



**July 19, 2024**

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 June 30, 2024.

Request you to please take the above on record.

Thanking you,

Yours faithfully,

For **Tata Capital Housing Finance Limited**

**SANNA  
GUPTA**

Digitally signed by  
SANNA GUPTA  
Date: 2024.07.19  
16:28:14 +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](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 : June 30, 2024

| I. Composition of Board of Directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                      |                        |                             |                             |                        |                   |         |               |                                                                                                         |                                                                                                                      |                                                                                                                                     |                                                                                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|------------------------|-----------------------------|-----------------------------|------------------------|-------------------|---------|---------------|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title (Mr./Ms.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Name of the Director | PAN <sup>§</sup> & DIN | Category <sup>&amp;</sup>   | 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                                                                                                                    | 2                                                                                                                                   | 1                                                                                                                                                               |
| Mr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Mehernosh B. Kapadia | 00046612               | Non-Executive - Independent | 24/10/2017                  | 24/10/2022             | -                 | 80.07   | 24/09/1954    | 0                                                                                                       | 0                                                                                                                    | 5                                                                                                                                   | 2                                                                                                                                                               |
| Mr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Ankur Verma          | 07972892               | Non-Executive               | 12/04/2018                  | -                      | 19/06/2024        | NA      | 25/03/1976    | 3                                                                                                       | 0                                                                                                                    | 10                                                                                                                                  | 0                                                                                                                                                               |
| Mr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Sujit Kumar Varma    | 09075212               | Non-Executive - Independent | 01/02/2022                  | -                      | -                 | 29      | 06/01/1961    | 2                                                                                                       | 1                                                                                                                    | 6                                                                                                                                   | 3                                                                                                                                                               |
| Ms.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Malvika Sinha        | 08373142               | Non-Executive - Independent | 31/12/2022                  | -                      | -                 | 18.1    | 13/02/1960    | 2                                                                                                       | 2                                                                                                                    | 5                                                                                                                                   | 0                                                                                                                                                               |
| Mr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Nagaraj Ijari        | 09390579               | Non-Executive - Independent | 01/04/2024                  | -                      | -                 | 3       | 20/07/1959    | 1                                                                                                       | 1                                                                                                                    | 6                                                                                                                                   | 0                                                                                                                                                               |
| Mr.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Sarosh Amaria        | 08733676               | Executive                   | 18/07/2023                  | -                      | -                 | NA      | 15/05/1974    | 0                                                                                                       | 0                                                                                                                    | 1                                                                                                                                   | 0                                                                                                                                                               |
| 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.<br><sup>&amp;</sup> 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<br><sup>*</sup> 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><br>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.<br>2. While calculating the committee positions of the Directors, both listed and unlisted Public companies including high value debt listed entities have been considered.<br>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 <sup>&amp;</sup>                 | Date of Appointment | Date of Cessation |
| 1. Audit Committee                                                                                                                                                                                                                                                                                                      | Yes                                   | Mr. Sujit Kumar Varma     | Chairperson - Non-Executive – Independent | 01/02/2022          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Mehernosh B. Kapadia  | Non-Executive - Independent               | 24/10/2017          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Ms. Malvika Sinha         | Non-Executive – Independent               | 31/12/2022          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Nagaraj Ijari         | Non-Executive – Independent               | 01/04/2024          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Ankur Verma           | Non-Executive                             | 17/04/2018          | 19/06/2024        |
| 2. Nomination and Remuneration Committee                                                                                                                                                                                                                                                                                | Yes                                   | Mr. Mehernosh B. Kapadia  | Chairperson - Non-Executive – Independent | 24/10/2017          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Sujit Kumar Varma     | Non-Executive - Independent               | 01/02/2022          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Rajiv Sabharwal       | Non-Executive                             | 29/01/2018          | -                 |
| 3. Risk Management Committee                                                                                                                                                                                                                                                                                            | Yes                                   | Ms. Malvika Sinha         | Chairperson - Non-Executive – Independent | 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          | 19/06/2024        |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Sarosh Amaria         | Executive                                 | 18/07/2023          | -                 |
| 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. Nagaraj Ijari         | Non-Executive – Independent               | 01/04/2024          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Sarosh Amaria         | Executive                                 | 18/07/2023          | -                 |
| 5. Corporate Social Responsibility Committee                                                                                                                                                                                                                                                                            | Yes                                   | Ms. Malvika Sinha         | Chairperson - Non-Executive – Independent | 31/12/2022          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Rajiv Sabharwal       | Non-Executive                             | 17/04/2018          | -                 |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Ankur Verma           | Non-Executive                             | 30/05/2018          | 19/06/2024        |
|                                                                                                                                                                                                                                                                                                                         |                                       | Mr. Sarosh Amaria         | Executive                                 | 18/07/2023          | -                 |
| &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.                                                                                                                         |                                       |                           |                                           |                     |                   |
| <b>Note:</b>                                                                                                                                                                                                                                                                                                            |                                       |                           |                                           |                     |                   |
| 1. Mr. Nagaraj Ijari is appointed as the Non-Executive – Independent Director of the Company, for a period of five years, with effect from April 1, 2024 and is also inducted as a Member of the Audit Committee and Stakeholders Relationship Committee, with effect from April 1, 2024.                               |                                       |                           |                                           |                     |                   |
| 2. Mr. Ankur Verma had tendered his resignation as the Non-Executive Non-Independent Director of the Company, with effect from June 19, 2024, and accordingly, had ceased to be the Member of Audit Committee, Risk Management Committee and Corporate Social Responsibility Committee, with effect from June 19, 2024. |                                       |                           |                                           |                     |                   |

| 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*<br>Yes/No | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive meetings (in number of days) |
| February 5, 2024                                       | April 15, 2024                                      | Yes                                          | 7                            | 4                                        | 23 days<br>(i.e. between March 22, 2024 and April 15, 2024)          |
| March 19, 2024                                         | May 2, 2024                                         | Yes                                          | 7                            | 4                                        | 16 days<br>(i.e. between April 15, 2024 and May 2, 2024)             |
| March 22, 2024                                         | June 12, 2024                                       | Yes                                          | 7                            | 4                                        | 40 days<br>(i.e. between May 2, 2024 and June 12, 2024)              |
| *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)*<br>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           | May 2, 2024                                                 | Yes                                                    | 5                            | 4                                        | February 5, 2024<br><br>February 16, 2024<br><br>March 28, 2024 | 34 days<br>(i.e. between March 28, 2024 and May 2, 2024)            |

|                                           |                |     |   |   |                   |                                                                                          |
|-------------------------------------------|----------------|-----|---|---|-------------------|------------------------------------------------------------------------------------------|
| Nomination and Remuneration Committee     | April 24, 2024 | Yes | 3 | 2 | -                 | Nomination and Remuneration Committee was not conducted during the previous quarter.     |
|                                           | June 12, 2024  | Yes | 3 | 2 |                   | 48 days<br>(i.e. between April 24, 2024 and June 12, 2024)                               |
| Risk Management Committee                 | May 28, 2024   | Yes | 4 | 2 | February 16, 2024 | 101 days<br>(i.e. between February 16, 2024 and May 28, 2024)                            |
| Stakeholders Relationship Committee       | -              | -   | - | - | March 28, 2024    | -                                                                                        |
| Corporate Social Responsibility Committee | May 28, 2024   | Yes | 3 | 1 | -                 | Corporate Social Responsibility Committee was not conducted during the previous 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<br>(Yes/No/NA) <sup>refer note below</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                                                          |

#### 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.

<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 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. Details of Cyber Security Incidents:
  - Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter – No
  - Date of the event- Not Applicable.
  - Brief details of the event- Not Applicable
6. a. This report has been placed before Board of Directors: The Corporate Governance Report for the quarter ended June 30, 2024, 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**



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Date: 2024.07.19 16:28:51 +05'30'

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