



TATA CAPITAL HOUSING FINANCE LIMITED

Registered Office: 11th 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

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA CAPITAL HOUSING FINANCE LIMITED will be held, at a shorter notice, on Thursday, June 27, 2024 at 2.00 p.m. through Video Conferencing ("VC") via Microsoft Teams, to transact the following business:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Rajiv Sabharwal (DIN: 00057333), Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint Joint Statutory Auditors of the Company and to fix their remuneration:

A. Appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants (ICAI Firm Registration No. 105215 W/W100057) as one of the Joint Statutory Auditors of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India ("RBI") vide Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 ("RBI Guidelines") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants (ICAI Firm Registration No. 105215 W/W100057) as one of the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Nineteenth Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and M/s. Kirtane & Pandit LLP, Chartered Accountants on the basis of the recommendation of the Audit Committee."

“RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

B. Appointment of M/s. G D Apte & Co., Chartered Accountants (ICAI Firm Registration No. 100515 W) as one of the Joint Statutory Auditors of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India (“RBI”) vide Circular Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”) including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, from time to time, approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. G D Apte & Co, Chartered Accountants (ICAI Firm Registration No. 100515 W) as one of the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Nineteenth Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and M/s. G D Apte & Co., Chartered Accountants , on the basis of the recommendation of the Audit Committee.”

“RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in this regard for the implementation of the aforesaid Resolution, including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

Special Business:

4) Appointment of Mr. Nagaraj Ijari (DIN: 09390579) 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 Mr. Nagaraj Ijari (DIN: 09390579), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from April 1, 2024 and who holds office up to the date of the next Annual General Meeting of the Company pursuant to the provisions of the Section 161 of the Companies Act, 2013 (“the Act”) 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 of the Company, and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and 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. Nagaraj Ijari (DIN: 09390579), who is eligible for appointment and who has submitted a declaration that he 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 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five years commencing from April 1, 2024 upto March 31, 2029.”

“RESOLVED FURTHER that the Board of Directors (including any Committee thereof), be and is hereby authorized to do all such acts, deeds, and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5) Approval for Increase in the borrowing limits 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 in supersession of the Resolution passed at the Annual General Meeting of the Company held on June 27, 2023 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, as amended from time to time, the approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves, that is to say, reserves not set apart for any specific purpose, and the Securities Premium, provided that the total outstanding

amount so borrowed shall not at any time exceed the sum of Rs. 75,000 crore (Rupees Seventy-five Thousand Crore only).”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, howsoever, as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

6) Approval for Creation of Charges on the assets 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 in supersession of the Resolution passed at the Annual General Meeting of the Company held on June 27, 2023 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, as amended from time to time, approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of the financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other body corporates (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures / bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, rupee denominated bonds and other instruments of an outstanding aggregate value not exceeding Rs. 75,000 crore (Rupees Seventy-five Thousand Crore only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

“**RESOLVED FURTHER** that the Board, be and is hereby severally authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

7) Approval for private placement of Non-Convertible Debentures

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the National Housing Bank (“NHB”) / Reserve Bank of India (“RBI”), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors by this Resolution) to offer / invite / issue / allot to eligible persons, Non-Convertible Debentures (“NCDs”) including but not limited to Subordinated / Perpetual NCDs, whether secured or unsecured up to an amount of Rs. 25,000 crore (Rupees Twenty-Five Thousand crore), on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and depending on the prevailing market conditions, during the period of one year from the date of passing this Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and are hereby severally authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

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

Sd/-

Sanna Gupta
Company Secretary

Mumbai, June 21, 2024

Registered Office:
11th 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 Nos. 2, 4, 5, 6 and 7, is annexed hereto. Further, for Item No. 2 being an Ordinary Business, the Explanatory Statement, was not required to be provided in terms of the provisions of the Act, however, the same is being provided as a good governance measure. 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. Rajiv Sabharwal, the Director seeking re-appointment at the Annual General Meeting (“AGM”) is furnished as a part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular Nos. 20/2020 dated May 5, 2020 read with General Circular No. 2/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”), permitted the holding of AGM through VC / OAVM, without the physical presence of the Members at a common venue. The deemed venue of the AGM will be the Registered Office of the Company.
3. In compliance with the provisions of the Act and MCA Circulars, the AGM 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 AGM 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 AGM 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 AGM and hence, the Proxy Form, Attendance Slip and the route map of the AGM are not annexed to this Notice.
5. Corporate Members intending to appoint their authorised representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc. to the Company at the email id tchfsecretarial@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, June 14, 2024.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for the FY 2023-24, is being sent only through electronic mode to the Members whose email addresses are registered with the Company/ Depositories and the same is available on the website of the Company www.tatacapital.com.
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”).
9. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.
10. The Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.
12. The relevant Registers and all other 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 tchfsecretarial@tatacapital.com to inspect the same.
13. In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the designated e-mail id tchfsecretarial@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 businesses mentioned under Item Nos. 2, 4, 5, 6 and 7 of the accompanying Notice dated June 21, 2024. Further, for Item No. 2 being an Ordinary Business, the Explanatory Statement, was not required to be provided in terms of the provisions of the Act, however, the same is being provided as a good governance measure:

Item No. 2

The Board of Directors at its Meeting held on June 12, 2024, had approved the Notice of Sixteenth AGM of the Company wherein, one of the Ordinary Business was that Mr. Ankur Verma (DIN: 07972892), Director was retiring by rotation and being eligible, offered himself for re-appointment.

Mr. Verma has tendered his resignation as the Non-Executive Non-Independent Director of the Company, with effect from June 19, 2024, owing to his other commitments.

In view of the above, the revised AGM Notice was approved by the Board of Directors by circular resolution passed on June 20, 2024, wherein Mr. Rajiv Sabharwal (DIN: 00057333), Director, will now be retiring by rotation and being eligible, offers himself for re-appointment.

Further, pursuant to the ‘Fit and Proper’ Policy adopted by the Company, the Company has received the ‘Fit and Proper’ declaration from Mr. Sabharwal which has been taken on record by the Nomination and Remuneration Committee.

Item No. 4

In accordance with the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had, after considering the skill, professional expertise, knowledge, experience and qualifications vide circular resolution passed on March 29, 2024, approved the appointment of Mr. Nagaraj Ijari (DIN: 09390579), as an Additional Director of the Company with effect from April 1, 2024 upto the next Annual General Meeting of the Company (“AGM”) and as an Independent Director of the Company for an initial term of five years commencing from April 1, 2024 upto March 31, 2029, subject to the approval of the Members of the Company by way of a Special Resolution.

A brief resume, qualification(s), experience and nature of Mr. Ijari’s expertise in specific functional areas is given in the Annexure 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. Ijari for the office of Director.

The Company has received declarations and disclosures from Mr. Ijari required for his appointment as an Independent Director of the Company and confirming 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 appointed as an Independent Director of the Company. Further, Mr. Ijari satisfies the fit and proper criteria as prescribed under the Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 read with Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank of India) Directions, 2021.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ijari is registered with the databank maintained by the Indian Institute of Corporate Affairs. Further, Mr. Ijari has successfully cleared an Online Proficiency Self-assessment test for Independent Director conducted by the said Institute.

In the opinion of the Board, Mr. Ijari 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 from time to time, for appointment as Independent Director and that he is independent of the Management of the Company.

A copy of the draft letter for the appointment of Mr. Ijari as an Independent Director, setting out the terms and conditions of appointment, would 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 tchfsecretarial@tatacapital.com to inspect the same.

In compliance with the provisions of Section 149, 152, 161 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, as amended, appointment of Mr. Ijari as an Independent Director of the Company, not liable to retire by rotation, for an initial term of five years commencing from April 1, 2024 upto March 31, 2029, is being placed before the Members for their approval by way of a Special Resolution at this Annual General Meeting.

None of the Directors except Mr. Ijari 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. 4 of the Notice.

The Board commends the Special Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

Item Nos. 5 and 6

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”), the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose, and the security premium. The Members, at the Annual General Meeting of the Company held on June 27, 2023, had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 53,000 crore.

The closing debt position of the Company as on March 31, 2024 was Rs. 46,850 crore. To meet the additional working capital and long-term funding requirements, as also to provide for the issue of any debt, debt related instruments in the Indian and/or international market, it is necessary to increase the present borrowing limits of the Company from Rs. 53,000 crore to an amount of Rs. 75,000 crore.

Below states the regulatory limit of borrowing calculated as per Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“RBI Master Directions”):

Particulars	March 2024
Net Owned Funds (“NOF”)	Rs. 6,295.54 crore
Multiple of NOF above (Para 27.2 of NHB Master Directions)	12
Regulatory Borrowing Limit	Rs. 75,546.48 crore

The said borrowings may be secured by way of charge / mortgage / hypothecation of the Company’s assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate, etc. As the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Act, consenting to the creation of the said mortgage or charge or hypothecation for amount not exceeding Rs. 75,000 crore.

The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(a) and 180(1)(c) of the Act, to increase the outstanding limit from Rs. 53,000 crore to an amount of Rs. 75,000 crore.

The Board recommend the Special Resolutions at Item Nos. 5 and 6 of the accompanying Notice for approval of the Members of the Company.

Since these Resolutions pertain to borrowing of monies and creation of charges that could, *inter alia*, be availed from/created in favour of Tata Capital Limited (“TCL”), the holding company, Mr. Rajiv Sabharwal, Director of the Company is deemed to be interested in the above resolution, since he is also the Managing Director & CEO of TCL.

It may be noted that Mr. Sujit Kumar Varma and Mr. Nagaraj Ijari, Directors of the Company are also Director of TCL, but they do not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL.

None of the relatives of the aforementioned Directors or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item Nos. 5 and 6.

Item No. 7

The Company from time to time raises funds by way of issue of Non-Convertible Debentures (“NCDs”) on a private placement basis. As per the provisions of Section 42 of the Companies Act, 2013 (“Act”) read with Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a Company offering or making an invitation to subscribe to NCDs on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and the Rules framed thereunder to offer / invite / issue / allot up to such number of NCDs including but not limited to Subordinated / Perpetual NCDs, whether secured or unsecured, on a private placement basis, in one or more tranches aggregating to Rs. 25,000 crore (Rupees Twenty-Five Thousand crore), during a period of one year from the date of passing resolution set out at item No. 7 of this Notice, within the overall borrowing limits of the Company, as approved by the Members from time to time. Further, it is proposed to grant authority to the Board of Directors (hereinafter referred to as the “Board” the term shall be deemed to include any committee constituted / which may be constituted by the Board of Directors or any other person(s) for the time being authorized by the Board of Directors to exercise powers conferred on the Board of Directors) to delegate or determine the terms of issue of NCDs.

The Directors recommend the Special Resolution at Item No. 7 of the accompanying Notice, for the approval of the Members of the Company.

Since this Resolution pertains to issue of NCDs on a private placement basis, during the year, that could, inter-alia, be made to Tata Capital Limited (“TCL”), the holding Company, Mr. Rajiv Sabharwal, Director of the Company is deemed to be interested in the above resolution, since he is the Managing Director & CEO of TCL.

It may be noted that Mr. Sujit Kumar Varma and Mr. Nagaraj Ijari, Directors of the Company are also Director of TCL, but they do not hold, either individually or along with the other Directors of the Company and their respective relatives, 2% or more of the paid-up equity share capital of TCL.

None of the relatives of the aforementioned Director or no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution mentioned at Item No. 7.

**BRIEF RESUME OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THIS
ANNUAL GENERAL MEETING
(AS ON JUNE 21, 2024)**

Particulars	Mr. Rajiv Sabharwal (DIN: 00057333)
Date of Birth and Age	Date of Birth: September 28, 1965 Age: 58 years
Date of Appointment on Board* and terms and conditions of appointment	January 11, 2018 Mr. Sabharwal is the Chairman and Non-Executive Director of the Company.
A brief profile including Qualification and Experience	Bachelor of Technology – Mechanical Engineering (IIT, Delhi), Post Graduate Diploma in Management (IIM, Lucknow). Over 32 years of experience in the banking and financial services industry. Currently, Mr. Sabharwal is the Managing Director & CEO of Tata Capital Limited, a Core Investment Company and a subsidiary of Tata Sons Private Limited. He was a Partner in True North Managers LLP, which was mainly involved in building and managing businesses with a primary focus in the financial service sector. He has served as an Executive Director on the Board of ICICI Bank and was responsible for several businesses including retail banking, business banking, rural banking, financial inclusion business and digital banking technology. Mr. Sabharwal also had successful stints with True North Managers LLP, Sequoia Capital, Godrej Group, SRF Finance, GE Capital and Times Bank.
Number of Meetings of the Board attended during FY 2023-24	10 (out of 10)
Other Directorships / Designated Partner held in other Companies / LLP	Chairman: <ul style="list-style-type: none"> • Tata Securities Limited • Tata Asset Management Private Limited Managing Director & CEO: <ul style="list-style-type: none"> • Tata Capital Limited Director: <ul style="list-style-type: none"> • Tata Capital Pte. Limited • Tata Capital Advisors Pte. Limited
Memberships / Chairmanships of Committees of other Board	Tata Capital Limited: <ul style="list-style-type: none"> • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member) • Stakeholders Relationship Committee (Member) • Information Technology Strategy Committee (Member) • Investment Credit Committee (Member)

	<ul style="list-style-type: none"> • Customer Service Committee (Member) <p>Tata Asset Management Private Limited:</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee (Member) • Risk Management Committee (Member)
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Last drawn Remuneration	Nil
Remuneration sought to be paid	Nil

**The date on which Director was first appointed*

Annexure

**BRIEF PROFILE OF THE DIRECTOR SEEKING APPOINTMENT AS AN
INDEPENDENT DIRECTOR AT THIS ANNUAL GENERAL MEETING
(AS ON JUNE 21, 2024)**

Particulars	Mr. Nagaraj Ijari (DIN: 09390579)
Date of Birth and Age	Date of Birth: July 20, 1959 Age: 64 years
Date of Appointment and terms and conditions of appointment	Appointed as an Additional Director and Independent Director with effect from April 1, 2024. Terms and conditions of appointment shall be as per draft letter for the appointment made available for inspection.
A brief profile including Qualification and Experience	<p>Bachelor Degree in Technology (Textiles) from the Bangalore University and Advanced Management Program from the Harvard Business School.</p> <p>Mr. Nagaraj Ijari has over 35 years of rich experience and in-depth knowledge of the IT industry. With over 30 years of service at Tata Consultancy Services (TCS), Mr. Ijari has managed a variety of roles at TCS that involve - Strategic thinking, Executive oversight and impact, leading large-scale change, transforming and engaging the workforce, sales, P&L management, aligning Business and IT strategy, talent strategy development, global account management, delivery management and customer relationship management. Mr. Ijari has worked with customers and workforce across a wide range of cultures and geographies.</p>
Number of Meetings of the Board attended from April 1, 2024 till date.	Three Board Meetings were held post the effective date of appointment, which were attended by Mr. Ijari.
Other Directorship / Designated Partner held in other Companies / LLP	<p>Director:</p> <ul style="list-style-type: none"> • TML Business Services Limited • Tata Technologies Limited • Tata Capital Limited <p>Partner:</p> <ul style="list-style-type: none"> • Reliance India Realty Opportunities LLP
Memberships / Chairmanships of Committees of other Boards	<p>TML Business Services Limited:</p> <ul style="list-style-type: none"> • Audit Committee (Member)

	<ul style="list-style-type: none"> • Corporate Social Responsibility Committee (Member) • Nomination & Remuneration Committee (Member) <p>Tata Technologies Limited:</p> <ul style="list-style-type: none"> • Nomination & Remuneration Committee (Chairman) • Risk Management Committee (Chairman) • Audit Committee (Member) <p>Tata Capital Limited:</p> <ul style="list-style-type: none"> • Information Technology Strategy Committee (Chairman) • Audit Committee (Member) • Risk Management Committee (Member) • Stakeholders Relationship Committee (Member)
Shareholding in the Company	Nil
Relationship with other Directors, Manager 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)