

**TATA**

**RESULT DECLARED AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY
HELD ON MAY 19, 2014**

Pursuant to the provisions of Section 100 of the Companies Act 2013, an Extraordinary General Meeting of the Company was convened on Monday, May 19, 2014 at 2.45 p.m. in the Board Room, 1st Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001, to seek the approval of the Members of the Company on the Special Resolution contained in the Notice dated May 8, 2014.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company had provided a facility to the Members to vote electronically ("e-voting") on the aforementioned Special Resolution and had appointed Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretary, as a Scrutinizer to conduct the e-voting process in a fair and a transparent manner. The e-voting period commenced on Thursday, May 15, 2014 from 10.00 a.m. and concluded at 6.00 p.m. on the same day.

The Scrutinizer submitted his Report on the e-voting and the following results were announced on Monday, May 19, 2014 by the Chairman:

Particulars	In favour of the resolution			Against the resolution		
	No of share holder	No. of Shares/ e-votes	% of Share s/ e- votes	No. of Share holder s	No. of Share s/ e- votes	% of Shares / e- votes
Item No 1: Issue and Offer of Compulsorily Convertible Cumulative Preference Shares Special resolution under Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 to Offer and Issue of Compulsorily Convertible Cumulative Preference Shares	7	25,33,33,332	100	Nil	Nil	Nil

Accordingly, aforementioned Special Resolution have been passed by the requisite majority of the Members of the Company.

For TATA CAPITAL HOUSING FINANCE LIMITED

S. Balakrishna Kamath
Company Secretary

Place: Mumbai
Date: May 20, 2014

Corporate Identity Number: U67190MH2008PLC187552
Website: www.tatacapital.com

TATA CAPITAL HOUSING FINANCE LIMITED

Bank for Road Campus Building 4th Floor Off Colaba Road 2, Thane West 400 602

PARIKH & ASSOCIATES

COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar GHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To
The Chairman
Tata Capital Housing Finance Limited
One Forbes, Dr. V.B. Gandhi Marg
Fort, Mumbai - 400001

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

I, P. N. Parikh of Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Capital Housing Finance Limited vide resolution dated March 5, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process.

As required under Sections 101 and 108 of the Act, Notice dated May 8, 2014 along with Explanatory Statement under Section 102 of the Act were sent to the Shareholders in respect of the Special Resolution for Issue and Offer of Compulsorily Convertible Cumulative Preference Shares to be passed at the Extra Ordinary General Meeting of the Company to be held on May 19, 2014.

The Company also availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The voting period commenced on Thursday, May 15, 2014 at 10.00 a.m. and ended on Thursday, May 15, 2014 at 6:00 p.m. and the CDSL e-voting platform was blocked thereafter.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Special Resolution.



Particulars	In favour of the resolution			Against the resolution		
	No of Shareholders	No of Shares / e-votes	% of Shares/ e-votes	No of Shareholders	No of Shares / e-votes	% of Shares/ e-votes
Item No 1: Special resolution under Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 to Issue and Offer of Compulsorily Convertible Cumulative Preference Shares.	7	25,33,33,332	100	NIL	NIL	NIL

Based on the above, the Special Resolution as set out in Item No.1 has been passed unanimously.

The results of the aforesaid e-voting may accordingly be declared by the Chairman of the Company.

Thanking you,



Place: Mumbai

Dated: May 16, 2014

Signature
Name:

P. N. Parikh
Scrutinizer

FCS:327 CP: 1228