



TATA CAPITAL HOUSING FINANCE LIMITED

Registered Office: 11th Floor, Tower A, Peninsula Business Park,
Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

CIN: U67190MH2008PLC187552

Tel: (022) 6606 9000 Fax: (022) 6656 2699 Website: www.tatacapital.com

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held, at a shorter notice, on Friday, March 25, 2022, at 2.30 p.m. through Video Conferencing (“VC”) via Microsoft Teams, to transact the following special business:

1. Appointment of Mr. Sujit Kumar Varma as an Independent Director of the Company

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

“**RESOLVED** that Mr. Sujit Kumar Varma (DIN: 09075212), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 1, 2022 and who holds office up to the date of the next Annual General Meeting of the Company pursuant to the provisions of the Section 161 of the Companies Act, 2013 (“Act”) 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, and who is eligible for appointment as a Director, 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 rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force) and other laws applicable to the Company, Mr. Sujit Kumar Varma (DIN: 09075212), who is eligible for appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and has submitted a declaration to that effect, 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 five years commencing with effect from February 1, 2022 upto January 31, 2027.”

By Order of the Board of Directors
For **Tata Capital Housing Finance Limited**

Sd/-
Priyal Shah
Company Secretary

Mumbai, March 11, 2022

Registered Office:

11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400 013

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. 1, is annexed hereto. Additional information, pursuant to Secretarial Standard – 2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Sujit Kumar Varma, is furnished as a part of this Notice.
2. In view of the continuing COVID-19 pandemic and restrictions on movements apart from social distancing requirement, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 10/2021 dated June 23, 2021 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2021 dated December 8, 2021 (collectively referred to as “MCA Circulars”), permitted the holding of the EGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company, 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013.
3. In compliance with the provisions of the Act and MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id tchflsecretarial@tatacapital.com.
6. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on Friday, March 4, 2022.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
8. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.

9. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
11. The relevant documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at tchflsecretarial@tatacapital.com to inspect the same.
12. In case a Poll on any item is demanded by the Members at the EGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id tchflsecretarial@tatacapital.com.

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. 1 of the accompanying Notice dated March 11, 2022:

Item No. 1

In order to further strengthen the Board composition and augment the skill sets of the Board, the Board of Directors had considered it prudent to induct an Independent Director on the Board of Directors of the Company. Further considering the experience, professional expertise and qualifications of Mr. Sujit Kumar Varma (DIN: 09075212), the Board of Directors, in terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 (“Act”), the Rules framed there under and the Articles of Association of the Company, vide Resolution passed at its Meeting held on January 21, 2022, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Sujit Kumar Varma (DIN: 09075212) as an Additional Director of the Company with effect from February 1, 2022 upto the next Annual General Meeting of the Company (“AGM”) and as an Independent Director of the Company for an initial term of five years commencing from February 1, 2022 upto January 31, 2027, subject to the approval of the Members of the Company.

Brief Profile of Mr. Varma is given in the Annexure to this Notice.

The Company has received a notice, in writing, pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Varma for the office of Director.

The Company has received from Mr. Varma the consent letter to act as a Director of the Company in Form DIR 2, Intimation in Form DIR 8, Notice of Disclosure of Concern / Interest in Form MBP 1, Declaration stating that he met the Fit and Proper person criteria and Declaration stating that he met the criteria of independence as laid down under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 149(6) of the Act and the Rules framed thereunder and Declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

A copy of the draft letter for the appointment of Mr. Varma as an Independent Director, setting out the terms and conditions of appointment, would be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at tchflsecretarial@tatacapital.com to inspect the same.

In the opinion of the Board, Mr. Varma fulfils the conditions specified in the Act and the Rules for appointment as Independent Director and he is independent of the Management of the Company.

In compliance with the provisions of Section 149, 152, 161 and other applicable provisions of the Act read with Schedule IV of the Act and the Rules framed there under and in terms of the applicable provisions of the Listing Regulations, each as amended, appointment of Mr. Varma as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from February 1, 2022 upto January 31, 2027, is being placed before the Members for their approval by way of a Special Resolution at this Extraordinary General Meeting.

None of the Directors except Mr. Varma to whom the resolution relates, and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board commends the Special Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

By Order of the Board of Directors
For **Tata Capital Housing Finance Limited**

**Sd/ -
Priyal Shah
Company Secretary**

Mumbai, March 11, 2022

Registered Office:

11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400 013

PURSUANT TO THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS, BRIEF RESUME AND OTHER DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THIS EXTRAORDINARY GENERAL MEETING IS FURNISHED BELOW

Particulars	Mr. Sujit Kumar Varma (DIN: 09075212)
Date of Birth and Age	Date of Birth: January 6, 1961; Age: 61 years
Date of Appointment and terms and conditions of appointment	Appointed as an Additional Director (Independent), with effect from February 1, 2022. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.
A brief resume including Qualification and Experience	<p>Mr. Sujit Kumar Varma is a career banker with proven track record of leading diverse business departments. Mr. Varma is highly experienced in Corporate and Retail Credit, Trade Finance, International Banking, Risk Management and Compliance.</p> <p>Mr. Varma had been associated with the State Bank of India ("SBI") for over 3 decades where he held several important positions viz., Chief Executive Officer - SBI New York USA, General Manager - Mid-Corporate Regional Office, Mumbai, India and Chief General Manager - International Banking. Mr. Varma superannuated as Deputy Managing Director, Corporate Accounts Group from SBI in January 2021.</p> <p>Mr. Varma holds a Bachelor of Arts (Hons.) in English and certifications from renowned institutes like Indian Institute of Banking & Finance, Mumbai, India, Harvard Business School, NYU Stern School of Business, New York, USA, Indian Institute of Management, Ahmedabad, India and Indian Institute of Management, Calcutta, India.</p>
Number of Meetings of the Board attended from February 1, 2022	One Board Meeting was held post the effective date of appointment, which was attended by Mr. Varma.
Other Directorship/Designated Partner held in other companies/LLP	<u>Director</u> <ul style="list-style-type: none">• Waaree Energies Limited• Tata Asset Management Private Limited• Evyavan Assets Management Limited• Evyavan Capital Advisors Limited

	<ul style="list-style-type: none"> • Capri Global Asset Reconstruction Private Limited
Memberships/ Chairmanships of Committees of other Boards	<p>Tata Asset Management Private Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination & Remuneration Committee (Member) <p>Waaree Energies Limited:</p> <ul style="list-style-type: none"> • Stakeholders' Relationship Committee (Chairperson) • Risk Management Committee (Member)
Shareholding in the Company	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	None
Last drawn Remuneration	Not Applicable
Remuneration sought to be paid	Sitting Fees and Commission (if any)