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 EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held, at a shorter notice, on Monday, August 10, 2026 at 10.00 a.m. through Video Conferencing ("VC") via Microsoft Teams, to transact the following businesses:

Ordinary Business:

1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2) 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:

3) **Appointment of Secretarial Auditors of the Company**

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

"**RESOLVED** that pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 62M read with Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and any other applicable provisions of law, if any (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, and based on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Parikh & Associates, Practising Company Secretaries (Firm Registration Number: P1988MH009800 and Peer Review Number: 7327/2025) as the Secretarial Auditors of the Company for five consecutive years i.e. FY 2026-27 to FY 2030-31, to conduct the secretarial audit and issue the Secretarial Audit Report as required under the Act and SEBI LODR Regulations, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time."

"**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 authorized on behalf of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable for such purpose and with the power to the Board including the Audit Committee of the Board of Directors to settle all questions, difficulties or doubts that may arise in regard to the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities / scope of work of the Secretarial 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."

4) <u>Approval for Increase in the borrowing limits of the Company</u>

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 Annual General Meeting of the Company held on June 27, 2025 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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. 1,26,000 crore (Rupees One Lakh Twenty-Six 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."

5) <u>Approval for Creation of Charges on the assets of the Company</u>

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 Annual General Meeting of the Company held on June 27, 2025 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, as amended from time to time, 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 body corporates (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. 1,26,000 crore (Rupees One Lakh Twenty-Six 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."

6) <u>Approval for Private Placement of Non-Convertible Debentures</u>

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 NCDs, whether secured or unsecured up to an amount of Rs. 25,000 crore (Rupees Twenty-Five 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 from the date of passing this Resolution till the

Nineteenth Annual General Meeting of the Company, 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 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) **Payment of Commission to Non-Executive (Non-Independent and Independent) Directors 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 pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration, in addition to the sitting fees being paid / payable for attending the meetings of the Board of Directors and its Committees thereof, by way of commission or otherwise, not exceeding in aggregate of one percent per annum of the Net Profits of the Company calculated in accordance with the provisions of Section 198 of the Act for each corresponding Financial Year, to be paid to and distributed amongst the Non-Executive Directors of the Company or some or any of them (other than the Managing Director and Whole-time Director, if any) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors [hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee and / or any other Committee constituted by the Board for this purpose from time to time] and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing from Financial Year 2026-27 to Financial Year 2030-31."

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

Sanna Gupta
Company Secretary

Mumbai, August 4, 2026

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. 3 to 7 above, 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, Director seeking re-appointment, at this Annual General Meeting (“AGM”), is furnished as a part of this Notice.

2. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being Circular No. 03/2025 dated September 22, 2025 (collectively referred to as “MCA Circulars”), permitted the holding of AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“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 applicable provisions of the Act read with the aforesaid MCA Circulars, the 18th 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 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 July 31, 2026.

7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2025-26, 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. 3 to 7 of the accompanying Notice dated August 4, 2026.

Item No. 3

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 62M read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, the Company is required to annex with its Board's Report, a Secretarial Audit Report, given by a Company Secretary in Practice.

As per the SEBI LODR Regulations, the listed companies, on the basis of recommendation of board of directors, are required to appoint a Secretarial Audit firm as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, the Audit Committee and the Board of Directors at their respective meetings held on April 22, 2026 and April 23, 2026, have approved and recommended the appointment of M/s. Parikh & Associates, Practising Company Secretaries (Firm Registration Number: P1988MH009800, Peer Review Number: 7327/2025), as the Secretarial Auditors of the Company, for the purpose of auditing the secretarial and related records of the Company and provide a Secretarial Audit Report, for five consecutive years i.e. from FY 2026-27 to FY 2030-31, subject to the approval of the Members of the Company at the Annual General Meeting.

M/s. Parikh & Associates is a well-known firm of Practicing Company Secretaries founded in 1987 and based in Mumbai. The firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. It offers a comprehensive range of professional services in corporate law, SEBI Regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

M/s. Parikh & Associates have given their consent to act as the Secretarial Auditors of the Company and confirmed that their appointment would be in conformity with the Act and Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company in terms of provisions of the Act and Rules made thereunder and SEBI LODR Regulations.

The proposed fees for the secretarial audit shall be Rs. 1,65,000/- (Rupees One Lakh and Sixty-Five Thousand only) plus applicable taxes and out-of-pocket expenses incurred during the course of Audit, for FY 2026-27, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors (including the Audit Committee of the Board) and the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives in any way, are concerned or interested either directly or indirectly in the passing of the Resolution mentioned at Item No. 3 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

Item Nos. 4 and 5

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 Annual General Meeting of the Company held on June 27, 2025, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 92,000 crore.

The closing debt position of the Company as on March 31, 2026 was Rs. 74,408 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 in the Indian and/or international market, it is necessary to increase the present borrowing limits of the Company from Rs. 92,000 crore to an amount of Rs. 1,26,000 crore.

Below states the regulatory limit of borrowing calculated as per Master Direction – Reserve Bank of India (Housing Finance Companies) Directions, 2025 ("RBI HFC Master Directions"):

Particulars	March 2026
Net Owned Funds ("NOF") (Rs. In crore)	10,686
Multiple of NOF above (Para 79 of RBI HFC Master Directions)	12
Regulatory Borrowing Limit (Rs. In crore)	1,28,227

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. 1,26,000 crore.

The Board of Directors of the Company at its Meeting held on April 23, 2026, had approved the increase in the borrowing limits of the Company from Rs. 92,000 crore to Rs. 1,26,000 crore, subject to the approval of the Members of the Company.

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. 92,000 crore to an amount of Rs. 1,26,000 crore.

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 the Managing Director & CEO of TCL.

It may be noted that Mr. Sujit Kumar Varma and Mr. Nagaraj Ijari, Directors of the Company are also Directors of TCL, but they 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 respective relatives are in any way, concerned or interested, either directly or indirectly in the passing of the Resolution mentioned at Item Nos. 4 and 5 of the accompanying Notice.

The Board recommends the Special Resolutions at Item Nos. 4 and 5 of the accompanying Notice for approval of the Members of the Company.

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 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.

The Board of Directors at its meeting held on July 28, 2026, has approved issuance of NCDs in the nature of Secured including Market Linked NCDs / Unsecured including Subordinated Debt, Redeemable NCDs, in one or more tranches, on a private placement basis up to Rs. 25,000 crore, within the overall borrowing limit of the Company, subject to approval of Members.

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 NCDs, whether secured or unsecured, on a private placement basis, in the ordinary course of its business, in one or more tranches aggregating to Rs. 25,000 crore (Rupees Twenty-Five Thousand crore), during a period from the date of passing this Resolution set out at item No. 6 of this Notice till the Nineteenth Annual General Meeting of the Company, 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 determine the terms of issue of NCDs or to delegate the authority for the same.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

a) Particulars of the offer including date of passing of board resolution: This Special Resolution is being passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time. The Board of Directors at its meeting held on July 28, 2026 has approved the issuance of NCDs in one or more tranches, on a private placement basis.
b) Kinds of securities offered and price at which security is being offered: This special resolution is restricted to the private placement of NCDs, with the terms of each issuance being determined by the Board.
c) Basis or justification for the price (including premium, if any) at which offer or invitation is being made: The NCDs would be issued either at face value or at a discount or at a premium, with coupon rate and / or on zero coupon basis, in such manner as may be permissible under the Companies Act, RBI / NHB Guidelines and SEBI Regulations and as may be determined by the Board. The issue price and rate of interest depend, *inter alia*, on the market rates, tenor and security offered.
d) Name and address of valuer who performed valuation: Not Applicable.
e) Amount which the Company intends to raise by way of such securities: Up to Rs. 25,000 crore, in one or more tranches as may be decided by Board from time to time.
f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities: The particulars of each offer shall be determined by the Board, from time to time and shall be specified in the relevant transaction documents.

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 Mr. Sujit Kumar Varma and Mr. Nagaraj Ijari, Directors of the Company are also Director of TCL, but they 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 respective relatives are in any way, concerned or interested, either directly or indirectly in the passing of the Resolution mentioned at Item No. 6 of the accompanying Notice, except to extent of their shareholding, if any, and the Debentures that may be subscribed by them or the entities in which they are interested.

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

Item No. 7

Currently, the Board of Directors of the Company comprises 4 Non-Executive Independent Directors, 1 Non-Executive Non-Independent Director and 1 Managing Director.

The Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as corporate strategy, macro-economics, governance, finance and risk management and it is imperative to adequately compensate the Non-Executive (Non-Independent and Independent) Directors ("NEDs") for the valuable contribution made by them towards the business of the Company.

Pursuant to the provisions of Section 197 of the Act, an amount not exceeding one percent per annum of the Net Profits of the Company, calculated in accordance with the provisions of Sections 197 and 198 of the Act, could be paid by way of Commission to directors who are neither Managing Directors nor Whole-time Directors. Further, Regulation 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires approval of the Shareholders in General Meeting for payment of all fees or compensation to NEDs.

The Members of the Company, at its Extra-Ordinary General Meeting held on November 12, 2021, had accorded their approval for the payment of remuneration by way of Commission, not exceeding one percent per annum of the Net Profits of the Company, to be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Whole-time Directors, if any) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments shall be made in respect of the Profits of the Company for each year, for a period of five years, starting from Financial Year ("FY") 2021-22 and ending on FY 2025-26.

Considering the rich experience and expertise brought to the Board by the NEDs and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, at its meeting held on July 14, 2026, approved continuation of payment of Commission to NEDs for a further period of five years commencing from FY 2026-27 to FY 2030-31, subject to the approval of the Members of the Company. Further, the Board would determine the specific amount to be paid as Commission to the NEDs, if any, which shall not exceed in aggregate of one per cent per annum of the Net Profits of the Company as computed in the manner provided in Section 198 of the Act for each corresponding Financial Year. Such payment will be in addition to the sitting fees for attending Board / Committee Meetings.

In view of the above, the approval of the Members of the Company is sought for payment of commission to NEDs for a period of five years commencing from FY 2026-27 to FY 2030-31.

All the Directors of the Company and their relatives (except the Managing Director and his relatives and Mr. Rajiv Sabharwal and his relatives) are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice, to the extent of Commission that may be received by each of the NEDs.

None of the Key Managerial Personnel of the Company or their relatives, in any way, are concerned or interested in the passing of the Resolution mentioned at Item No. 7 of the accompanying Notice.

The Board recommends the Special Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

Annexure

BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING (AS ON AUGUST 4, 2026)

Particulars	**Mr. Rajiv Sabharwal (DIN: 00057333)**
Date of Birth and Age	Date of Birth: September 28, 1965 Age: 60 years
Date of Appointment on Board* and terms and conditions of appointment	January 11, 2018 Mr. Sabharwal is the Chairman and Non-Executive Director of the Company.
A brief profile including Qualification and Experience	Bachelor of Technology – Mechanical Engineering (IIT, Delhi), Post Graduate Diploma in Management (IIM, Lucknow). Over 34 years of experience in the banking and financial services industry. Currently, Mr. Sabharwal is the Managing Director and CEO of Tata Capital Limited, an Investment and Credit 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 and 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 True North Managers LLP, Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.
Number of Meetings of the Board attended during FY 2025-26	11 (out of 11)
Other Directorships / Designated Partner held in other Companies / LLP	Chairman: • Tata Securities Limited • Tata Asset Management Private Limited Managing Director & CEO: • Tata Capital Limited Director: • Tata Capital Pte. Limited • Finance Industry Development Council
Memberships / Chairmanships of Committees of other Boards	Tata Capital Limited: • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member) • Stakeholders Relationship Committee (Member) • Information Technology Strategy Committee (Member)

	• Investment Credit Committee (Member) • Special Committee for Monitoring and Follow up of cases of Frauds (Member) • Customer Service Committee (Chairman) • Review Committee for Identification of Wilful Defaulters (Chairman) Tata Asset Management Private Limited: • Nomination and Remuneration Committee (Member) • Risk Management 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.*