



TATA CLEANTECH CAPITAL LIMITED

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

CIN: U65923MH2011PLC222430

Tel: (022) 6745 9000; Fax: (022) 6610 6701

Website: www.tatacapital.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF TATA CLEANTECH CAPITAL LIMITED will be held on Monday, August 21, 2017 at 12.50 P.M. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nihar Shah (DIN: 06969270), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. **To appoint Statutory Auditors and to fix their remuneration.**

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

“RESOLVED that pursuant to the provisions of Section 139 of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, and other applicable provisions, if any, B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors, Deloitte Haskins & Sells, Chartered Accountants (ICAI Firm Registration No. 117365W), to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the Eleventh AGM of the Company, subject to ratification by the Members at every AGM, if required under the Act, at such remuneration and on such terms and conditions, as may be mutually agreed between the Board of Directors of the Company and the Auditors, on the basis of the recommendation of the Audit Committee.”

By Order of the Board of Directors
For **Tata Cleantech Capital Limited**

Sunil Raut
Company Secretary

Mumbai: August 3, 2017

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 the material facts relating to the business stated under Item No. 3 is annexed hereto. Additional information, pursuant to Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Nihar Shah, Director seeking re-appointment at the Annual General Meeting, is furnished as part of this Notice.
2. The Company has received a Special Notice from its shareholders pursuant to the provisions of Sections 115, 140 and other applicable provisions of the Act, read with the Rule 23 of Companies (Management and Administration) Rules, 2014, recommending the appointment of B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company, in place of the retiring Auditors, Deloitte Haskins and Sells.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND TO VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Registered Office of the Company, duly completed and signed, not later than 48 (forty-eight) hours before the commencement of the meeting.

A person can act as a proxy on behalf of Members not exceeding (50) and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. Proxies submitted on behalf of limited companies must be supported by appropriate resolution/authority, as applicable.
5. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the AGM.
6. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on August 3, 2017
7. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Notice of the Meeting is also displayed / posted on the website of the Company, www.tatacleantech.in.

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated August 3, 2017:

Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

At the last Annual General Meeting of the Company, Deloitte Haskins & Sells, Chartered Accountants, Ahmedabad (“DHS - Ahmedabad”) (ICAI Firm Registration No. 117365W), were appointed as the Statutory Auditors of the Company, for a term of one year until the conclusion of the ensuing Sixth Annual General Meeting (“AGM”).

In view of the mandatory requirement for rotation of auditors upon completion of ten years of association with a company, in terms of Section 139 of the Act, DHS would retire as the Auditors of Tata Capital Limited (“TCL”), the holding company, at the conclusion of TCL’s ensuing Twenty Sixth AGM. TCL is proposing to appoint B S R & Co. LLP (“BSR”) Chartered Accountants (ICAI Firm Registration Number: 101248W/W-100022), as the new Statutory Auditors of TCL and also, recommending their appointment as Statutory Auditors in all its Indian subsidiary companies. Accordingly, the Company has received a Special Notice from its Member viz. TCL, recommending the appointment of BSR as the new Statutory Auditors of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee at its meeting held on July 26, 2017, proposed the appointment of BSR as the Statutory Auditors of the Company for a term of five consecutive years i.e. to hold office from the conclusion of the Sixth Annual General Meeting till the conclusion of Eleventh Annual General Meeting of the Company, to be held in the year 2022, subject to ratification of their appointment at every AGM, if required under the Act.

BSR have expressed their willingness to act as the Statutory Auditors of the Company and have further confirmed that, if appointed, the said appointment would be in conformity with the provisions of Section 139 read with Section 141 of the Act along with the Rules made thereunder.

The Board commends the Ordinary 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 Personnel of the Company or their relatives are concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

By Order of the Board of Directors
For **Tata Cleantech Capital Limited**

Sunil Raut
Company Secretary

Mumbai, August 3, 2017
Registered Office:
One Forbes
Dr. V. B. Gandhi Marg
Fort, Mumbai 400 001

BRIEF RESUME OF DIRECTOR SEEKING RE-APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING

Particulars	Mr. Nihar Shah (DIN: 06969270)
Date of Birth and Age	November 15,1974 Age: 42 years
Appointed on	December 18, 2014
Qualifications	B.Com , MMS
Experience	Mr. Shah currently works as a Principal Investment Officer with International Finance Corporation, Washington D.C. USA and has over 18 years of broad based experience across various Infrastructure sub-sectors.
Number of Meetings of the Board attended during FY 2016-17	5 (out of 5)
Directorships held in other companies	Nil
Memberships/ Chairmanships of committees across other companies	Nil
Shareholding in the Company	Nil
Last drawn remuneration*	Rs. 1,50,000
Relationship with other directors, manager or key managerial personnel, if any	None

* Last drawn remuneration is the amount of Sitting Fees paid to the aforesaid Director for FY 2016-17. The said sitting fees have been paid in US Dollars to IFC, based on invoices raised by IFC.



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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: U65923MH2011PLC222430

Name of the Company: TATA CLEANTECH CAPITAL 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 the abovementioned company holding _____ shares, hereby appoint:

Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him/her

Name: _____

Address: _____

E-mail Id: _____

Signature: _____

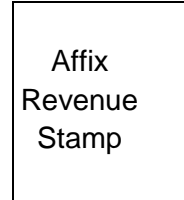
as my / our proxy to attend and vote for me / us and on my / our behalf at the Sixth Annual General Meeting of the Company to be held on Monday, August 21, 2017 at 12.50 p.m. in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the Meeting, are as indicated below:

Resolution No.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nihar Shah (DIN: 06969270), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration.

Signed this ___ day of _____, 2017

Signature of Shareholder: _____



Signature of Proxy Holder(s): _____

- Note: 1. 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.**
- 2. Proxy holder may vote either for or against the Resolution.**



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ATTENDANCE SLIP

CIN: U65923MH2011PLC222430

Name of the Company: TATA CLEANTECH CAPITAL 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 to at the entrance of the meeting room.

I/We hereby record my/our presence at the Sixth Annual General Meeting of the Company in the Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013 on Monday, August 21, 2017 at 12.50 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

ROUTE MAP TO THE VENUE

Venue of the AGM:

Board Room, 12th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013.

