April 15, 2019

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051

Dear Sir,

Sub: Certificate of Compliance under Regulation 40(9) and 40(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2019

Ref: Tata Capital Housing Finance Limited

Pursuant to Regulations 40(9) and 40(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached the Certificate obtained from a Practicing Company Secretary certifying the compliance under the aforesaid regulations, for the half year ended March 31, 2019.

Request you to please take the same on record.

Thanking you,

Yours faithfully,
For **Tata Capital Housing Finance Limited**

Jinesh Meghani
Company Secretary

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF THE SECURITES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE HALF YEAR ENDED 31ST MARCH, 2019

Based on the Information/details provided to us by Tata Capital Housing Finance Limited ("the Company"), we hereby certify that since all the Debentures were issued by the Company in Demat form, no physical debenture certificates were required to be delivered during the period from 01st October, 2018 to 31stMarch, 2019pursuant to Regulation 61(4) read with Regulation 40 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

PARIKH & ASSOCIATES * MUMBAI * COMPANY SECRETARIES

For **Parikh & Associates**

Place: Mumbai
Date:April 10, 2019

P.N.Parikh
FCS: 327 CP: 1228