



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 Tuesday, November 25, 2014 at 12.45 p.m. in the Board Room, 1st Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 to transact the following special business:

1. Alteration of Objects Clause in the Memorandum of Association of the Company

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

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Maharashtra, Mumbai (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 3 and the remaining sub-clauses be re-numbered accordingly:

- ‘4. To render services as brokers or commission agents and to carry on the business of retail and institutional distribution of Insurance Policies or any other products issued by the Insurance Companies, on the basis of a commission, remuneration or a fee.’

“RESOLVED FURTHER that any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

**Order of the Board of Directors
Tata Capital Housing Finance Limited
Sd/-
S Balakrishna Kamath
Company Secretary**

Mumbai, November 11, 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.

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 November 11, 2014:

Item No. 1

The principal business of the Company is providing long term finance to any person or persons, company or corporation, society or association of persons with or without interest and with or without any security, to construct/purchase any houses, buildings or flats, furnished or otherwise. The Company proposes to undertake the activity of distribution of life insurance products of Tata AIA Life Insurance Company Limited ("TALIC"), with no risk participation.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 4 after the existing sub-clause 3 as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Maharashtra, Mumbai and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

The Directors commend the passing of the Resolution under Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

Mr. Janki Ballabh, being a Director of TALIC, may be deemed to be concerned or interested in the Resolution. None of the other Directors of the Company or the 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/-
S Balakrishna Kamath
Company Secretary

Mumbai, November 11, 2014

Registered Office:

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



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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: _____

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, November 25, 2014 at 12.45 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 Alteration of Objects Clause in the Memorandum of Association 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.



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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 400 001 on Tuesday, November 25, 2014 at 12.45 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