

Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN: U67190MH2008PLC187552

ii) Registration Date (Date of Incorporation): October 15, 2008

iii) Name of the Company: Tata Capital Housing Finance Limited

iv) a) Category: Company limited by shares

b) Sub-Category of the Company: Indian Non-Government Company

v) Address of the Registered office and contact details:

11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel,
Mumbai – 400013, Maharashtra, India.

Contact details:

Direct Number: 022 6606 9000

E-mail id: jinesh.meghani@tatacapital.com

vi) Whether listed company: yes. As per Section 2 (52) of the Companies Act, 2013, the Company is considered as a listed company as its Debentures are listed on the National Stock Exchange (India) Limited.

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

Equity Shares and Preference Shares	Non – Convertible Debentures issued on a Private Placement basis
Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032 Tel: +91 040 67161500 Fax: +91 040 23420814 www.karvyfintech.com e-mail: hanumantha.patri@karvy.com	TSR Darashaw Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai – 400011 Tel: 022 66568484 Fax: 022 66568494 Contact: Ms. Nandini Nair e-mail: nnair@tsrdarashaw.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Home Loan	64920	64
2	Home Equity	64920	23
3	Builder Loan	64920	13

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Tata Capital Limited 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400013, Maharashtra, India.	U65990MH1991PLC060670	Holding Company	100%	Section 2(46)

IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity Capital)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	25,33,33,332	25,33,33,332	100	30,97,10,300	-	30,97,10,300	100	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	25,33,33,332	25,33,33,332	100	30,97,10,300	-	30,97,10,300	100	0.00
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)		25,33,33,332	25,33,33,332	100	30,97,10,300	-	30,97,10,300	100	0.00

B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	25,33,33,332	25,33,33,332	100	30,97,10,300	-	30,97,10,300	100	0.00

Note:

During FY 2018-19, 40,80,00,000 CCCPS of Rs. 10 each were converted to 5,63,76,968 Equity Shares of Rs. 10 each of the Company, as a result of Voluntary Conversion of CCCPS.

(ii) Shareholding of Promoters (Equity Share Capital):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Tata Capital Limited	25,33,33,332	100	-	30,97,10,300	100	-	0.00
Total		25,33,33,332	100	-	30,97,10,300	100	-	0.00

Note:

During FY 2018-19, 40,80,00,000 CCCPS of Rs. 10 each were converted to 5,63,76,968 Equity Shares of Rs. 10 each of the Company, as a result of Voluntary Conversion of CCCPS.

(iii) Change in Promoters' Shareholding (Equity Share Capital) (please specify, if there is no change):

Sr. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Tata Capital Limited	25,33,33,332	100	April 1, 2018	-	-	25,33,33,332	100
				February 1, 2019	Increase by 56,376,968	Voluntary conversion of CCCPS into Equity shares of the Company	30,97,10,300	100

(iv) Shareholding Pattern (Equity Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-

3.	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-
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The entire Equity Share Capital of the Company is held by the Promoters of the Company.

(v) Shareholding (Equity Share Capital) of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3.	At the end of the year	-	-	-	-

The Directors and Key Managerial Personnel do not hold any Equity Shares of the Company.

B. SHARE HOLDING PATTERN (Preference Share Capital Breakup as percentage of Total Preference Capital)

(i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-

b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	1,12,50,00,000	1,12,50,00,000	100	1,27,20,00,000	-	1,27,20,00,000	100	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	1,12,50,00,000	1,12,50,00,000	100	1,27,20,00,000	-	1,27,20,00,000	100	0.00
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)		1,12,50,00,000	1,12,50,00,000	100	1,27,20,00,000	-	1,27,20,00,000	100	0.00

B. Public Shareholding									
3. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
4. Non-Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian									
ii) Overseas									
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,12,50,00,000	1,12,50,00,000	100	1,27,20,00,000	-	1,27,20,00,000	100	0.00

Note:

During FY 2018-19, the Company had issued 55,50,00,000 Compulsorily Convertible Cumulative Preference Shares ("CCCPS") and 40,80,00,000 CCCPS were converted to 56,376,968 Equity Shares of the Company, as a result of Voluntary Conversion of CCCPS.

(ii) Shareholding (Preference Share Capital) of Promoters:

Sr. No.	Shareholder's Name	Type of Shares	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
			No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Tata Capital Limited	Compulsorily Convertible Cumulative Preference Shares	1,12,50,00,000	100	-	1,27,20,00,000	100	-	0.00
Total			1,12,50,00,000	100	-	1,12,50,00,000	100	-	0.00

Note:

During FY 2018-19, the Company had issued 55,50,00,000 Compulsorily Convertible Cumulative Preference Shares ("CCCPS") and 40,80,00,000 CCCPS were converted to 56,376,968 Equity Shares of the Company, as a result of Voluntary Conversion of CCCPS.

(iii) Change in Promoters' Shareholding (Preference Share Capital) (please specify, if there is no change):

Sr. No.	Name	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (1.4.2018 to 31.3.2019)	
		No. of Shares at the beginning (1.4.2018)/end of the year (31.3.2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Tata Capital Limited	1,12,50,00,000	100	April 1, 2018	-	-	1,12,50,00,000	100
				August 1, 2018	8,50,00,000	Allotment on a Rights basis	1,21,00,00,000	100
				September 5, 2018	5,00,00,000	Allotment on a Rights basis	1,26,00,00,000	100
				December 28, 2018	15,00,00,000	Allotment on a Rights basis	1,41,00,00,000	100
				February 1, 2019	(40,80,00,000)	Voluntary conversion of CCCPS in to Equity shares of the Company	1,00,20,00,000	100

				March 26, 2019	27,00,00,000	Allotment on a Rights basis	1,27,20,00,000	100
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Notes:

1. During FY 2018-19, the Company had issued 55,50,00,000 Compulsorily Convertible Cumulative Preference Shares ("CCCPS") and 40,80,00,000 CCCPS were converted to 56,376,968 Equity Shares of the Company, as a result of Voluntary Conversion of CCCPS.
2. All the allotments were made to Tata Capital Limited, the holding company on a 'Rights basis'.

(iv) Shareholding Pattern (Preference Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): For each of the Top 10 Shareholders

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3.	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

The entire Preference Share Capital of the Company is held by the Promoters of the Company.

(v) Shareholding (Preference Share Capital) of Directors and Key Managerial Personnel:

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	-	-	-	-
2.	Date wise Increase / Decrease in Share holding during the	-	-	-	-

	year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)				
3.	At the end of the year	-	-	-	-

The Directors and Key Managerial Personnel do not hold any Preference Shares of the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Rs. In lakh)

Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	13,31,222.15	6,05,742.86	-	19,36,965.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	20,537.38	3,535.23	-	24,072.61
Total (i+ii+iii)	13,51,759.53	6,09,278.09	-	19,61,037.62
Change in Indebtedness during the financial year				
• Addition	16,78,756.78	18,15,825.45	-	34,94,582.23
• Reduction	(9,45,634.81)	(18,76,264.62)	-	(28,21,899.43)
Net Change	7,33,121.97	(60,439.17)	-	6,72,682.80
Indebtedness at the end of the financial year				
i) Principal Amount	20,14,058.57	5,45,303.68	-	25,59,362.25
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	16,832.48	3,381.15	-	20,213.63
Total (i+ii+iii)	20,30,891.05	5,48,684.83	-	25,79,575.88

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in Lakh)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Name of MD/WTD/ Manager	Total Amount
		Mr. R Vaithianathan ¹	Mr. Anil Kaul ²	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	218.22*	402.66	620.88
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1.84	0.28	2.12
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	33.15	33.15
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others (Retirals and other Benefits)	0.64	18.62	19.26
	Total (A)	229.70	454.71	684.41
	Ceiling as per the Act			924.85

* Includes payments made towards Leave encashments and Gratuity on retirement.

Notes:

1. Mr. R. Vaithianathan retired as the Managing Director of the Company, with effect from the end of day on May 21, 2018.
2. Mr. Anil Kaul was appointed as the Managing Director of the Company, with effect from July 18, 2018.
3. The Remuneration details above includes Commission of FY 2018-19 to be paid in FY 2019-20.
4. The compensation cost shown under Stock Options in the table above, represents the Fair Value of the Stock Options in accordance with Indian Accounting Standards.

B. Remuneration to other directors:

(Rs. in lakh)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Mehernosh B. Kapadia	Ms. Anuradha E Thakur	
	• Fee for attending board / committee meetings	15.00	11.40	26.40
	• Commission	15.00	15.00	30.00
	• Others, please specify	-	-	-

	Total (1)	30.0	26.40	56.40
2	Other Non-Executive Directors	Mr. Ankur Verma ²		
	• Fee for attending board / committee meetings	4.60		4.60
	• Commission	-		-
	• Others, please specify	-		-
	Total (2)	4.60		4.60
	Total (B)=(1+2)			61.00
	Total Managerial Remuneration			708.68
	Overall Ceiling as per the Act			2,034.67

Notes:

1. The Remuneration details as mentioned above include sitting fees paid in FY 2018-19 and Commission for FY 2018-19 to be paid in FY 2019-20 .
2. Mr. Ankur Verma was appointed as an Additional Director of the Company, with effect from April 12, 2018.

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

(Rs. in lakh)

Sr. No.	Particulars of Remuneration	Key Managerial Person			
		CEO	CFO: Mr. S Balakrishna Kamath ¹	Company Secretary: Mr. Jinesh Meghani ²	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	56.24	27.79	84.03
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	8.07	0.08	8.15
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-			
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others (Retirals and other Benefits)	-	8.42	2.24	10.66
	Total	-	72.74	30.11	102.85

Notes:

1. Mr. S Balakrishna Kamath resigned as the Company Secretary of the Company, with effect from the end of day on May 31, 2018.
2. Mr. Jinesh Meghani was appointed as the Company Secretary of the Company, with effect from June 1, 2018.
3. The Remuneration details above includes Performance Pay of FY 2018-19 to be paid in FY 2019-20.
4. The compensation cost shown under Stock Options in the table above, represents the Fair Value of the Stock Options in accordance with Indian Accounting Standards.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: -

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Sd/-

Mumbai
April 26, 2019

Rajiv Sabharwal
Chairman