

TATA CLEANTECH CAPITAL LIMITED

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

Corporate Identity Number: U65923MH2011PLC222430

Tel: 91 22 6745 9000 Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF TATA CLEANTECH CAPITAL LIMITED will be held on Monday, June 30, 2014 at 1.00 p.m. in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet of the Company as on that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Praveen P Kadle (DIN : 00016814), Director, who retires by rotation and is eligible for re-appointment.
3. To appoint 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 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, M/s Deloitte Haskins & Sells - Ahmedabad (ICAI Firm Registration No. 117365W) be and are hereby re-appointed as the Statutory Auditors of the Company for the Financial Year 2014-15, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, at such remuneration and on such terms and conditions, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

Special Business:

4. Appointment of Mr. Vittaldas Leeladhar as Independent Director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Vittaldas Leeladhar (DIN: 02630276), 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, with effect from June 30, 2014 up to June 29, 2019.”

5. To approve Borrowing limits of the Company

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

“**RESOLVED** that in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the Extraordinary General Meeting of the Company held on February 11, 2013 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to

be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 2,000 crore."

"RESOLVED FURTHER that the Board, be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

6. Creation of Charges on the assets of the Company

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

"RESOLVED that in supersession of the resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Extraordinary General Meeting of the Company held on February 11, 2013 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board / Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding ₹ 2,000 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER that the Board, be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

7. Contribution to charitable and other funds

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

"RESOLVED that in supersession of the resolution passed at the Extraordinary General Meeting of the Company held on July 25, 2013 and pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company, be and is hereby authorized to contribute, in any financial year, to bona fide charitable and other funds, any amounts the aggregate of which, may exceed five per cent of its average net profits for the three immediately preceding financial years, subject to a limit of ₹ 10,00,000, in a financial year."

"RESOLVED FURTHER that the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose), be and are hereby severally authorised to settle all matters arising out of and incidental to making contributions to charitable or other funds as mentioned above and do all such acts, deeds and things as may, in its absolute discretion, deem necessary to give effect to this Resolution."

8. 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 for making offer(s) or invitation(s) to subscribe to Non Convertible Debentures on private placement basis during a period of one year from the date of passing of this Resolution 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 this Resolution.”

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

Binoy K Parikh
Company Secretary

Mumbai, June 6, 2014

Registered Office:

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

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the businesses set out under Item Nos. 4 to 8 above is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (Forty Eight) hours before the AGM. Proxies submitted on behalf of limited companies must be supported by appropriate resolution/authority, as applicable.
3. All documents referred to in the Notice and the Explanatory Statement and other Statutory Registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10:00 a.m. to 5:00 p.m. upto the date of the Annual General Meeting.

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

Binoy K Parikh
Company Secretary

Mumbai, June 6, 2014

Registered Office:

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

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the businesses mentioned at Item Nos. 4 to 8 of the accompanying Notice dated June 6, 2014:

Item No. 4

Mr. Vittaldas Leeladhar, was appointed on the Board of Directors of the Company at its Annual General Meeting held on August 10, 2012, as a Non-Executive Director, liable to retire by rotation.

Mr. Leeladhar has a long experience in the banking industry, having served as the Executive Director of the Bank of Maharashtra, Chairman and Managing Director of Vijaya Bank and Chairman and Managing Director of Union Bank of India. He also served as the Deputy Governor of the Reserve Bank of India for over four years. Mr. Leeladhar is an expert on banking and finance related issues. He was also a member of the Securities and Exchange Board of India for about three years. His expertise is in the area of banking and finance.

As per the provisions of Section 149(4) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (the “Rules”), which has come into force with effect from April 1, 2014, the Company is required to have atleast one-third of the total number of directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 152 of the Act. Mr. Leeladhar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The matter regarding appointment of Mr. Leeladhar as Independent Director was placed before the meeting of the Nomination and Remuneration Committee held on May 5, 2014 and the said Committee commends his appointment as an Independent Director for a period of five years commencing from June 30, 2014 up to June 29, 2019.

In the opinion of the Board, Mr. Leeladhar fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the Management of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Leeladhar as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Leeladhar as an Independent Director shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company.

A brief profile of Mr. Leeladhar is given as an Annexure to this Notice.

Mr. Leeladhar is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. Other than Mr. Leeladhar, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Directors commend the Resolution set out at Item No. 4 of the Notice, for the approval of the Members.

Item Nos. 5 & 6

At the Extraordinary General Meeting of the Company held on February 11, 2013, the Members had, by way of Ordinary Resolutions and in pursuance of the provisions of Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956, approved of:

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 2,000 crore at any point of time; and

- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of lending agencies and trustees for the amounts borrowed i.e. upto ₹ 2,000 crore, including interest, charges, etc. payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowings is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act respectively.

The Directors commend the Resolutions at Item Nos. 5 and 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the passing of Resolutions mentioned at Item Nos. 5 & 6 of the Notice, respectively.

Item No. 7

At the Extraordinary General Meeting of the Company held on July 25, 2013, the Members had, by way of Ordinary Resolution and in pursuance of the provisions of Section 293(1)(e) of the Companies Act, 1956, approved of the Company making contributions/donations to charitable and other funds in excess of an amount of five percent of the Company's average net profits (determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956) during the three immediately preceding financial years but not exceeding ₹ 10,00,000 in a financial year.

Since, the said provision of Companies Act, 1956, ceased to be effective from April 1, 2014, the approval of the Members is being sought, pursuant to Section 181 of the Act, for making contributions, in a financial year, upto an amount exceeding five percent of the Company's average net profits during the three immediately preceding financial year but not exceeding ₹ 10,00,000 in a financial year.

The Directors commend the Resolution at Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the passing of Resolution mentioned at Item No. 7 of the Notice.

Item No. 8

As per Section 42 of the Act read with the Rules framed there under, a company offering or making an invitation to subscribe to Non Convertible Debentures ("NCD") on a private placement basis, is required to obtain prior approval of the Shareholders of the Company by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 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 period of one year from the date of passing of the Resolution at Item No.8, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors commend the Resolution at Item No. 8 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives are concerned or interested in the passing of the Resolution mentioned at Item No. 8 of the Notice.

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

Binoy K Parikh
Company Secretary

Mumbai, June 6, 2014

Registered Office:

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

**BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AS DIRECTOR AT THIS ANNUAL GENERAL MEETING
(AS ON JUNE 6, 2014)**

Particulars	Mr. Praveen P Kadle	Mr. Vittaldas Leeladhar
Date of Birth & Age	DOB: 21/01/1957 Age: 57	DOB: 07/12/1946 Age: 68
Appointed on	September 29, 2011	September 29, 2011
Qualifications	Hons. Graduate in Commerce & Accountancy from the Bombay University, has qualified as a Chartered Accountant, Cost & Works Accountant and Company Secretary.	B.Sc. Chemical Engineering Fellow - IIBF
Expertise in specific functional areas	Mr. Kadle is the Managing Director & CEO of Tata Capital Limited, a subsidiary of Tata Sons Limited. Mr. Kadle has been working for the Tata's for the last 21 years. For the first 5 years, he was the Chief Financial Officer of Tata's Joint Venture with IBM in India. Thereafter, in 1996 he was transferred to Tata Motors Limited as the Vice President (Finance) and in the year 2001 he was promoted to the Board of Tata Motors Limited as Executive Director & Finance and Corporate Affairs. Mr. Kadle is a Board member on various Tata and non-Tata companies. He contributes to many industry and economic bodies both domestic and international.	Mr. Leeladhar has a long experience in the banking industry, having served as the Executive Director of the Bank of Maharashtra, Chairman and Managing Director of Vijaya Bank and Chairman and Managing Director of Union Bank of India. He also served as the Deputy Governor of the Reserve Bank of India for over four years. Mr. Leeladhar is an expert on banking and finance-related issues. He was also a member of the Securities and Exchange Board of India for about three years. His expertise is in the area of banking and finance.
Directorships held in public and private companies (excluding foreign companies)	Public Limited Companies Tata Capital Limited – Managing Director & CEO Tata Capital Financial Services Limited – Managing Director & CEO Tata Technologies Limited – Director Tata Capital Housing Finance Limited – Chairman Tata Securities Limited – Chairman e-Nxt Financials Limited – Chairman TC Travel and Services Limited – Director Tata Capital Forex Limited – Chairman Tata AutoComp Systems Limited – Director International Paper APPM Limited – Director Tata Toyo Raditor Limited – Chairman Tata Cleantech Capital Limited – Director Private Limited Companies International Asset Reconstruction Company Private Limited – Nominee Director	Public Limited Companies Tata Cleantech Capital Limited – Independent Director Axis Mutual Fund Trustee Limited – Director India Collections Management Limited – Director Tata Global Beverages Limited - Director Private Limited Companies IFMR Rural Channels & Services Private Limited - Director
Memberships/ Chairmanships of committees across public companies (only Audit and Shareholders'/ Investors' Grievance Committee)	Audit Committee TC Travel and Services Limited Tata Capital Forex Limited Tata Autocomp Systems Limited International Paper APPM Limited Tata Cleantech Capital Limited Tata Technologies Limited – Chairman Shareholders/Investor's Grievances Committee Tata Capital Limited Tata Capital Forex Limited Tata Capital Financial Services Limited	Audit Committee Tata Cleantech Capital Limited – Chairman India Collection Management Limited IFMR Rural Channels & Services Private Limited - Chairman Tata Global Beverages Limited - Chairman Shareholders/ Investor's Grievances Committee Tata Global Beverages Limited
Shareholding	Nil	One equity share of the Company jointly with Tata Capital Limited



TATA CLEANTECH CAPITAL LIMITED

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

Attendance Slip

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 hereby record my presence at the Third Annual General meeting of the Company, in the Board Room, First Floor, One Forbes, Dr. V. B. Gandhi Marg, Fort, Mumbai 400 001 on Monday, June 30, 2014 at 1:00 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



TATA CLEANTECH CAPITAL LIMITED

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

Proxy Form - MGT-11

(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.

Website: www.tatacapital.com

Name of the Member (s):

Registered address:

E-mail Id:

DP ID No.

Client ID No.

I / We, being the member(s) of _____ Equity Shares of Tata Cleantech Capital Limited, 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 Third Annual General Meeting of the Company to be held on the 30th day of June 2014 at 1:00 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No. 1 : Adoption of Audited Financial Statements for the financial year ended March 31, 2014

Resolution No. 2 : Re-appointment of Mr. Praveen P Kadle, Director, who retires by rotation

Resolution No. 3 : Appointment of M/s Deloitte Haskins & Sells - Ahmedabad, as Auditors

Resolution No. 4 : Appointment of Mr. Vittaldas Leeladhar as an Independent Director of the Company

Resolution No. 5 : Approve Borrowing Limit of the company

Resolution No. 6 : Creation of Charges on the assets of the Company

Resolution No. 7 : Contribution to charitable and other funds

Resolution No. 8 : Private placement of Non Convertible Debentures

Signed this day of, 2014

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.