



TATA CAPITAL FINANCIAL SERVICES LIMITED

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

CIN:U67100MH2010PLC210201

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 10:15 a.m. in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai – 400001 to transact the following special business:

1. 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 2015-16, upto an amount not exceeding Rs. 8,000 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.”

2. Appointment of Mr. Pranab Kumar Choudhury 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 Mr. Pranab Kumar Choudhury (DIN: 00015470), who was appointed as an Additional Director of the Company by the Board of Directors, with effect from January 28, 2015 and who holds office upto the date of the ensuing Annual General Meeting pursuant to 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 his 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, Mr. Pranab Kumar Choudhury (DIN: 00015470), a Non Executive Director of the Company, who has submitted a declaration that he 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 January 28, 2015 or upto his attaining the maximum retirement age as per the laws/regulations/guidelines applicable to the Company, whichever is earlier.”

3. Appointment of Mr. Mukund S. Dharmadhikari 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 Mr. Mukund S. Dharmadhikari (DIN: 05003224), who was appointed as an Additional Director of the Company by the Board of Directors, with effect from January 28, 2015 and who holds office upto the date of the ensuing Annual General Meeting pursuant to 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 his 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, Mr. Mukund S. Dharmadhikari (DIN: 05003224), a Non Executive Director of the Company, who has submitted a declaration that he 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 January 28, 2015 or upto his attaining the maximum retirement age as per the laws/regulations/guidelines applicable to the Company, whichever is earlier.”

4. 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 January 28, 2015 and who holds office upto the date of the ensuing Annual General Meeting under 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 January 28, 2015 or upto her attaining the maximum retirement age as per the laws/regulations/guidelines applicable to the Company, whichever is earlier.”

5. Authority to invest funds of the Company in excess of the limits prescribed under Section 186 of the Companies Act, 2013

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 186 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modifications or re-enactments thereof, for the time being in force) and the Companies (Meetings of the Board and its Powers) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which has been authorised to exercise the powers conferred by this resolution) to acquire by way of subscription, purchase or otherwise equity shares, preference shares (whether convertible or not), debentures, derivatives and securities of any other body corporate and to invest in such other securities and financial instruments as they may deem fit, from time to time, an aggregate sum of upto Rs. 3,500 crore, notwithstanding that the aggregate of investments so far made along with the investments proposed to be made by the Board, may exceed sixty percent of its paid up capital, free reserves and securities premium account, or hundred percent of its free reserves and securities premium account, whichever is more.”

“RESOLVED FURTHER that the Board or any other person/committee authorised by the Board, be and is hereby authorised to negotiate the terms and conditions of the said investments, as they deem fit and in the best interest of the Company and to take all such steps as may be necessary to complete the same, including authorising persons from time to time to execute documents and take all necessary and incidental actions thereto.”

“RESOLVED FURTHER that the Board be and is hereby authorised to determine the actual sums to be so invested whether in short term securities, long term securities, debt, equity or mutual funds or for any other marketable security in accordance with resolutions of the Board from time to time or as per the Board approved Investment Policies or such other applicable policy and all matters arising out of or incidental to the proposed investment.”

“RESOLVED FURTHER that any Director or Key Managerial Personnel be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this Resolution.”

By Order of the Board of Directors
Tata Capital Financial Services Limited

Avan K. Doomasia
Company Secretary

Mumbai, March 2, 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 5 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 an 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 Friday, 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.
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**](http://www.evotingindia.com)
 - (ii) Now click on “Shareholders” to cast your votes.
 - (iii) Now, fill up the following details in the appropriate boxes:

User-ID	Please enter the Folio Number registered with the Company
---------	---

- (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 FINANCIAL SERVICES 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 Members and Custodians
 - Non-Individual Members (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 avan.doomasia@tatacapital.com; Tel. No. 022-66069140.
 - (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 two days of passing the Resolution at the General Meeting of the Company.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned under Item Nos. 1 to 5 of the accompanying Notice dated March 2, 2015:

Item No. 1

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 February 28, 2015, aggregate approximately Rs. 20,171 crore, of which, NCDs aggregate approximately Rs. 9,755 crore.

The Members of the Company had, at its Extraordinary General Meeting held on April 18, 2014, approved of the issuance of NCDs on a private placement basis for the Financial Year 2013 -14, in accordance with the provisions of the Act, the approval of which would expire on March 31, 2015.

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

None of the Directors of the Company or Key Managerial Persons of the Company or their relatives, are concerned or interested in the passing of the Resolution at Item No. 1, except to the extent of NCDs that may be subscribed to by them, their relatives or companies/firms in which they are interested.

Item Nos. 2 to 4

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. Further, an Independent Director shall hold office for an initial term of up to 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 its meeting held on January 28, 2015, based on the recommendation of the Nomination and Remuneration Committee held prior to the said meeting, appointed Mr. Pranab Kumar Choudhury (DIN: 00015470), Mr. Mukund S. Dharmadhikari (DIN: 05003224) and Ms. Anuradha E. Thakur (DIN: 06702919) as Additional Directors 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 appointments of Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur as Independent Directors, for a term of five years, commencing January 28, 2015 or upto their attaining the maximum retirement age as per the laws/regulations/guidelines applicable to the Company, whichever is earlier, subject to the approval of the Members of the Company.

A brief profile of the Directors to be appointed as Independent Directors, is given below:

Mr. Pranab Kumar Choudhury

Mr. Pranab Kumar Choudhury, 68 years, holds a Bachelor's and Master's degree in Commerce from the University of Calcutta, is a Chartered Accountant from the Institute of Chartered Accountants of India and also holds a Post Graduate Diploma in Advanced Financial Management from the Maastricht School of Management, the Netherlands. Besides, Mr. Choudhury is a C.A.I.B from the Chartered Institute of Bankers, London and a C.A.I.I.B. from the Indian Institute of Bankers. Mr. Choudhury has a professional experience of over 42 years, having worked in various sectors viz. manufacturing, commercial banking, development banking and merchant banking, with expertise in the areas of General Management and Finance, Mergers and Acquisitions and Credit Rating. Till recently, Mr. Choudhury was the Chairman and Group CEO of ICRA Limited.

Mr. M S Dharmadhikari

Mr. M S Dharmadhikari, 68 years, is a Fellow Member of The Institute of Chartered Accountants of England & Wales and The Institute of Chartered Accountants of India. Mr. Dharmadhikari was a Senior Partner at M/s. Deloitte Haskins & Sells, Chartered Accountants, and retired on September 30, 2010. During his career, Mr. Dharmadhikari has been a signing partner of top corporates, including Tata Motors Limited, Pfizer, Siemens and KEC International, etc. and has rich experience in the areas of audit and accountancy.

Ms. Anuradha E. Thakur

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 notices, in writing, pursuant to Section 160 of the Act, from a Member along with a deposit of Rs.1,00,000/- each, proposing the candidatures of Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur, as Directors of the Company.

The Company has received from Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur, their consent, in writing, to act as Directors of the Company, intimations to the effect that they were not disqualified to act as Directors under Section 164 of the Act, details of Information for submission to Reserve Bank of India under the 'Fit and Proper' criteria and declarations in terms of Section 149 of the Act and the Rules, stating that they were qualified to be appointed as Independent Directors of the Company, with effect from January 28, 2015. In the opinion of the Board, Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur fulfill the conditions specified in the Act and the Rules for appointment as Independent Directors and that they are independent of the management.

Copies of the draft letters for the appointments of Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur as Independent Directors, 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 Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur would be of immense benefit to the Company and it is desirable to appoint them as Independent Directors. In compliance with the provisions of Section 149 and the Rules framed there under read with Schedule IV of the Act, the appointments of Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur as Independent Directors, is now being placed before the Members at the General Meeting, for their approval.

The Directors commend the Resolutions at Item Nos. 2 to 4 of the accompanying Notice, for the approval of the Members of the Company.

Mr. Choudhury, Mr. Dharmadhikari and Ms. Thakur are interested in the Resolutions mentioned at Item Nos. 2 to 4 of the Notice pertaining to their respective appointments. Other than the aforesaid Directors, none of their relatives or no other Director or Key Managerial Personnel or their relatives are concerned or interested in the Resolutions mentioned at Item Nos. 2 to 4 of the Notice.

Item No. 5

Section 186 of the Companies Act, 2013 ("Act"), pertaining to loan and investment by a company, *inter alia*, states that no company shall directly or indirectly –

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate

exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Prior approval of the Members, by way of a Special Resolution at a General Meeting of the Company, would be required for doing the above, if the aggregate of loans, investments, guarantee or security provided alongwith the loans, investment, guarantee or security proposed to be made, exceeds the limits as mentioned above. However, Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014, *inter alia*, states that it would be sufficient compliance if such Special Resolution is passed within one year from the date of notification of this section i.e. before March 31, 2015.

Since the Company is in the business of financing persons/companies, it is exempt from the provisions of Section 186 of the Act for giving loans, guarantees and providing security to any person or other body corporate. Hence, the above limits would apply only to investments made by the Company.

As at January 31, 2015, the investments made by the Company stood at Rs. 1,848.50 crore which is in excess of the applicable limit of Rs. 1,615 crore under Section 186 of the Act. As such, in terms of the above mentioned Rule 13, approval of the Members for exceeding the said limit is required on or before March 31, 2015.

The Directors, at their Meeting held on February 24, 2015, have approved of the Company making investments in excess of the aforesaid limits i.e. upto an aggregate amount of Rs. 3,500 crore, notwithstanding that the aggregate of the investments so far made along with the investments proposed to be made by the Board, may exceed sixty percent of its paid up capital free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is higher. The approval of the Members for the same is now being sought by way of a Special Resolution.

The Directors commend the Resolution at Item No. 5 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or the Key Managerial Personnel or their relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

By Order of the Board of Directors
Tata Capital Financial Services Limited

Avan K. Doomasia
Company Secretary

Mumbai, March 2, 2015

Registered Office:

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

**BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT AS DIRECTORS
AT THIS EXTRAORDINARY GENERAL MEETING
(As on March 2, 2015)**

Particulars	Mr. Pranab Kumar Choudhury	Mr. Mukund S. Dharmadhikari	Ms. Anuradha E. Thakur
DIN	00015470	05003224	06702919
Date of Birth ("DOB") and Age	DOB: January 22, 1947 Age: 68 years	DOB: February 21, 1947 Age: 68 years	DOB: December 30, 1947 Age: 67 years
Date of Appointment	January 28, 2015	January 28, 2015	January 28, 2015
Qualifications	M.Com, F.C.A. from the Institute of Chartered Accountants of India, C.A.I.B from the Chartered Institute of Bankers, London and a C.A.I.I.B from the Indian Institute of Bankers and a Post Graduate Diploma in Advanced Financial Management from the Maastricht School of Management, the Netherlands.	F.C.A. from the Institute of Chartered Accountants of India and the Institute of Chartered Accountants in England & Wales.	B.A. (English Literature) and a C.A.I.I.B. from the Indian Institute of Bankers
Expertise in specific functional areas	Mr. Choudhury has a professional experience and expertise in General Management & Finance, Mergers & Acquisitions and Credit Rating.	Mr. Dharmadhikari has rich experience in the fields of audit, accountancy and finance.	Ms. Thakur has experience in diverse industries including petrochemicals, engineering goods and equipment, non conventional energy, textiles and pharmaceuticals.
Directorship held in other public and private companies (excluding foreign companies)	(i) Peerless Securities Limited - Chairman (ii) Peerless Financial Services Limited - Chairman (iii) The Peerless General Finance & Investment Co Limited	None	(i) Patnaik Steels and Alloys Limited – Nominee Director (ii) Tata Capital Housing Finance Limited – Director
Memberships/ Chairmanships of committees across public companies (only Audit and Stakeholders Relationship Committee)	Peerless Securities Limited: • Audit Committee - Member Peerless Financial Services Limited • Audit Committee - Member	Tata Capital Financial Services Limited • Audit Committee – Member • Stakeholders Relationship Committee - Member	Tata Capital Financial Services Limited • Audit Committee – Member Tata Capital Housing Finance Limited • Audit Committee – Member
Shareholding in the Company	NIL	NIL	NIL



TATA CAPITAL FINANCIAL SERVICES LIMITED

Registered Office: One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001

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: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES 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 10:15 a.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. Private Placement of Non Convertible Debentures
2. Appointment of Mr. Pranab Kumar Choudhury as an Independent Director
3. Appointment of Mr. Mukund S. Dharmadhikari as an Independent Director
4. Appointment of Ms. Anuradha E. Thakur as an Independent Director
5. Authority to invest funds of the Company in excess of the limits prescribed under Section 186 of the Companies Act, 2013

Signed this _____ day of _____, 2015

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 FINANCIAL SERVICES LIMITED

Registered Office: One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001

ATTENDANCE SLIP

CIN: U67100MH2010PLC210201

Name of the Company: TATA CAPITAL FINANCIAL SERVICES 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 30, 2015 at 10:15 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