

TATA CAPITAL HOUSING FINANCE LIMITED

Extraordinary General Meeting

Friday, July 21, 2023, 10.00 a.m. to 10.07 a.m.

Mr. Rajiv Sabharwal:

Dear Members,

Good Morning.

I welcome you all to the Extraordinary General Meeting (“EGM” / “Meeting”) of Tata Capital Housing Finance Limited.

This EGM is being held at a shorter notice based on the consent for shorter notice received from 100% of the Members entitled to vote at the Meeting.

In accordance with the framework provided by the Ministry of Corporate Affairs vide its General Circular dated December 28, 2022 read with General Circulars dated April 13, 2020 and April 8, 2020, for conducting general meetings, this EGM of the Company is being held through Video Conferencing via Microsoft Teams.

As the requisite quorum being present, I call this Meeting to order.

We have Mr. Mehernosh B. Kapadia, Ms. Malvika Sinha, Mr. Sujit Kumar Varma, and Mr. Sarosh Amaria, Directors of the Company attending this Meeting. Mr. Ankur Verma, Director is unable to attend the EGM owing to pre-occupation. We also have the Representative of the Joint Statutory Auditors and the Head - Internal Audit present at this EGM. The Secretarial Auditors, citing pre-occupation, have requested for exemption from attending the Meeting, which has been granted.

The Company has received Authorised Representation for 57,07,46,700 Equity Shares of the Face Value of Rs. 10 each, representing 99.99% of its total paid-up Equity Share Capital from Tata Capital Limited, the holding company.

The relevant documents referred to in the Notice are made available for inspection through electronic mode during the meeting. The Members can inspect the same by sending a request at the designated e-mail address mentioned in the Notice.

With the permission of the Members, I wish to take the Notice convening this Meeting, which has already been circulated, as read.

All Members:

Yes.

Mr. Rajiv Sabharwal:

Thank you. I take the Notice as read.

The objectives and implications of the Resolutions set out in the said Notice and proposed to be passed at this EGM, are as under:

Resolution Nos. 1 and 2:

Mr. Anil Kaul ceased to be the Managing Director and Key Managerial Personnel (“KMP”) of the Company consequent upon the completion of his tenure as the Managing Director of the Company, from the close of business hours on July 17, 2023.

Accordingly, the Board of Directors had, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on June 5, 2023, approved the appointment of Mr. Sarosh Amaria as an Additional Director of the Company, with effect from July 18, 2023 or from such later date upon receipt of approval of the National Housing Bank (“NHB”) / Reserve Bank of India (“RBI”) upto the next Annual General Meeting of the Company (“AGM”) or the last date on which the AGM should have been held, whichever is earlier and as the Managing Director and KMP of the Company for a period of five years, with effect from July 18, 2023 or from such later date upon receipt of approval of the NHB / RBI for the said appointment and subject to approval of the Members of the Company. The Board had also approved at the said Meeting the terms of remuneration payable to Mr. Amaria.

The Company has received the approval from the RBI on July 14, 2023 for appointment of Mr. Amaria as a Director of the Company.

The Company has received a notice in writing, pursuant to the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Amaria for the office of Director of the Company. The Company proposes to appoint Mr. Amaria as Managing Director of the Company for a period of 5 years with effect from July 18, 2023.

Now, with your permission, I will continue with the proceedings of this Meeting.

I now request a Member to propose and another Member to second the Resolution at Item No. 1 of the EGM Notice.

Resolution No. 1: Appointment of Mr. Sarosh Amaria as a Director of the Company

The Resolution has been proposed by

Mr. Mahadeo Raikar:

Mahadeo.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Avijit Bhattacharya

Avijit

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Mr. Mahadeo Raikar and seconded by Mr. Avijit Bhattacharya.

Before I put the resolutions to vote, I would like to throw this session open to the Members for any questions or suggestions.

No queries or suggestions were received from the Members of the Company.

I now put the following Resolution at Item No. 1 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

May I now request a Member to propose and another Member to second the Resolution at Item No. 2.

Resolution No. 2: Appointment of Mr. Sarosh Amaria (DIN: 08733676) as Managing Director and Key Managerial Personnel of the Company and payment of Remuneration as the Managing Director

The Resolution has been proposed by

Ms. Sarita Kamath:

Sarita.

Mr. Rajiv Sabharwal:

and seconded by [pause].

Mr. Rakesh Bhatia

Rakesh

Mr. Rajiv Sabharwal:

The Resolution has been proposed by Ms. Sarita Kamath and seconded by Mr. Rakesh Bhatia.

I now put the following Resolution at Item No. 2 of the Notice to vote, on a show of hands, as an Ordinary Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

Since the business of the Meeting is completed, I hereby declare the Meeting as concluded.

All Members and Directors present:

Thank you.