



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, March 30, 2015 at 10.00 a.m. in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 to transact the following special business:

1. Appointment of Ms. Anuradha E. Thakur as an Independent Director

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

“RESOLVED that Ms. Anuradha E. Thakur (DIN: 06702919), who was appointed as an Additional Director of the Company by the Board of Directors, with effect from February 16, 2015 and who holds office upto the date of the ensuing Annual General Meeting pursuant to provisions of the Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, 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, as amended from time to time, Ms. Anuradha E. Thakur (DIN: 06702919), a Non Executive Director of the Company, who has submitted a declaration that she 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 5 years commencing February 16, 2015.”

2. Private Placement of Non Convertible Debentures

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 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 2015-16, 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 is hereby 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.”

3. Increase in the Authorized Share Capital 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 Sections 13, 61 and such other applicable provisions, if any, of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 1250,00,00,000 (Rupees One Thousand Two Hundred Fifty crore) divided into 75,00,00,000 Equity Shares of Rs.10/- (Rupees Ten) each and 50,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred crore) divided into 140,00,00,000 Equity Shares of Rs.10/- each and 110,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each, by further creation of 65,00,00,000 Equity Shares of Rs. 10/- each and 60,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each and sub - clause (a) of Clause V of the Memorandum of Association of the Company, be and is hereby altered by substituting the said Clause with the following:

“V. (a) The Authorized Share Capital of the Company is Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crore) divided into 140,00,00,000 (One Hundred Forty crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 110,00,00,000 (One Hundred Ten crore) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER that any Director of the Company, the Chief Financial Officer and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as are necessary and incidental for giving effect to the above resolution.”

4. 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 such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the 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 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 30,00,00,000 - 9% Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of Rs. 10/- each, aggregating Rs. 300 crore, for cash at par, on a ‘Rights Basis’ to Tata Capital Limited (“TCL”), the holding company, in one or more tranches, during the FY 2015-16.”

“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;

- the CCCPS shall be non-participating in the surplus funds;
- the CCCPS shall be convertible into Equity Shares of the Company after a period of 9 years from date of issue/allotment;
- the CCCPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- the CCCPS shall not be redeemed but shall be convertible; and
- the holders of CCCPS shall be paid dividend on a cumulative basis.”

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

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

**S Balakrishna Kamath
Company Secretary**

Mumbai, March 5, 2015

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 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 Notice is being sent to all the Members, whose names appeared in the Register of Members as on February 27, 2015 (“Record Date”). The Notice of the Meeting is also displayed/posted on the websites of the Company www.tatacapital.com and that of Central Depository Services (India) Limited (“CDSL”) www.evotingindia.com.
4. 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. Please note that the voting through electronic means is optional for the Members.
5. The voting through electronic means will commence on Monday, March 23, 2015 at 12.01 a.m. and will end on Monday, March 23, 2015 at 11.59 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. The Preference Shareholders of the Company are not entitled to vote at this meeting.

6. The Company has appointed Mr. Umesh Maskeri, Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
7. 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. Click on “Shareholders” to cast your votes.
 - iii. Now, Enter the Folio Number registered with the Company, as your User ID.
 - iv. Next, enter the Image Verification as displayed and Click on Login.
 - v. If you are a first time user follow the steps given below:

For Members holding shares in Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
DOB [#]	Enter the Date of Birth as recorded in dd/mm/yyyy format.
Dividend Bank Details [#]	Enter the Dividend Bank Details as recorded in the Company records for the said folio

[#]Please enter any one of the details in order to login.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Members will then directly reach the voting screen.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Now, select the Electronic Voting Sequence Number - “EVSN” alongwith “TATA CAPITAL HOUSING FINANCE LIMITED” from the drop down menu and click on “SUBMIT”.
- x. On the voting page, you will see Resolution Description and against the same, the option ‘YES/NO’ for voting. The option YES implies that you assent to the Resolution and Option NO implies that you dissent to the Resolution. 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.
- xi. Click on the Resolution File Link if you wish to view the entire Notice.
- xii. 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.
- xiii. Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xv. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xvi. In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or balakrishna.kamath@tatacapital.com; Tel. No. 022-22867250.
- xvii. Members have an option to vote either through e-voting or by casting a vote at the Meeting.
8. 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.
9. 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 announced by the Chairman or any person authorized by him on Monday, March 30, 2015. The results declared alongwith the Scrutinizer's report, will be posted on the Company's website and on www.cdslindia.com, 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 Nos. 1-4 of the accompanying Notice dated March 5, 2015:

Item No. 1:

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") and the Rules framed there under, the Company is required to have at least one-third of the total number of Directors as Independent Directors, by March 31, 2015. Further, an Independent Director shall hold office for an initial term of five consecutive years on the Board of a company and is not liable to retire by rotation.

In pursuance of the provisions of Section 161 of the Act and the Articles of Association of the Company, the Board of Directors at their meeting held on February 16, 2015, based on the recommendation of the Nomination and Remuneration Committee held prior to the said meeting, appointed Ms. Anuradha E. Thakur (DIN: 06702919) as an Additional Director of the Company, with immediate effect and to hold office upto the date of the ensuing Annual General Meeting of the Company.

The Directors of the Company have also approved the appointment of Ms. Thakur as an Independent Director, for a term of five years, commencing February 16, 2015, subject to the approval of the Members of the Company.

A brief profile of Ms. Thakur, is given below:

Ms. Anuradha E. Thakur, 67 years, a graduate in Arts (English Literature) from the Pune University and a C.A.I.I.B. from the Indian Institute of Bankers, started her career as a Probationary Officer with the State Bank of India ("SBI") in 1973 and retired in 2007, as the Chief General Manager, Corporate Accounts Group. During her tenure with SBI, Ms. Thakur attended to diverse business requirements of the top 500 customers of SBI, arranging their loan syndications, international banking, project financing, liquidity requirements, etc. Ms. Thakur has experience in diverse industries including petrochemicals, engineering goods and equipment, non conventional energy, textiles and pharmaceuticals. At present, Ms. Thakur is Director of the National School of Banking and a visiting faculty in the Symbiosis School of Business Management.

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 Ms. Thakur, for the office of Director of the Company.

The Company has received from Ms. Thakur, her consent, in writing, to act as Director of the Company, intimation to the effect that she was not disqualified to act as Directors under Section 164 of the Act and declaration in terms of Section 149 of the Act and the Rules, stating that she was qualified to be appointed as an Independent Director of the Company, with effect from February 16, 2015. In the opinion of the Board, Ms. Thakur fulfills the conditions specified in the Act and the Rules for appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter for the appointment of Ms. Thakur as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday).

The Board considers that the association of Ms. Thakur would be of immense benefit to the Company and it is desirable to appoint Ms. Thakur 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 Ms. Thakur as an Independent Director, is now being placed before the Members at the General Meeting, for their approval.

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

Ms. Thakur is interested and concerned in the resolution mentioned at Item No. 1 of the Notice with regard to her appointment. Other than Ms. Thakur, none of her 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.1 of the Notice.

Item No. 2:

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 on February 28, 2015 stood at Rs. 7,973 crore, of which, NCDs aggregated approx. Rs. 2,363.50 crore.

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, 2015 and ending on March 31, 2016, 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. 2 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 2, except to the extent of NCDs that may be subscribed by them, their relatives or companies/firms in which they are interested.

Item No. 3:

Considering the business plans of the Company and its requirement of funds resulting from the growth in its book, the Company is exploring various alternatives for raising funds.

The Board of Directors, at their Meeting held on February 16, 2015, had approved of the offer and issue by the Company of 30,00,00,000, 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each aggregating Rs. 300,00,00,000, on a 'Rights Basis', in one or more tranches in the Financial Year 2015-16. Since the entire Equity Share Capital of the Company is currently held by Tata Capital Limited ("TCL"), the holding company, the above offer would be made entirely to TCL.

In order to facilitate the aforementioned offer/issue of the CCCPS and also to provide for the issue of further Equity Shares, including Equity Shares upon the conversion of the CCCPS, it is proposed to increase the Authorized Share Capital of the Company from existing Rs. 1250,00,00,000 (Rupees One Thousand Two Hundred and Fifty crore) divided into 75,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each and 50,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten) each to Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred crore) divided into 140,00,00,000 Equity Shares of Rs.10/- each and 110,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each, by further creation of 65,00,00,000 Equity Shares of Rs. 10/- each and 60,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each and for this purpose to amend Clause V of the Memorandum of Association of the Company by substituting the existing sub-clause (a) of Clause V with proposed new sub - clause (a) as mentioned in the Resolution.

Article 4 of the Articles of Association ("Articles") states that the capital of the Company will be as reflected in Clause V of the Memorandum of Association from time to time, and hence the Articles do not require any amendment to reflect the proposed increase in the Authorized Share Capital.

The approval of the Members of the Company is being sought pursuant to Sections 13, 61 and such other applicable provisions of the Companies Act, 2013, for increasing the Authorized Share Capital of the Company and altering the Capital Clause of the Memorandum of Association of the Company.

A copy of the Memorandum and Articles of Association of the Company with the proposed amendment would be available for inspection without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday).

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

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No. 3.

Item No. 4:

The Board of Directors at their meeting held on February 16, 2015, had approved of the offer and issuance of 30,00,00,000, 9% Compulsorily Convertible Cumulative Preference Shares ("CCCPS") of Rs. 10/- each, aggregating Rs. 300 crore, for cash at par, on a 'Rights Basis' to Tata Capital Limited ("TCL"), the holding company, in one or more tranches, upto March 31, 2016.

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.

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 on a 'Rights Basis', in one or more tranches, during the Financial Year 2015-16.

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	30,00,00,000 CCCPS at a nominal value of Rs. 10/- each aggregating Rs. 300 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, 2016.
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	39,40,00,000	647,33,33,260
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	39,40,00,000	647,33,33,320
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. 4 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Praveen P. Kadle, Mr. Janki Ballabh and Ms. Anuradha E. Thakur, 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 Resolution at Item No. 4.

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

**S Balakrishna Kamath
Company Secretary**

Mumbai, March 5, 2015

Registered Office:

One Forbes

Dr. V. B. Gandhi Marg

Fort, Mumbai - 400 001

**BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AS DIRECTOR
AT THIS EXTRAORDINARY GENERAL MEETING
(AS ON MARCH 5, 2015)**

Name of the Director	Ms. Anuradha Thakur
Date of Birth & Age	DOB: December 30, 1947 Age: 67
Date of Appointment	February 16, 2015
Qualifications	B.A.(English Literature) CAIIB from the Indian Institute of Bankers
Expertise in specific functional areas	Ms. Thakur has experience in diverse industries including petrochemicals, engineering goods and equipment, non conventional energy, textiles and pharmaceuticals.
Directorship held in public and private companies (excluding foreign companies)	<u>Public Limited Companies</u> Patnaik Steel and Alloys Limited – Nominee Director Tata Capital Financial Services Limited – Director
Memberships/ Chairmanships of committees across public companies (only Audit and Stakeholders Relationship Committee)	<u>Audit Committees</u> Tata Capital Financial Services Limited - Member Tata Capital Housing Finance Limited - Member
Shareholding in the Company	Nil



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, March 30, 2015 at 10.00 a.m. at the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 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 - Appointment of Ms. Anuradha Thakur as Independent Director

Resolution No. 2 - Private Placement of Non Convertible Debentures

Resolution No. 3 - Increase in the Authorized Share Capital of the Company

Resolution No. 4 - Issue and Offer of Compulsorily Convertible Cumulative Preference Shares

Signed this _____ day of _____, 2015

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy Holder (s)

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

CIN: U67190MH2008PLC187552

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 Board Room, First Floor, One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001 on March 30, 2015 at 10.00 a.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