

**TATA CAPITAL HOUSING FINANCE LIMITED**

**14<sup>th</sup> Annual General Meeting**

**Monday, June 27, 2022, 10.00 a.m. to 10.20 a.m.**

Mr. Rajiv Sabharwal:

Dear Members,

I welcome you all to the Fourteenth Annual General Meeting (“AGM”) of Tata Capital Housing Finance Limited.

This AGM is being held at a shorter notice based on the consent for shorter notice received from 100% of the Members entitled to vote at the Meeting.

In accordance with the framework provided by the Ministry of Corporate Affairs vide its General circulars dated May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 for conducting general meetings, this AGM is being convened through Video Conferencing via Microsoft Teams.

The requisite quorum being present, I call this Meeting to order.

We have Mr. Mehernosh B. Kapadia, Ms. Anuradha E. Thakur and Mr. Sujit Kumar Varma, Independent Directors and Mr. Anil Kaul, Managing Director attending this Meeting. Mr. Ankur Verma, Non-Executive Director, is unable to attend the Meeting due to pre-occupation. We also have the Representative of the Joint Statutory Auditors and the Head - Internal Audit attending this AGM. The Secretarial Auditors, citing pre-occupation, have requested for exemption from attending this Meeting, which has been granted.

The Company has received Authorised Representation for 54,75,55,606 Equity Shares of the Face Value of Rs. 10 each, representing 99.99% of its total paid-up Equity Share Capital from Tata Capital Limited, the holding Company.

The relevant statutory registers and the documents as prescribed under the Companies Act, 2013 / Secretarial Standards are made available for inspection through electronic mode during the meeting. The Members can inspect the same by sending a request at the designated e-mail address mentioned in the Notice.

With the permission of the Members, I wish to take the Notice convening this Meeting, which has already been circulated, as read.

All Members:

Yes.

Mr. Rajiv Sabharwal:

Thank you. I take the Notice as read.

The objectives and implications of the Resolutions set out in the said Notice and proposed to be passed at this AGM, are as under:

**Resolution No. 1:** The Audited Financial Statements of the Company for the financial year ended March 31, 2022 have been circulated to the Members for their consideration and adoption. The Auditor's Report on the Financial Statements for the said financial year does not have any qualifications, observations or comments or other remarks on financial transactions, which have any adverse effect on the functioning of the Company. Accordingly, the Auditor's Report is not required to be read out before the Meeting as provided under the Companies Act, 2013. Further, the Secretarial Audit Report for the said financial year, also does not have any qualifications, observations or comments or other remarks, which have any material adverse effect on the functioning of the Company. Hence, the Secretarial Auditor's Report is not required to be read out before the Meeting as provided under the Act.

**Resolution No. 2:** The Board of Directors vide Resolution passed by circulation on September 16, 2021, approved and declared an Interim Dividend for FY 2021-22 on the Equity Shares of the Company of Rs. 10/- each, aggregating about Rs. 49.83 crore out of the surplus in the profits of the Company for FY 2020-21 and the same was paid to Tata Capital Limited, on September 20, 2021. The Members are requested to confirm the above payment of Interim Dividend.

**Resolution No. 3:** The Board of Directors had, at its meeting held on March 4, 2022, approved and declared an Interim Dividend for FY 2021-22 on the Equity Shares of the Company of Rs. 10/- each, aggregating about Rs. 36.69 crore out of the surplus in the profits of the Company as on March 31, 2021 and the same was paid to Tata Capital Limited, on March 4, 2022. The Members are requested to confirm the above payment of Interim Dividend.

**Resolution No. 4:** Mr. Ankur Verma, Non-Executive Director of the Company, is liable to retire by rotation at this Annual General Meeting and is eligible for re-appointment.

**Resolution No. 5A and 5B:** The Members at the Extraordinary General Meeting held on November 12, 2021 approved the appointment of M/s. CNK & Associates LLP, Chartered Accountants and M/s. T R Chadha & Co LLP, Chartered Accountants, as the Joint Statutory Auditors to hold office with effect from the conclusion of the EGM held on November 12, 2021 till the conclusion of the Fourteenth AGM of the Company.

In terms of the provisions of Section 139, 141 and 142 of the Companies Act, 2013, the approval of the Members of the Company is sought by way of an Ordinary Resolution for the appointment of M/s. CNK & Associates LLP, Chartered Accountants and M/s. T R Chadha & Co LLP, Chartered Accountants as the Joint Statutory Auditors of the Company, to hold office with effect from the conclusion of this AGM till the conclusion of the Sixteenth AGM of the Company.

**Resolution No. 6:** As per the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, once a year for all the offers and invitations for such NCDs during the year. Since raising of funds through issue of NCDs are a significant source of borrowings for the Company, it is proposed to issue NCDs, on a private placement basis, in one or more tranches, up to an amount of Rs. 10,000 crore, during the period of one year from the date of passing the Resolution, within the overall borrowing limits of the Company.

**Resolution No. 7:** The approval of the Members is sought by way of Special Resolution under Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for payment of remuneration to Ms. Anuradha E. Thakur, Independent Director of the Company, being in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the Financial Year 2021-22.

Now, with the permission of the Members, I will continue with the proceedings of this Meeting.

I now request a Member to propose and another Member to second the Resolution at Item No. 1.

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.**

The Resolution has been proposed by [pause].

Mr. Mahadeo Raikar:

Mahadeo.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Rakesh Bhatia

Rakesh.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Mahadeo Raikar and seconded by Mr. Rakesh Bhatia.

Before I put the resolutions to vote, I would like to throw this session open to the Members for any questions or suggestions.

[No queries raised]

I now put the following Resolution at Item No. 1 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 2.

**Resolution No. 2: To confirm the payment of Interim Dividend of Rs. 0.91 per share on the Equity Shares of the Company for the Financial Year ended March 31, 2022.**

The Resolution has been proposed by [pause].

Ms. Sarita Kamath

Sarita.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Kiran Joshi

Kiran.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Ms. Sarita Kamath and seconded by Mr. Kiran Joshi.

I now put the following Resolution at Item No. 2 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 3.

**Resolution No. 3: To confirm the payment of Interim Dividend of Rs. 0.67 per share on the Equity Shares of the Company for the Financial Year ended March 31, 2022.**

The Resolution has been proposed by [pause].

Mr. Mahadeo Raikar

Mahadeo.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Ms. Sarita Kamath

Sarita.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Mahadeo Raikar and seconded by Ms. Sarita Kamath.

I now put the following Resolution at Item No. 3 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 4.

**Resolution No. 4: To appoint a Director in place of Mr. Ankur Verma (DIN: 07972892), Director, who retires by rotation and being eligible, offers himself for re-appointment.**

The Resolution has been proposed by [pause].

Mr. Rakesh Bhatia

Rakesh.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Ms. Sarita Kamath

Sarita.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Rakesh Bhatia and seconded by Ms. Sarita Kamath.

I now put the following Resolution at Item No. 4 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 5A.

**Resolution No. 5A: Appointment of M/s. CNK & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 101961W/W-100036) as one of the Joint Statutory Auditors of the Company.**

The Resolution has been proposed by [pause].

Mr. Mahadeo Raikar

Mahadeo.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Rakesh Bhatia.

Rakesh.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Mahadeo Raikar and seconded by Mr. Rakesh Bhatia.

I now put the following Resolution at Item No. 5A of the Notice to vote, on show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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May I now request a Member to propose and another Member to second the Resolution at Item No. 5B.

**Resolution No. 5B: Appointment of M/s. T R Chadha & Co LLP, Chartered Accountants (ICAI Firm Registration No. 006711N/N-500028) as one of the Joint Statutory Auditors of the Company.**

The Resolution has been proposed by [pause].

Mr. Mahadeo Raikar

Mahadeo.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Rakesh Bhatia.

Rakesh.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Mahadeo Raikar and seconded by Mr. Rakesh Bhatia.

I now put the following Resolution at Item No. 5B of the Notice to vote, on show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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*(I am requesting Mr. Mehernosh Kapadia to take the Chair. Mr. Kapadia took the Chair for this Item.)*

May I now request a Member to propose and another Member to second the Resolution at Item No. 6.

**Resolution No. 6: Approval for private placement of Non-Convertible Debentures.**

The Resolution has been proposed by [pause].

Mr. Kiran Joshi

Kiran.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Ms. Sarita Kamath

Sarita.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Kiran Joshi and seconded by Ms. Sarita Kamath.

I now put the following Resolution at Item No. 6 of the Notice to vote as a Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

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*(Mr. Kapadia vacated the Chair and requested Mr. Sabharwal to take the Chair. Mr. Sabharwal took the chair).*

May I now request a Member to propose and another Member to second the Resolution at Item No. 7.

**Resolution No. 7: Approval for payment of remuneration to Ms. Anuradha E. Thakur (DIN: 06702919), Independent Director of the Company in excess of the limits prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Resolution has been proposed by [pause].

Ms. Sarita Kamath

Sarita.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Mahadeo Raikar

Mahadeo.

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Ms. Sarita Kamath and seconded by Mr. Mahadeo Raikar.

I now put the following Resolution at Item No. 7 of the Notice to vote as a Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

Since the business of the Meeting is completed, I hereby declare the Meeting as concluded.

All Members and Directors present:

Thank you.