**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 Thursday, November 26, 2026, at 10.30 a.m. through Video Conferencing ("VC") via Microsoft Teams, to transact the following special business:

1. **Re-appointment of Mr. Sujit Kumar Varma (DIN: 09075212) as an Independent Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and other laws applicable to the Company, Mr. Sujit Kumar Varma (DIN: 09075212), Independent Director, whose initial term of office ceases on January 31, 2027 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 62B read with Regulation 16(1)(b) of SEBI LODR Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice, in writing, from a Member under Section 160 of the Act, proposing his candidature for the office of Director and based on the recommendation of the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from February 1, 2027 up to January 31, 2032."

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

**Sd/-**
**Sanna Gupta**
**Company Secretary**

Mumbai, November 17, 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. 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. Sujit Kumar Varma, seeking re-appointment, at the Extraordinary General Meeting ("EGM"), is furnished as a part of this Notice.

2. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular Nos. 14/2020 dated April 8, 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 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, November 13, 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 tchflsecretarial@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 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 business mentioned under Item No. 1 of the accompanying Notice dated November 17, 2026:

### Item No. 1

In accordance with the provisions of the Act, the Board of Directors and the Members of the Company had approved the appointment of Mr. Sujit Kumar Varma (DIN: 09075212), as an Independent Director of the Company, for an initial term of five years, with effect from February 1, 2022. The current term of Mr. Varma as an Independent Director of the Company would come to an end on January 31, 2027.

Pursuant to the provisions of Section 149 and other applicable provisions of the Act and pursuant to provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), an Independent Director is eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such re-appointment in the Board's Report.

In view of the above, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on October 27, 2026, considering Mr. Varma's skill, expertise and performance evaluation, had approved the re-appointment of Mr. Varma as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from February 1, 2027 upto January 31, 2032, subject to the approval of the Members of the Company by way of a Special Resolution.

A brief profile of Mr. Varma is given in the Annexure attached to this Notice.

The Company has received a notice, in writing, pursuant to Section 160 of the Act from a Member proposing the candidature of Mr. Varma as a Director of the Company.

The Company has received declarations and disclosures from Mr. Varma required for his appointment as an Independent Director of the Company and stating that he meets the criteria of independence as laid down under Regulation 62B read with Regulation 16(1)(b) of the SEBI LODR Regulations and Section 149(6) of the Act and the Rules framed thereunder and Declaration under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and is qualified to be re-appointed as an Independent Director of the Company.

A copy of the draft letter of re-appointment of Mr. Varma as an Independent Director, setting out the terms and conditions, would be available for inspection without any fee, by the Members 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.

The Board considers that the association of Mr. Varma would be of immense benefit to the Company. In the opinion of the Board, Mr. Varma is a person of integrity, possesses the relevant expertise / experience, fulfils the conditions specified in the Act and the Rules framed thereunder read with the provisions of the SEBI LODR Regulations, as amended, and is independent of the Management of the Company.

In compliance with the provisions of Section 149, 152 and other applicable provisions of the Act read with Schedule IV of the Act and the Rules framed there under and in terms of the applicable provisions of the SEBI LODR Regulations, each as amended, re-appointment of

Mr. Varma as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from February 1, 2027 upto January 31, 2032, is being placed before the Members for their approval by way of a Special Resolution at this Extraordinary General Meeting.

None of the Directors except Mr. Varma to whom the Resolution relates, and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 1 of the accompanying Notice.

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, November 17, 2026

**Registered Office:**
11th Floor, Tower A,
Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai – 400 013

***Annexure***

**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THIS EXTRAORDINARY GENERAL MEETING (AS ON NOVEMBER 17, 2026)**

| Particulars | Mr. Sujit Kumar Varma (DIN: 09075212) |
|---|---|
| Date of Birth and Age | Date of Birth: January 6, 1961;<br>Age: 65 years |
| Date of Appointment and terms and conditions of appointment | Appointed as an Independent Director, with effect from February 1, 2022. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection. |
| A brief resume including Qualification and Experience | Mr. Sujit Kumar Varma is a career banker with proven track record of leading diverse business departments. Mr. Varma is highly experienced in Corporate and Retail Credit, Trade Finance, International Banking, Risk Management and Compliance. He was associated with the State Bank of India ("SBI") for over 30 Years where had held several important positions viz., Chief Executive Officer - SBI New York USA, General Manager - Mid-Corporate Regional Office, Mumbai, India and Chief General Manager - International Banking. He superannuated as Deputy Managing Director, Corporate Accounts Group from SBI in January 2021. Mr. Varma holds a Bachelor of Arts (Hons.) in English and certifications from renowned institutes like Indian Institute of Banking & Finance, Mumbai, India, Harvard Business School, NYU Stern School of Business, New York, USA, Indian Institute of Management, Ahmedabad, India and Indian Institute of Management, Calcutta, India. |
| Number of Meetings of the Board attended during FY 2025-26 | 11 (out of 11) |
| Other Directorship / Designated Partner held in other companies / LLP | **Director**<br>• Tata Capital Limited<br>• Uflex Limited<br>• Tata Asset Management Private Limited<br>• Lloyds Metals and Energy Limited<br>• L&T Metro Rail (Hyderabad) Limited<br>• Prime Securities Limited<br>• Tata Communications Limited |
| Memberships / Chairmanships of Committees of other Boards | **Tata Capital Limited**<br>• Audit Committee (Chairman)<br>• Nomination and Remuneration Committee (Chairman)<br>• Special Committee for Monitoring & Follow-up of cases of Frauds (Chairman)<br>• Information Technology Strategy Committee (Member)<br>• Investment Credit Committee (Member)<br>• Customer Service Committee (Member)<br>• Review Committee for Identification of Wilful Defaulters (Member)<br><br>**Uflex Limited**<br>• Audit Committee (Member)<br>• Nomination and Remuneration Committee (Member)<br>• Risk Management Committee (Member) |

| | |
|---|---|
| | **Tata Asset Management Private Limited**<br>• Nomination & Remuneration Committee (Chairman)<br>• Unit Holder Protection Committee (Chairman)<br>• Risk Management Committee (Chairman)<br>• Audit Committee (Member)<br>• Corporate Social Responsibility Committee (Member)<br><br>**Lloyds Metals and Energy Limited**<br>• Independent Director Committee (Member)<br>• Audit Committee (Member)<br><br>**L&T Metro Rail (Hyderabad) Limited**<br>• Risk Management Committee (Chairman)<br>• Audit Committee (Member)<br><br>**Prime Securities Limited**<br>• Risk Management Committee (Chairman)<br>• Stakeholders' Relationship Committee (Chairman)<br>• Nomination and Remuneration Committee (Member)<br>• Corporate Social Responsibility Committee (Member)<br><br>**Tata Communications Limited**<br>• Audit Committee (Chairman)<br>• CSR & Safety and Sustainability Committee (Member)<br>• Stakeholders' Relationship Committee (Member) |
| Shareholding in the Company | Nil |
| Relationship with other Directors and other Key Managerial Personnel of the Company | None |
| Last drawn Remuneration | Not Applicable |
| Remuneration sought to be paid | Sitting Fees and Commission (if any) |