



January 19, 2023

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

To,
The Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400051

Dear Sir/Madam,

Sub.: Report on Corporate Governance under Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 27 of the SEBI Listing Regulations, please find enclosed the Report on Corporate Governance for the quarter ended December 31, 2022.

Request you to please take the above on record.

Thanking you,

Yours faithfully,

For **Tata Capital Housing Finance Limited**

SANNA Digitally signed
by SANNA GUPTA
GUPTA Date: 2023.01.19
19:46:26 +05'30'

Sanna Gupta
Company Secretary

Encl.: as above

TATA CAPITAL HOUSING FINANCE LIMITED

Corporate Identity Number U67190MH2008PLC187552

11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013

Tel 91 22 6606 9000 Web www.tatacapital.com

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

Compliance Report on Corporate Governance

(Pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity: Tata Capital Housing Finance Limited
2. Quarter ending : December 31, 2022

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	PAN[§] & DIN	Category^{&}	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors hip in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajiv Sabharwal	00057333	Chairperson - Non-Executive	11/01/2018	-	-	NA	28/09/1965	0	0	4	1
Mr.	Mehernosh B. Kapadia	00046612	Non-Executive - Independent	24/10/2017	24/10/2022	-	62 months	24/09/1954	1	1	7	4
Ms.	Anuradha E. Thakur	06702919	Non-Executive - Independent	16/02/2015	16/02/2020	31/12/2022	94 months	30/12/1947	1	1	4	2
Mr.	Ankur Verma	07972892	Non-Executive	12/04/2018	-	-	NA	25/03/1976	2	0	6	0
Mr.	Anil Kaul	00644761	Executive	18/07/2018	-	-	NA	17/08/1965	0	0	1	0
Mr.	Sujit Kumar Varma	09075212	Non-Executive - Independent	01/02/2022	-	-	11 months	06/01/1961	1	0	6	3
Ms.	Malvika Sinha	08373142	Non-Executive - Independent (Additional)	31/12/2022	-	-	0	13/02/1960	2	2	9	0
Whether Regular Chairperson appointed: Yes												
Whether Chairperson is related to managing director or CEO: No												
[§] PAN of any director would not be displayed on the website of Stock Exchange, hence the same is not provided. ^{&} Category means Chairperson and/or Directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen [*] to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.												
Note: 1. While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with Explanation under Regulation 17A of SEBI Listing Regulations. 2. While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered. 3. Number of memberships in Audit/Stakeholder Relationship Committee includes Chairpersonship, wherever applicable.												

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category ^{&}	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. Anuradha E. Thakur*	Chairperson - Non-Executive – Independent	16/02/2015	31/12/2022
		Mr. Sujit Kumar Varma [#]	Chairperson - Non-Executive – Independent	01/02/2022	-
		Mr. Mehernosh B. Kapadia	Non-Executive - Independent	24/10/2017	-
		Mr. Ankur Verma	Non-Executive	17/04/2018	-
		Ms. Malvika Sinha [§]	Non-Executive – Independent (Additional)	31/12/2022	-
2. Nomination and Remuneration Committee	Yes	Mr. Mehernosh B. Kapadia	Chairperson - Non-Executive – Independent	24/10/2017	-
		Ms. Anuradha E. Thakur*	Non-Executive - Independent	16/02/2015	31/12/2022
		Mr. Rajiv Sabharwal	Non-Executive	29/01/2018	-
		Mr. Sujit Kumar Varma	Non-Executive - Independent	01/02/2022	-
3. Risk Management Committee	Yes	Ms. Malvika Sinha [§]	Chairperson - Non-Executive – Independent (Additional)	31/12/2022	-
		Ms. Anuradha E. Thakur*	Chairperson - Non-Executive – Independent	16/02/2015	31/12/2022
		Mr. Mehernosh B. Kapadia	Non-Executive - Independent	24/10/2017	-
		Mr. Rajiv Sabharwal	Non-Executive	17/04/2018	-
		Mr. Ankur Verma	Non-Executive	17/04/2018	-
		Mr. Anil Kaul	Executive	30/11/2018	-
		Mr. Sujit Kumar Varma [#]	Non-Executive - Independent	01/02/2022	31/12/2022
4. Stakeholders Relationship Committee	Yes	Mr. Rajiv Sabharwal	Chairperson - Non-Executive	10/01/2020	-
		Mr. Mehernosh B. Kapadia	Non-Executive - Independent	10/01/2020	-
		Mr. Anil Kaul	Executive	10/01/2020	-
5. Corporate Social Responsibility Committee	Yes	Ms. Malvika Sinha [§]	Chairperson - Non-Executive – Independent (Additional)	31/12/2022	-
		Ms. Anuradha E. Thakur*	Chairperson - Non-Executive - Independent	16/02/2015	31/12/2022
		Mr. Rajiv Sabharwal	Non-Executive	17/04/2018	-
		Mr. Ankur Verma	Non-Executive	30/05/2018	-
		Mr. Anil Kaul	Executive	30/11/2018	-

[&]Category means Chairperson and/or Directors viz. executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

*Ms. Anuradha E. Thakur has retired as an Independent Director of the Company, upon completion of her second term commencing from February 16, 2020 to the end of day on December 30, 2022 i.e. upto her attaining the age of 75 years and ceased to be Member and Chairperson of Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee and as a Member of Nomination and Remuneration Committee.

[#]Mr. Sujit Kumar Varma was appointed as Chairman of the Audit Committee (earlier only Member) and ceased to be the Member of Risk Management Committee with effect from December 31, 2022.

[§]Ms. Malvika Sinha was appointed as an Additional Director (Independent) with effect from December 31, 2022 and was appointed as a Member of the Audit Committee and Chairperson of the Risk Management Committee and Chairperson of the Corporate Social Responsibility Committee with effect from December 31, 2022.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met* Yes/No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
July 25, 2022	October 19, 2022	Yes	5	2	85 days (i.e. between July 25, 2022 and October 19, 2022)
	December 6, 2022	Yes	6	3	47 days (i.e. between October 19, 2022 and December 6, 2022)
* to be filled in only for the current quarter meetings					

IV. Meeting of Committees						
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	October 12, 2022	Yes	4	3	July 25, 2022	78 days (i.e. between July 25, 2022 and October 12, 2022)
	October 19, 2022	Yes	3	2		6 days (i.e. between October 12, 2022 and October 19, 2022)
Nomination and Remuneration Committee	-	-	-	-	-	Nomination and Remuneration Committee Meeting was not conducted during the previous and during the current quarter

Risk Management Committee	November 9, 2022	Yes	6	3	August 1, 2022	99 days (i.e. between August 1, 2022 and November 9, 2022)
Stakeholders Relationship Committee	-	-	-	-	-	Stakeholders Relationship Committee was not conducted during the previous quarter and during the current quarter
Corporate Social Responsibility Committee	-	-	-	-	-	Corporate Social Responsibility Committee was not conducted during the previous quarter and during the current quarter

*To be filled in only for the current quarter meetings.

Note: This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT ¹	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Notes:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

¹ In terms of Regulation 23(4) of the SEBI Listing Regulations, all material RPTs shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. In this connection, it is submitted that the Company is a wholly owned subsidiary of Tata Capital Limited. Accordingly, Tata Capital Limited is a related party of the Company and hence the requirement of only unrelated shareholders voting to approve material RPTs cannot be met. Hence, owing to the impossibility of complying with this voting requirement, the shareholders' approval cannot be sought for the material RPTs.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee: Yes
 - b. Nomination and Remuneration Committee: Yes
 - c. Stakeholders Relationship Committee: Yes
 - d. Risk management committee (as applicable): Yes (being a 'high value debt listed entity')
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015: Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Yes
5.
 - a. This report has been placed before Board of Directors: The Corporate Governance Report for the quarter ended December 31, 2022, will be placed before the Board of Directors at the ensuing Board Meeting.
 - b. The report submitted in the previous quarter has been placed before Board of Directors: Yes
 - c. Any comments/observations/advice of the board of directors may be mentioned here: None

**SANNA
GUPTA**

Digitally signed by
SANNA GUPTA
Date: 2023.01.19 19:45:33
+05'30'

Sanna Gupta
Company Secretary and Compliance Officer
Membership No.: A57346
Place: Mumbai