding unutilised amount approved by the Board / Members for FY 2016-17. However, it was also decided that the approval from the Members is proposed to be sought only for such amount that remained unutilized as on the date of the finalisation of the Notice for convening the EGM. The amount remaining unutilized as on the date of finalisation of this notice, is Rs. 335 crore. Hence, approval of the Members is being sought for issue and offer of upto 67,00,00,000 CCCPS of Rs. 10/- each aggregating Rs. 670 crore, by way of a Special Resolution, under Sections 55 and 62 of the Act read with the Rules made thereunder for the issuance and offer of CCCPS to TCL, and/or its nominees on a 'Rights Basis', in one or more tranches, during Financial Year 2017 -18, 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 Preference Shares to be issued and nominal value of each share	67,00,00,000 CCCPS at a nominal value of Rs. 10/- each aggregating Rs. 670 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 2017-18
Issue Price	CCCPS will be issued at par, i.e. Rs. 10/-
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. Not later than 9 years from the date of issue/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.
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The Shareholding pattern of the Company as on January 31, 2017 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	82,40,00,000	10	1077,33,33,260
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	82,40,00,000		1077,33,33,320

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 Directors commend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

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.

Mr. Janki Ballabh, Director of the Company is also Director of TCL, the holding company, but he does not hold, either individually or along with the other Directors of the Company and his relatives, 2% or more of the paid-up equity share capital of TCL. None of the relatives of the aforementioned Directors and the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolution at Item No 3.

Item No. 4

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 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 Shareholders 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, as at January 31, 2017, aggregate approximately Rs. 15,594 crore, of which, NCDs aggregate approximately Rs. 4,942 crore.

The Members of the Company had, at its Extraordinary General Meeting held on March 26, 2016, approved of the issuance of NCDs on a private placement basis for the FY 2016 -17, in accordance with the provisions of the Act, the approval of which would expire on March 31, 2017.

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, 2017 and ending on March 31, 2018, 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 Directors commend the Resolution at Item No. 4 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 2017-18, 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.

Mr. Janki Ballabh, Director of the Company is also Director of TCL, the holding company, but he does not hold, either individually or along with the other Directors of the Company and his relatives, 2% or more of the paid-up equity share capital of TCL. None of the relatives of the aforementioned Directors and the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolution at Item No 3.

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

Sd/-

**S Balakrishna Kamath
Company Secretary**

Mumbai, March 23, 2017

Registered Office:

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



TATA CAPITAL HOUSING FINANCE LIMITED
Registered Office: One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001
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 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: _____

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 Monday, March 27, 2017 at 1.45 p.m. in the Board Room, First Floor, 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 No:

1. Increase in the borrowing limits of the Company
2. Creation of charges on the assets of the Company.
3. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares
4. Private Placement of Non-Convertible Debentures

Signed this _____ day of _____, 2017

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.



TATA CAPITAL HOUSING FINANCE LIMITED
Registered Office: One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001
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 in the Board Room, First Floor, One Forbes, Dr. V.B. Gandhi Marg, Fort, Mumbai – 400001 on Monday, March 27, 2017 at 1.45 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

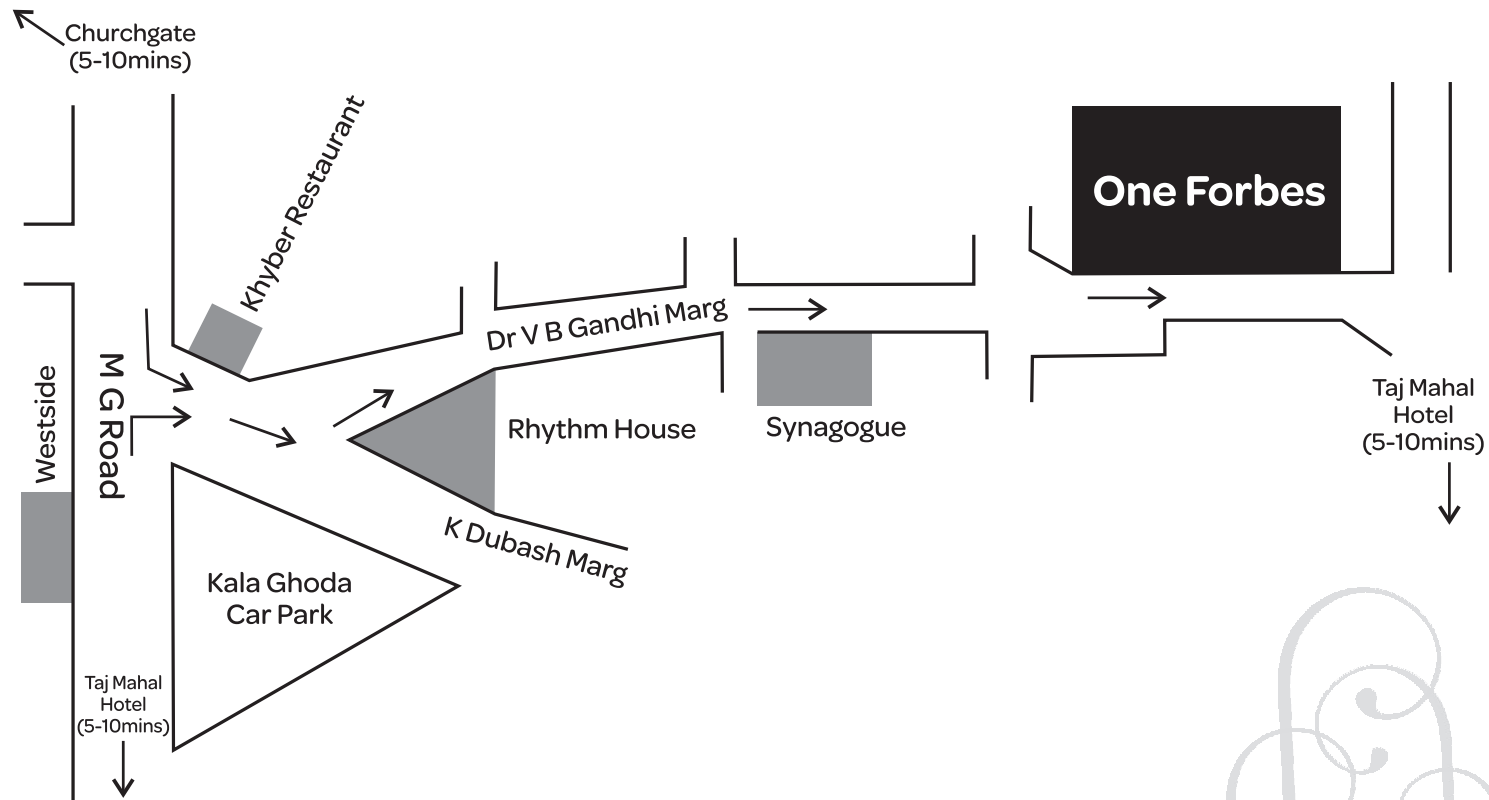
.....
Full name of the proxy (in block letters)

.....
Signature



Route map to the venue of the EGM

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



One Forbes

Taj Mahal
Hotel
(5-10mins)

Kala Ghoda
Car Park

Rhythm House

Synagogue

Dr V B Gandhi Marg

K Dubash Marg

MG Road

Westside

Churchgate
(5-10mins)

Taj Mahal
Hotel
(5-10mins)