



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 FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held, at a shorter notice, on Monday, June 27, 2022 at 10.00 a.m. through Video Conferencing ("VC") via Microsoft Teams, 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, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
 - 2) To confirm the payment of Interim Dividend of Rs. 0.91 per share on 54,75,55,612 Equity Shares of Rs. 10 each, aggregating Rs. 49,82,75,607 (Rupees Forty Nine Crores Eighty Two Lakhs Seventy Five Thousand Six Hundred and Seven only), for the Financial Year ended March 31, 2022.
 - 3) To confirm the payment of Interim Dividend of Rs. 0.67 per share on 54,75,55,612 Equity Shares of Rs. 10 each, aggregating Rs. 36,68,62,260 (Rupees Thirty Six Crores Sixty Eight Lakhs Sixty Two Thousand Two Hundred Sixty only), for the Financial Year ended March 31, 2022.
 - 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.
 - 5) To appoint Joint Statutory Auditors of the Company and to fix their remuneration:
- A. 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**

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for the 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, to hold office from the conclusion of this Annual General Meeting till the

conclusion of Sixteenth Annual General Meeting of the Company, subject to them continuing to fulfil the applicable eligibility norms, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and M/s. CNK & Associates LLP, on the basis of the recommendation of the Audit Committee.”

“**RESOLVED FURTHER** that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

B. 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

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for the 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, to hold office from the conclusion of this Annual General Meeting till the conclusion of Sixteenth Annual General Meeting of the Company, subject to them continuing to fulfil the applicable eligibility norms, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and M/s. T R Chadha & Co LLP, on the basis of the recommendation of the Audit Committee.”

“**RESOLVED FURTHER** that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without

being required to seek any further consent or approval of the Members of the Company.”

Special Business:

6) Approval for private placement of Non-Convertible Debentures

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

“**RESOLVED** that pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the National Housing Bank (“NHB”) / Reserve Bank of India (“RBI”), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the Members 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 be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors by this Resolution) to offer / invite / issue / allot to eligible persons, Non-Convertible Debentures (“NCDs”) including but not limited to Subordinated / Perpetual NCDs, whether secured or unsecured up to an amount of Rs. 10,000 crore (Rupees Ten Thousand crore), on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing 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 are hereby severally 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.”

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

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 Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Ms. Anuradha E. Thakur (DIN: 06702919), Independent Director of the Company, for the Financial Year 2021-22, details whereof are set out in the Explanatory Statement, being in excess

of fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said Financial Year.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above Resolution.”

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

Sd/-
Mahadeo Raikar
Chief Financial Officer

Mumbai, June 21, 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 Nos. 6 and 7, 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. Ankur Verma, the Director seeking re-appointment at the Annual General Meeting (“AGM”) is furnished as a part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular Nos. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 (collectively referred to as “MCA Circulars”), permitted the holding of AGM through VC/ OAVM, without the physical presence of the Members at a common venue.
3. In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC via Microsoft Teams. The deemed venue of the AGM will be the Registered Office of the Company.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the AGM 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, June 17, 2022.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2021-22, is being sent only through electronic mode to the Members whose email addresses are registered with the Company/Depositories and the same is available on the website of the Company www.tatacapital.com
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
9. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.
10. The Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. 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.
12. The relevant Registers and all other documents referred to in this Notice will be available for inspection by the Members. The Members can send a request to the Company at tchfsecretarial@tatacapital.com to inspect the same.
13. In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id tchfsecretarial@tatacapital.com.



EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 and the Rules framed thereunder, sets out all material facts relating to the business mentioned under Item Nos. 6 and 7 of the accompanying Notice dated June 21, 2022:

Item No. 6

The Company from time to time raises funds by way of issue of Non-Convertible Debentures (“NCDs”) on a private placement basis. As per the provisions of Section 42 of the Companies Act, 2013 (“Act”) read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a Company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members 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.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to offer / invite / issue / allot up to such number of NCDs including but not limited to Subordinated / Perpetual NCDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 10,000 crore (Rupees Ten Thousand crore), during a period of one year from the date of passing resolution set out at item No. 6 of this Notice, within the overall borrowing limits of the Company, as approved by the Members from time to time. Further, it is proposed to grant authority to the Board of Directors (hereinafter referred to as the “Board” the term shall be deemed to include any committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors) to delegate or determine the terms of issue of NCDs.

The Directors recommend the Special Resolution at Item No. 6 of the accompanying Notice, for the approval of the Members of the Company.

Since this Resolution pertains to issue of NCDs on a private placement basis, during the year, that could, inter-alia, be made to Tata Capital Limited (“TCL”), the holding Company, Mr. Rajiv Sabharwal, Director of the Company is deemed to be interested in the above resolution, since he is the Managing Director & CEO of TCL.

None of the relatives of the aforementioned Director or the KMPs or other Directors or their relatives, are concerned or interested in the passing of the Resolution at Item No. 6.

Item No. 7

As per Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended with effect from April 1, 2019, approval of shareholders by Special Resolution is required, in case the annual remuneration payable to a single Non-Executive Director exceeds the limit of fifty per cent of the aggregate remuneration payable to all the Non-Executive Directors.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on May 16, 2022, had approved the amount of commission of Rs. 30 lakh payable for the Financial Year 2021-22 to Ms. Anuradha E. Thakur (DIN: 06702919), an Independent Director of the Company, which exceeds fifty per cent of the total aggregate remuneration payable to all the Non-Executive Directors for the said Financial Year. The amount of commission payable is in addition to the sitting fee paid to Ms. Thakur for the attendance in the meetings of Board and Committees thereof.

In view of the above, the Board of Directors of the Company recommends the Special Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Ms. Anuradha E. Thakur and her relatives, are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

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

Sd/-
Mahadeo Raikar
Chief Financial Officer

Mumbai, June 21, 2022

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

Annexure

BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING IS FURNISHED BELOW

Particulars	Mr. Ankur Verma (DIN: 07972892)
Date of Birth and Age	March 25, 1976 46 years
Date of appointment on Board	April 12, 2018
Qualifications	PGDM, BE (Mechanical Engineering)
Experience	Mr. Ankur Verma has over 17 years of experience of Investment Banking, corporate strategy and he is MBA in finance.
Number of Meetings of the Board attended during Financial Year 2021-22	6 (out of 7)
Other Directorships	Director <ul style="list-style-type: none">• Tata Teleservices (Maharashtra) Limited• Tata Elxsi Limited• Tata Autocomp Systems Limited• Tata Teleservices Limited• Tata Play Limited• Tata 1MG Technologies Private Limited
Memberships / Chairmanships of committees across other Companies	Tata Play Limited <ul style="list-style-type: none">• Audit Committee (Member)• IPO Committee (Member)• License Fee Litigation Committee (Member) Tata Elxsi Limited <ul style="list-style-type: none">• Audit Committee (Member) Tata Teleservices Limited <ul style="list-style-type: none">• Audit Committee (Member)• Share/Warrant/Debenture Allotment and Transfer Committee (Member)• Finance Committee (Member)• Empowered Committee (Member) Tata Teleservices (Maharashtra) Limited <ul style="list-style-type: none">• Audit Committee (Member)• Finance Committee (Member)• Stakeholders Relationship Committee (Member)• Empowered Committee (Member)
Shareholding in the Company	Nil
Relationship with other directors, manager or key	None

managerial personnel, if any	
Last drawn Remuneration	Rs. 7,00,000 (Sitting Fees paid for meetings attended from April 1, 2021 to March 31, 2022)
Remuneration sought to be paid	Sitting Fees for attending meetings