



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 FIFTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held, at a shorter notice, on Tuesday, June 27, 2023 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To confirm the payment of Interim Dividend of Rs. 0.30 per share on 54,75,55,612 Equity Shares of Rs. 10 each, aggregating Rs. 16,42,66,684 (Rupees Sixteen Crore Forty-two Lakhs Sixty-six Thousand Six Hundred and Eighty-four only) for the Financial Year ended March 31, 2023.
- 3) To confirm the payment of Interim Dividend of Rs. 0.29 per share on 54,75,55,612 Equity Shares of Rs. 10 each, aggregating Rs. 15,87,91,127 (Rupees Fifteen Crore Eighty-seven Lakhs Ninety-one Thousand One Hundred and Twenty-seven only) for the Financial Year ended March 31, 2023.
- 4) To appoint a Director in place of Mr. Rajiv Sabharwal (DIN: 00057333), Director, who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

5) Approval for Increase in the borrowing limits 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 in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 27, 2019 and pursuant to the provisions of Section 180(1)(c) and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) 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, its free reserves, that is to say, reserves not set apart for any specific purpose, and the Securities Premium, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs. 53,000 crore (Rupees Fifty Three Thousand Crore only)."

"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 as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

6) Approval for Creation of Charges on the assets 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 in supersession of the Resolution passed at the Extraordinary General Meeting of the Company held on March 27, 2019 and pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the "Board") for creation 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 may direct, together with power to take over the management of the Company in certain events, to or in favour of the 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, rupee denominated bonds and other instruments of an outstanding aggregate value not exceeding Rs. 53,000 crore (Rupees Fifty Three Thousand Crore only) 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 monies 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 severally 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) 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. 15,000 crore (Rupees Fifteen 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.”

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

Sd/-
Sanna Gupta
Company Secretary

Mumbai, June 20, 2023

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. 5, 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. Rajiv Sabharwal, 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 read with General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 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. The deemed venue of the AGM will be the Registered Office of the Company.
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.
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 the 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 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 16, 2023.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23, 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 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.
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 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 businesses mentioned under Item Nos. 5, 6 and 7 of the accompanying Notice dated June 20, 2023:

Item Nos. 5 and 6

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”), the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans 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, its free reserves, that is reserves not set apart for any specific purpose, and the security premium. The Members, at the Extraordinary General Meeting of the Company held on March 27, 2019, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 40,000 crore.

The closing debt position of the Company as on March 31, 2023 was Rs. 34,603 crore. To meet the additional working capital and long term funding requirements, as also to provide for the issue of any debt, debt related instruments, it is necessary to increase the present borrowing limits of the Company from Rs. 40,000 crore to an amount of Rs. 53,000 crore.

Below states the regulatory limit of borrowing calculated as per Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“RBI Master Directions”):

Particulars	March 2024
Net owned Funds	Rs. 4,485.84 crore
Multiple of NOF above (Para 27.2 of RBI Master Directions)	12
Regulatory Borrowing Limit	Rs. 53,830.08 crore

The said borrowings may be secured by way of charge / mortgage / hypothecation of the Company’s assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate, etc. As the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Act, consenting to the creation of the said mortgage or charge or hypothecation for amount not exceeding Rs. 53,000 crore.

The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(a) and 180(1)(c) of the Act, to increase the outstanding limit from Rs. 40,000 crore to an amount of Rs. 53,000 crore.

The Board recommend the Special Resolutions at Item Nos. 5 and 6 of the accompanying Notice for approval of the Members of the Company.

Since these Resolutions pertain to borrowing of monies and creation of charges that could, *inter alia*, be availed from/created in favour of 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 also the Managing Director & CEO of TCL.

It may be noted that Ms. Malvika Sinha, Director of the Company is also Director of TCL, the holding Company, but she do not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL.

None of the relatives of the aforementioned Directors or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item Nos. 5 and 6.

Item No. 7

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. 15,000 crore (Rupees Fifteen Thousand crore), during a period of one year from the date of passing resolution set out at item No. 7 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. 7 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.

It may be noted that Ms. Malvika Sinha, Director of the Company is also Director of TCL, the holding Company, but she do not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL.

None of the relatives of the aforementioned Directors or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No. 7.

**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THIS
ANNUAL GENERAL MEETING
(AS ON JUNE 20, 2023)**

Particulars	Mr. Rajiv Sabharwal (DIN: 00057333)
Date of Birth and Age	Date of Birth: September 28, 1965 Age: 57 years
Date of Appointment on Board*	January 11, 2018
A brief profile including Qualification and Experience	<p>Qualification: Bachelor of Technology – Mechanical Engineering (IIT, Delhi), Post Graduate Diploma in Management (IIM, Lucknow).</p> <p>Experience: Mr. Rajiv Sabharwal has over 31 years of experience in the banking and financial services industry. Currently, Mr. Sabharwal is the Managing Director & CEO of Tata Capital Limited, a Core Investment Company and a subsidiary of Tata Sons Private Limited. He was a Partner in True North Managers LLP, which was mainly involved in building and managing businesses with a primary focus in the financial service sector. He has served as an Executive Director on the Board of ICICI Bank where he was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion business and digital banking technology. Mr. Sabharwal also had successful stints with Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.</p>
Number of Meetings of the Board attended during FY 2022-23	9 (out of 9)
Other Directorships / Designated Partner held in other Companies / LLP	<p><u>Chairman</u></p> <ul style="list-style-type: none"> • Tata Securities Limited • Tata Capital Financial Services Limited • Tata Asset Management Private Limited <p><u>Managing Director & CEO</u></p> <ul style="list-style-type: none"> • Tata Capital Limited <p><u>Director</u></p> <ul style="list-style-type: none"> • Tata Cleantech Capital Limited • Tata Capital Pte. Limited • Tata Capital Advisors Pte. Limited
Memberships /	<p>Tata Capital Limited</p> <ul style="list-style-type: none"> • Risk Management Committee (Member)

Chairmanships of Committees of other Board	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee (Member) • Stakeholders Relationship Committee (Member) • Information Technology Strategy Committee (Member) <p>Tata Capital Financial Services Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee (Member) • Investment Credit Committee (Member) • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member) • Working Committee (Member) • Information Technology Strategy Committee (Member) <p>Tata Cleantech Capital Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Stakeholders Relationship Committee (Member) • Risk Management Committee (Member) • Investment Credit Committee (Member) • Corporate Social Responsibility Committee (Member) • Information Technology Strategy Committee (Member) • Working Committee (Member) • Nomination and Remuneration Committee (Member) <p>Tata Asset Management Private Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) • Board Executive Committee (Member)
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Last drawn Remuneration	Nil
Remuneration sought to be paid	Nil

**The date on which Director was first appointed*