



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 5, 2014 at 2.15 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. 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 read with the Rules framed there under, as may be amended from time to time, the approval of the Company be and is hereby accorded, effective April 1, 2014, 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 the current financial year ending March 31, 2015, within the overall borrowing limits of the Company, as 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.”

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

Mumbai

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 Saturday, April 19, 2014 ("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.
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 Wednesday, April 30, 2014 at 10:00 a.m. and will end on Wednesday, April 30, 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	Please enter the Folio Number registered with the Company
Password	
PAN	Enter your 10 digit alpha-numeric PAN issued by 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 scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter, etc. 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.
 - xv. Members have an option to vote either through e-voting or by casting a vote at the Meeting.
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 announced by the Chairman or any person authorized by him on Monday, May 5, 2014. 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-050514.pdf on Tuesday, May 6, 2014.

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 April 23, 2014:

Item No. 1

As per the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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, including Commercial Paper, issued on private placement basis are a significant source of borrowings for the Company. The borrowings of the Company presently aggregate approximately Rs. 5653 crore, of which NCDs aggregate approximately Rs. 1612 crore.

The approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 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 current financial year, commencing April 1, 2014 and ending on March 31, 2015, 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 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 their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the passing of the Resolutions 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.

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

Mumbai, April 23, 2014

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



TATA CAPITAL HOUSING FINANCE LIMITED

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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: _____

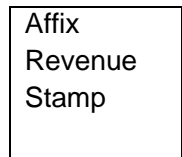
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, May 5, 2014 at 2.15 p.m. at the Board Room, 1st Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1 - Private Placement of Non-Convertible Debentures

Signed this _____ day of _____, 2014

Signature of Shareholder

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

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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 at Board Room, 1st Floor, One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai – 400001 on Monday, May 5, 2014 at 2.15 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