



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 (“the Company”) will be held at a shorter notice, on Friday, June 26, 2026, at 11:30 a.m. through Video Conferencing (“VC”) via Microsoft Teams, to transact the following special business:

1. 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 from June 27, 2026 till the Eighteenth 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 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 22, 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 above is annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circulars Nos. 14/2020 dated April 8, 2020 read with 17/2020 dated April 13, 2020, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (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 will be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with 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, June 19, 2026.
7. In compliance with the aforesaid MCA Circulars, Notice of the EGM, 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 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.

10. The Members attending the EGM 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 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 tchfsecretarial@tatacapital.com to inspect the same.
13. 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 tchfsecretarial@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 June 22, 2026:

Item No. 1

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.

The Members of the Company, vide Special Resolution passed at its Annual General Meeting (“AGM”) held on June 27, 2025 had authorised the Company to make an offer or invitation to subscribe to NCDs through private placement aggregating Rs. 25,000 crore within the overall borrowing limits of the Company. The Members may note that the validity of the existing resolution is up to June 26, 2026. The Board of Directors at its meeting held on April 23, 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. 10,000 crore (“**Debentures**”), within the overall borrowing limit of the Company. Since the ensuing AGM of the Company is to be scheduled in the month of August 2026, there would be no valid shareholders’ approval to issue Debentures on a private placement basis during the period between June 27, 2026 and the date of the AGM. In order to ensure that the shareholders authorization is available on a continuous basis to raise funds without interruption, it is proposed to seek approval of the Members 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 the interim period from June 27, 2026 i.e. the date of passing resolution set out at item No. 1 of this Notice till the Eighteenth 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 delegate the authority or determine the terms of issue of NCDs.

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 Debentures, from time to time. The Board of Directors at its meeting held on April 23, 2026 has approved the issuance of Debentures 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 Debentures, 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 Debentures 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. 10,000 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, 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 concerned or interested in the passing of the Resolution mentioned at Item No. 1 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 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/ -
Sanna Gupta
Company Secretary

Mumbai, June 22, 2026

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