

**RESULT DECLARED AT THE FOURTH ANNUAL GENERAL MEETING
OF THE COMPANY HELD ON JUNE 30, 2014**

Pursuant to the provisions of Section 96 of the Companies Act 2013, the Fourth Annual General Meeting of the Company was convened on Monday, June 30, 2014 at 5.00 p.m at the Registered Office of the Company at One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400 001, to seek the approval of the Members of the Company on the Resolutions contained in the Notice dated June 4, 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 Resolutions and had appointed Mr. Umesh Maskeri, Practising Company Secretary, as a Scrutiniser to conduct the e-voting process in a fair and a transparent manner. The e-voting period had commenced on Wednesday, June 25, 2014 from 12.01 a.m. and ended on Thursday, June 26, 2014 at 11.59 p.m.

The Scrutinizer submitted his Report on the e-voting and the following results were announced on Monday, June 30, 2014 by the Chairman:

Particulars of resolution	In favour of the resolution			Against the resolution		
	No of Members	No. of Shares /e-votes	% Shares/ e-votes	No of Members	No. of Shares/ e-votes	% Shares/ e-votes
Item No 1: Adoption of Audited Financial Statements for the financial year ended March 31, 2014 Ordinary Resolution for considering and adoption of Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet of the Company as at that date together with Reports of the Directors and Auditors thereon.	7	129,75,50,000	100	Nil	Nil	Nil
Item No 2: To confirm the payment of Interim Dividend on Equity Shares Ordinary Resolution for confirmation of payment of Interim Dividend on the Equity Shares for the Financial Year 2013-14.	7	129,75,50,000	100	Nil	Nil	Nil
Item No 3: Re-appointment of Mr. Ishaat Hussain, Director who retires by rotation Ordinary Resolution for re-appointment of Mr. Ishaat Hussain, a Director retiring by rotation under Section 152(6) of the Companies Act, 2013, and who is eligible for re-election.	7	129,75,50,000	100	Nil	Nil	Nil

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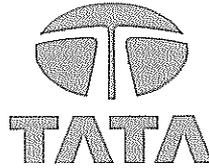
TATA CAPITAL FINANCIAL SERVICES LIMITED

Tower A 1101 Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013 India

Tel 91 22 6606 9000 Fax 91 22 6656 2699 Web www.tatacapital.com

Registered Office One Forbes Dr V B Gandhi Marg Fort Mumbai 400 001 India

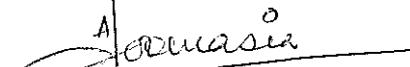
Corporate Identity Number : U67100MH2010PLC210201



Particulars of resolution	In favour of the resolution			Against the Resolution		
	No of Members	No. of Shares /e-votes	% Shares/ e-votes	No of Members	No. of Shares/ e-votes	% Shares/ e-votes
<p>Item No 4: Non filling up of the vacancy caused by retirement of Mr. Hoshang N. Sinor, who retires by rotation but does not seek re-appointment</p> <p>Ordinary Resolution for not filling up the vacancy caused by the retirement of Mr. Hoshang N Sinor, who retires by rotation under Section 152(6) of the Companies Act, 2013 and does not seek reappointment.</p>	7	129,75,50,000	100	Nil	Nil	Nil
<p>Item No 5: To appoint Auditors and to fix their remuneration</p> <p>Ordinary Resolution for appointment of M/s. Deloitte Haskins & Sells, LLP as Statutory Auditors of the Company pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 for the FY 2014-15 and to hold the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.</p>	7	129,75,50,000	100	Nil	Nil	Nil
<p>Item No 6: Appointment of Mr. Janki Ballabh as an Independent Director</p> <p>Ordinary Resolution for appointment of Mr. Janki Ballabh as an Independent Director pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, with effect from June 30, 2014 to October 23, 2017.</p>	7	129,75,50,000	100	Nil	Nil	Nil

Accordingly, all the aforementioned Resolutions have been passed by the requisite majority of the Members of the Company.

For **TATA CAPITAL FINANCIAL SERVICES LIMITED**


Avan K Doomasia
 Company Secretary

Place: Mumbai
Date: June 30, 2014

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