



April 21, 2022

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 March 31, 2022.

Request you to please take the above on record.

Thanking you,

Yours faithfully,

**For Tata Capital Housing Finance Limited**

**PRIYAL  
NITIN SHAH**

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serialNumber=f672fb5916733e8d5ad0d1  
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**Priyal Shah  
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](http://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 : March 31, 2022

| <b>I. Composition of Board of Directors</b>                                                                                                                                                                     |                             |                         |                                                                                               |                                    |                               |                          |                      |                      |                                                                                                                |                                                                                                                            |                                                                                                                                               |                                                                                                                                                                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------|-----------------------------------------------------------------------------------------------|------------------------------------|-------------------------------|--------------------------|----------------------|----------------------|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Title (Mr./Ms.)</b>                                                                                                                                                                                          | <b>Name of the Director</b> | <b>DIN<sup>\$</sup></b> | <b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)<sup>&amp;</sup></b> | <b>Initial date of Appointment</b> | <b>Date of Re-appointment</b> | <b>Date of cessation</b> | <b>Tenure*</b>       | <b>Date of Birth</b> | <b>No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b> | <b>No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b> | <b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b> | <b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b> |
| Mr.                                                                                                                                                                                                             | Rajiv Sabharwal             | 00057333                | Chairperson - Non-Executive                                                                   | 11/01/2018                         | -                             | -                        | NA                   | 28/09/1965           | -                                                                                                              | -                                                                                                                          | 3                                                                                                                                             | 1                                                                                                                                                                      |
| Mr.                                                                                                                                                                                                             | Mehernosh B. Kapadia        | 00046612                | Non-Executive - Independent                                                                   | 24/10/2017                         | -                             | -                        | 4 years and 5 months | 24/09/1954           | 1                                                                                                              | 1                                                                                                                          | 7                                                                                                                                             | 4                                                                                                                                                                      |
| Ms.                                                                                                                                                                                                             | Anuradha E. Thakur          | 06702919                | Non-Executive - Independent                                                                   | 16/02/2015                         | 16/02/2020                    | -                        | 7years and 1 months  | 30/12/1947           | 1                                                                                                              | 1                                                                                                                          | 4                                                                                                                                             | 2                                                                                                                                                                      |
| Mr.                                                                                                                                                                                                             | Ankur Verma                 | 07972892                | Non-Executive                                                                                 | 12/04/2018                         | -                             | -                        | NA                   | 25/03/1976           | 2                                                                                                              | -                                                                                                                          | 6                                                                                                                                             | -                                                                                                                                                                      |
| Mr.                                                                                                                                                                                                             | Anil Kaul                   | 00644761                | Executive                                                                                     | 18/07/2018                         | -                             | -                        | NA                   | 17/08/1965           | -                                                                                                              | -                                                                                                                          | 1                                                                                                                                             | -                                                                                                                                                                      |
| Mr.                                                                                                                                                                                                             | Sujit Kumar Varma           | 09075212                | Non-Executive - Independent                                                                   | 01/02/2022                         | -                             | -                        | 2 months             | 06/01/1961           | -                                                                                                              | -                                                                                                                          | 2                                                                                                                                             | 1                                                                                                                                                                      |
| Whether Regular Chairperson appointed: <b>Yes</b>                                                                                                                                                               |                             |                         |                                                                                               |                                    |                               |                          |                      |                      |                                                                                                                |                                                                                                                            |                                                                                                                                               |                                                                                                                                                                        |
| Whether Chairperson is related to managing director or CEO: <b>No</b>                                                                                                                                           |                             |                         |                                                                                               |                                    |                               |                          |                      |                      |                                                                                                                |                                                                                                                            |                                                                                                                                               |                                                                                                                                                                        |
| <sup>\$</sup> PAN of any director would not be displayed on the website of Stock Exchange, hence the same is not provided.                                                                                      |                             |                         |                                                                                               |                                    |                               |                          |                      |                      |                                                                                                                |                                                                                                                            |                                                                                                                                               |                                                                                                                                                                        |
| <sup>&amp;</sup> Category of directors means 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. |                             |                         |                                                                                               |                                    |                               |                          |                      |                      |                                                                                                                |                                                                                                                            |                                                                                                                                               |                                                                                                                                                                        |
| <b>Note:</b>                                                                                                                                                                                                    |                             |                         |                                                                                               |                                    |                               |                          |                      |                      |                                                                                                                |                                                                                                                            |                                                                                                                                               |                                                                                                                                                                        |
| 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 (Chairperson/Executive/Non-Executive/independent/Nominee)& | Date of Appointment | Date of Cessation |
| 1. Audit Committee                                                                                                                                                         | Yes                                   | Ms. Anuradha E. Thakur    | Chairperson - Non-Executive – Independent                           | 16/02/2015          | -                 |
|                                                                                                                                                                            |                                       | Mr. Mehernosh B. Kapadia  | Non-Executive - Independent                                         | 24/10/2017          | -                 |
|                                                                                                                                                                            |                                       | Mr. Ankur Verma           | Non-Executive                                                       | 17/04/2018          | -                 |
|                                                                                                                                                                            |                                       | Mr. Sujit Kumar Varma     | Non-Executive - Independent                                         | 01/02/2022          | -                 |
| 2. Nomination & Remuneration Committee                                                                                                                                     | Yes                                   | Mr. Mehernosh B. Kapadia  | Chairperson - Non-Executive – Independent                           | 24/10/2017          | -                 |
|                                                                                                                                                                            |                                       | Ms. Anuradha E. Thakur    | Non-Executive - Independent                                         | 16/02/2015          | -                 |
|                                                                                                                                                                            |                                       | Mr. Rajiv Sabharwal       | Non-Executive                                                       | 29/01/2018          | -                 |
|                                                                                                                                                                            |                                       | Mr. Sujit Kumar Varma     | Non-Executive - Independent                                         | 01/02/2022          | -                 |
| 3. Risk Management Committee                                                                                                                                               | Yes                                   | Ms. Anuradha E. Thakur    | Chairperson - Non-Executive – Independent                           | 16/02/2015          | -                 |
|                                                                                                                                                                            |                                       | 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          | -                 |
| 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. Anuradha E. Thakur    | Chairperson - Non-Executive - Independent                           | 16/02/2015          | -                 |
|                                                                                                                                                                            |                                       | Mr. Rajiv Sabharwal       | Non-Executive                                                       | 17/04/2018          | -                 |
|                                                                                                                                                                            |                                       | Mr. Ankur Verma           | Non-Executive                                                       | 30/05/2018          | -                 |
|                                                                                                                                                                            |                                       | Mr. Anil Kaul             | Executive                                                           | 30/11/2018          | -                 |
| &Category of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen. |                                       |                           |                                                                     |                     |                   |

| 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) |
| October 19, 2021                                        | January 21, 2022                                    | Yes                                       | 5                            | 2                                        | 36 days<br>(i.e. between December 15, 2021 and January 21, 2022)     |
| December 15, 2021                                       | March 4, 2022                                       | Yes                                       | 6                            | 3                                        | 41 days<br>(i.e. between January 21, 2022 and March 4, 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                     | January 21, 2022                                            | Yes                                                | 3                            | 2                                        | October 19, 2021                                            | 93 days<br>(i.e. between October 19, 2021 and January 21, 2022)      |
|                                     | March 10, 2022                                              | Yes                                                | 4                            | 3                                        |                                                             | 47 days<br>(i.e. between January 21, 2022 and March 10, 2022)        |
| Nomination & Remuneration Committee | -                                                           | -                                                  | -                            | -                                        | -                                                           | -                                                                    |
| Risk Management Committee           | January 31, 2022                                            | Yes                                                | 5                            | 2                                        | November 9, 2021                                            | 82 days<br>(i.e. between November 9, 2021 and January 31, 2022)      |

|                                           |                   |     |   |   |   |                                                                                         |
|-------------------------------------------|-------------------|-----|---|---|---|-----------------------------------------------------------------------------------------|
| Stakeholders Relationship Committee       | February 15, 2022 | Yes | 3 | 1 | - | Stakeholders Relationship Committee was not conducted during the previous quarter       |
| Corporate Social Responsibility Committee | March 25, 2022    | Yes | 3 | 1 | - | Corporate Social Responsibility Committee was not conducted during the previous quarter |

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

*\*\*to be filled in only for the current quarter meetings*

## V. Related Party Transactions

| Subject                                                                                                | Compliance status<br>(Yes/No/NA) <sup>#</sup> |
|--------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| Whether prior approval of audit committee obtained                                                     | Yes                                           |
| Whether shareholder approval obtained for material RPT <sup>1</sup>                                    | NA                                            |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                                           |

*#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.*

*If status is "No" details of non-compliance may be given here.*

<sup>1</sup> 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 RTPs.

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 : Yes
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee : Yes
  - Nomination & Remuneration Committee : Yes
  - Stakeholders Relationship Committee : Yes
  - Risk management committee (applicable to the top 500 listed entities): Yes

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 March 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

PRIYAL  
NITIN SHAH

Digitally signed by PRIYAL NITIN SHAH  
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serialNumber=407283916723e8d5a80d11c,  
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**Priyal Shah**  
**Company Secretary**  
**Membership no. : A41904**  
**Place: Mumbai**