



TATA CAPITAL HOUSING FINANCE LIMITED

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

CIN: U67190MH2008PLC187552

Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE COMPANY will be held 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 transact the following business:

1. Issue and Offer of Compulsorily Convertible Cumulative Preference Shares

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

“RESOLVED that in accordance with the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) framed there under, as may be amended from time to time and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities 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 terms, 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, issue and allot 25,00,00,000 - 9% Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of Rs. 10/- each, aggregating Rs. 250 crore, for cash at par, on a ‘Rights Basis’ to Tata Capital Limited (“TCL”), the holding company, and/or its nominees, in one or more tranches, upto March 31, 2015.”

“RESOLVED FURTHER that in accordance with the provisions of Section 43 of the Act, the CCCPS shall:

- carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- be non-participating in the surplus funds;
- be paid dividend on a cumulative basis;
- be convertible into equity shares of the Company after a period of 9 years from date of issue/allotment;
- carry voting rights as per the provisions of Section 47(2) of the Act;
- not be redeemed but shall be convertible.”

“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 and authorized the officials of the Company for the aforesaid purpose, as may be deemed fit.”

Mumbai, May 8, 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. 1 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.**
Proxies submitted on behalf of limited companies must be supported by appropriate resolution / authority, as applicable.
3. The Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of the Act.
4. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Tuesday, May 6, 2014 ("Record Date"). The Notice of the Meeting will also displayed/posted on the website of the Company www.tatacapital.com and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
5. 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.
6. The voting through electronic means will commence on Thursday, May 15, 2014 at 10:00 a.m. and will end on Thursday, May 15, 2014 at 6:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter.
7. The Company has appointed Mr. P. N. Parikh of Parikh & Associates, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
8. 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
 - ii. Now click on "Shareholders" to cast your votes.
 - iii. Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "TATA CAPITAL HOUSING FINANCE LIMITED" from the drop down menu and click on "SUBMIT".
 - iv. Now, fill up the following details in the appropriate boxes:

User-ID	Enter the Folio Number registered with the Company
Password	
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department

- v. After entering these details appropriately, click on “SUBMIT” tab.
 - vi. Members will then directly reach the voting screen.
 - vii. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
 - viii. The password and default number can be used only for e-voting on the resolutions contained in this Notice.
 - ix. On the voting page, you will see Resolution Description and against the same, the option ‘YES/NO’ for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
 - x. Click on the Resolution File Link if you wish to view the entire Notice.
 - 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.
 - xiii. Corporate members are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cs@parikhassociates.com with a copy marked to helpdesk.evoting@cdslindia.com. File naming convention should be “Corporate Name_EVSN”.
 - xiv. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or balakrishna.kamath@tatacapital.com; Tel. No. 022-61827250.
9. 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.
 10. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the resolutions at the EGM, shall be declared by the Chairman or any person authorized by him on or after the EGM of the Company. The results declared alongwith the Scrutinizer’s report, will be posted on the Company’s website and on www.cdslindia.com/GoGreen/tchfl-egm-evotingresults-190514.pdf within 2 days of passing of the resolutions at the EGM of the Company.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated May 8, 2014:

Item No. 1:

The Board of Directors at their meeting held on February 19, 2014, had approved of the offer and issuance of 25,00,00,000 – 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each, aggregating Rs. 250 crore, for cash at par, on a 'Rights Basis' to Tata Capital Limited ("TCL"), the holding company, and/or its nominees, in one or more tranches, upto March 31, 2015.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") framed there under, *inter alia*, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares. These provisions have come into effect w.e.f. April 1, 2014.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue Compulsorily Convertible Cumulative Preference Shares ("CCCPS") at par to Tata Capital Limited ("TCL"), the holding company, and/or its nominees on a 'Rights Basis', in one or more tranches, upto March 31, 2015.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCCPS, are as under:

Issue size, number of preference shares to be issued and nominal value of each share	25,00,00,000 CCCPS at a nominal value of Rs. 10/- each aggregating Rs. 250 crore.
Nature of shares	Cumulative, Non-participating and Convertible into equity shares.
Objectives of the issue	To augment the capital base and to meet the long-term financial requirements of the Company.
Manner of issue of shares	In one or more tranches upto March 31, 2015.
Issue Price	CCCPS will be issued at par.
Terms of issue and rate of dividend on each share	Issued and offered on a Rights basis in accordance with the provisions of Section 62(1)(a) of the Act. A dividend of Rs. 0.90/- per share per annum, if declared, would be payable on a pro rata basis from the date of allotment.
Terms, manner and modes of redemption	CCCPS are not redeemable but are convertible into equity shares of the Company.
Conversion Price and terms of conversion	Conversion of CCCPS will be based on the fair value to be determined by an independent valuer closer to the Conversion Date and as may be determined by the Board. At the end of 9 years from the date of issue/allotment, the CCCPS will be compulsorily converted to equity. 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 upon the conversion of CCCPS into equity shares shall be paid in cash.		
Shareholding pattern of the Company as on Date:				
Sr. No.	Name of the Shareholder(s)	No. of Equity Shares	No. of Compulsorily Convertible Cumulative Preference Shares (“CCCPS”)	Total Paid-Up Capital (Rs.) (Equity + CCCPS)
1	Tata Capital Limited	25,33,33,326	25,40,00,000	507,33,33,260
2	Tata Capital Limited J/w Mr. Praveen P. Kadle	1	-	10
3	Tata Capital Limited J/w Mr. Shailesh H. Rajadhyaksha	1	-	10
4	Tata Capital Limited J/w Mr. Govind Sankaranarayanan	1	-	10
5	Tata Capital Limited J/w Mr. Kiran Joshi	1	-	10
6	Tata Capital Limited J/w Mr. R Vaithianathan	1	-	10
7	Tata Capital Limited J/w Ms. Avan K. Doomasia	1	-	10
	TOTAL	25,33,33,332	25,40,00,000	50,73,333,320
Expected dilution in equity capital upon conversion of preference shares			Nil, since the CCCPS are issued on a Rights basis to the existing equity shareholders and that all the shareholders to whom the CCCPS are offered, subscribe to the shares offered to them.	

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. 1 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Praveen P. Kadle and Mr. Janki Ballabh, being Directors of Tata Capital Limited, may be deemed to be concerned or interested in the Resolution pertaining to the issue of Compulsorily Convertible Cumulative Preference Shares to Tata Capital Limited. None of the other Directors or Key Managerial Persons of the Company or their respective relatives, are concerned or interested in the passing of the above Resolution.

By Order of the Board of Directors
Tata Capital Housing Finance Limited
Sd/-
R Vaithianathan
Managing Director

Mumbai, May 8, 2014

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

CIN: U67190MH2008PLC187552 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, 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 and at any adjournment thereof, in respect of special resolution for Issue and Offer of Compulsorily Convertible Cumulative Preference Shares as set out in the Notice convening the meeting.

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.



TATA CAPITAL HOUSING FINANCE LIMITED

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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, 1st Floor, One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001 on Monday, May 19, 2014 at 2.45 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