



**TATA CAPITAL HOUSING FINANCE LIMITED**

**Registered Office:** 11<sup>th</sup> 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](http://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 on Monday, October 17, 2022, at 10:00 a.m. through Video Conferencing (“VC”) via Microsoft Teams, to transact the following special business:**

**1. Re-appointment of Mr. Mehernosh B. Kapadia (DIN: 00046612) 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 Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and other laws applicable to the Company, Mr. Mehernosh B. Kapadia (DIN: 00046612), Independent Director, whose initial term of office ceases on October 23, 2022 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 16(1)(b) of SEBI Listing 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, 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 October 24, 2022 upto October 23, 2027.”

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

Sd/-  
**Sanna Gupta**  
Manager – Compliance & Secretarial

Mumbai, September 23, 2022

**Registered Office:**

11<sup>th</sup> 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 under Item No. 1, 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. Mehernosh B. Kapadia, 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. 3/2022 dated May 5, 2022 read with Circular No. 10/2021 dated June 23, 2021, Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2021 dated December 8, 2021 (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 aforesaid 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](mailto: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, September 16, 2022.
7. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
8. 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.

9. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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](mailto:tchflsecretarial@tatacapital.com) to inspect the same.
11. 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](mailto: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 September 23, 2022:

### **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. Mehernosh B. Kapadia (DIN: 00046612), as an Independent Director of the Company, for an initial term of five years, with effect from October 24, 2017. The current term of Mr. Kapadia as an Independent Director of the Company would come to an end on October 23, 2022.

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 Listing 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 July 25, 2022, considering Mr. Kapadia’s skill, expertise and performance evaluation, had approved the re-appointment of Mr. Kapadia as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from October 24, 2022 up to October 23, 2027, subject to the approval of the Members of the Company by way of a Special Resolution.

A brief profile of Mr. Kapadia 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. Kapadia as a Director of the Company.

The Company has received declarations and disclosures from Mr. Kapadia 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 16(1)(b) of the SEBI Listing 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. Kapadia 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](mailto:tchflsecretarial@tatacapital.com) to inspect the same.

The Board considers that the association of Mr. Kapadia would be of immense benefit to the Company. In the opinion of the Board, Mr. Kapadia 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 Listing 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 Listing Regulations, each as amended, re-appointment of Mr. Kapadia as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from October 24, 2022 upto October 23, 2027, 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. Kapadia 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 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**  
**Manager – Compliance & Secretarial**

Mumbai, September 23, 2022

**Registered Office:**

11<sup>th</sup> Floor, Tower A,  
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**BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS AN INDEPENDENT  
DIRECTOR AT THIS EXTRAORDINARY GENERAL MEETING  
(AS AT SEPTEMBER 23, 2022)**

<b>Particulars</b>	<b>Mr. Mehernosh B. Kapadia (DIN: 00046612)</b>
Date of Birth and Age	Date of Birth: September 24, 1954  Age: 67 years
Date of first appointment on the Board and terms and conditions of appointment	Appointed as an Independent, with effect from October 24, 2017. Terms and conditions of re-appointment shall be as per draft letter for the re-appointment made available for inspection.
A brief profile including Qualification and Experience	Qualification: - M. Com (Hons.); - A.C.A. (Member of The Institute of Chartered Accountants of India); - A.C.S. (Member of The Institute of Company Secretaries of India)  Wide experience in Investor Relations, Legal and Compliance, Corporate Affairs, Corporate Communications, Administration and Information Technology and Secretarial.
Number of Meetings of the Board attended during FY 2022-23	4 (out of 4)
Other Directorship/Designated Partner held in other Companies/LLP	<b><u>Director</u></b>  <ul style="list-style-type: none"><li>• HDFC ERGO General Insurance Company Limited</li><li>• Siemens Limited</li><li>• HDFC Trustee Company Limited</li><li>• C&amp;S Electric Limited</li></ul>

Memberships/ Chairmanships of Committees of the other Boards	<p><b>HDFC ERGO General Insurance Company Limited</b></p> <ul style="list-style-type: none"> <li>• Audit and Compliance Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> <li>• Corporate Social Responsibility Committee (Member)</li> <li>• Allotment Committee (Member)</li> </ul> <p><b>Siemens Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Chairman)</li> <li>• Stakeholders Relationship Committee (Chairman)</li> <li>• Risk Management Committee (Member)</li> <li>• Committee of Directors (Member)</li> </ul> <p><b>HDFC Trustee Company Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Member)</li> <li>• Customer Services Committee (Member)</li> <li>• Risk Management Committee (Member)</li> <li>• Committee of Trustee to approve investments in Unrelated Debt Securities (Member)</li> <li>• Committee of Trustee to approve investments by Schemes of HDFC Mutual Fund in Debt Securities issued by a Single Issuer (Member)</li> </ul> <p><b>C&amp;S Electric Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee (Chairman)</li> <li>• Nomination and Remuneration Committee (Member)</li> </ul>
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)