



TRANCHE PLACEMENT MEMORANDUM

Series: "D" FY 2022-23 – Option – I & Option - II

Private and Confidential - For Private Circulation Only
(FOR ADDRESSEE ONLY)



TATA CAPITAL HOUSING FINANCE LIMITED

(A Public Limited Company incorporated under the Companies Act, 1956)

Corporate Identity Number: U67190MH2008PLC187552

PAN: AADCT0491L

Date of incorporation: October 15, 2008

Place of incorporation: Mumbai

National Housing Bank Registration Number: 04.0073.09

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

Address for Correspondence and Corporate Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

Board Line: +91 22 6606 9000; **Fax:** +91 22 6656 2699

Website: www.tatacapital.com

Grievance Redressal ID: tchflncdcompliance@tatacapital.com

TRANCHE PLACEMENT MEMORANDUM FOR SERIES NO. "TCHFL NCD "D" Series FY 2022-23 Option - I" and "TCHFL NCD "D" Series FY 2022-23 Option - II" UNDER SHELF PLACEMENT MEMORANDUM DATED DECEMBER 09, 2021.

Date: August 04, 2022

Type of Placement Memorandum: Private Placement

This Tranche Placement Memorandum is issued in terms of and pursuant to the Shelf Placement Memorandum dated December 09, 2021. This Tranche Placement Memorandum must be read in conjunction with the Shelf Placement Memorandum and the Private Placement Offer Cum Application Letter.

Private Placement of up to 4,920 Secured, Redeemable, Non-Convertible, Debentures ("Series TCHFL NCD "D" Series FY 2022-23 Option – I and Option - II" of the face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) for cash aggregating up to Rs. 4,92,00,00,000/- (Rupees Four Hundred Ninety-Two Crore only) issued under the Shelf Placement Memorandum dated December 09, 2021 as amended / supplemented from time to time.

TCHFL NCD "D" Series FY 2022-23 – Option - I

The Base Issue Size: 500 NCDs of Rs. 10,00,000 each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only), **Green Shoe:** 2,420 NCDs of Rs. 10,00,000 each aggregating to Rs. 2,42,00,00,000/- (Rupees Two Hundred Forty-Two Crore Only) **Coupon rate:** 7.55% p.a., **Coupon payment frequency:** Annually on Maturity, **Redemption date:** 05-August-2025 **and Redemption amount:** At face value, Rs. 10,00,000 per NCD.

TCHFL NCD "D" Series FY 2022-23 – Option - II

The Base Issue Size: 500 NCDs of Rs. 10,00,000 each aggregating to Rs. 50,00,00,000/- (Rupees Fifty Crore Only), **Green Shoe:** 1,500 NCDs of Rs. 10,00,000 each aggregating to Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore Only) **Coupon rate:** 7.80% p.a., **Coupon payment frequency:** Annually on Maturity, **Redemption date:** 05-August-2027 **and Redemption amount:** At face value, Rs. 10,00,000 per NCD.

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Particulars	Date
Issue / Bid Opening Date	04-August-2022
Issue / Bid Closing Date	04-August-2022
Earliest Closing Date of Issue / Bid (if any)	N.A.
Pay-in Date	05-August-2022
Deemed Date of Allotment	05-August-2022

Compliance Officer & Company Secretary

Ms. Priyal Shah, the Company Secretary and Compliance Officer of the Company had resigned from the close of the business hours on June 11, 2022. The Company is in the process of appointment of new Company Secretary & Compliance officer.

ARRANGERS TO THE ISSUE:

		 Tip Sons Creating Value Since 1993
NAME	ICICI Bank Limited	Tipsons Consultancy Services Private Limited
ADDRESS	ICICI Bank Limited, ICICI Bank Towers, Bandra Kurla Complex, Mumbai - 400 051	Sheraton House, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad – 380015
Website	www.icicibank.com	www.tipsons.com
EMAIL	sanket.jain@icicibank.com	saloni.badiyani@tipsons.com
TEL	Phone: (022) 4008 8980	+91 79 66828125
Contact Person	Sanket Jain	Saloni Badiyani

		 a.k. BUILDING BONDS
NAME	PNB Gilts Ltd	A. K. Capital Services Ltd
ADDRESS	PNB House, 4th Floor, Sir P.M.Road, Fort Mumbai -400001	30-38, 3rd Floor, Free Press House, Free Press Journal Marg, 215, Nariman Point, Mumbai - 400 021.
Website	www.pnbgilts.com	www.akgroup.co.in
EMAIL	p.deshpande@pnbgilts.com	ashish.agarwal@akgroup.co.in
TEL	Phone: +91 9920718889	Phone: (+91 22) 66332175 Fax: (+91 22) 66100594
Contact Person	Prasad S Deshpande	Ashish Agarwal

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CREDIT RATING

Details of credit rating along with the latest Press Release of the credit rating in relation to the issue:

Credit Rating:

CREDIT RATING AGENCY	CREDIT RATING AGENCY
	
ICRA Limited	CRISIL Rating Limited
3rd Floor, Electric Mansion, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025	CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai – 400076.
Tel: 022-6169 3300, Fax: 022-2433 1390	Tel: 022 3342 3000 Fax: 022 3342 3001
Website: https://www.icra.in/	www.crisilratings.com
Contact: Sandeep Sharma	Krishna Barghaw
Email: sandeep.sharma@icraindia.com	Email: krishna.bhargav@crisil.com
SEBI Reg. No. IN/CRA/008/15	SEBI Reg. No. - IN/CRA/001/1999

Refer Shelf Placement Memorandum dated December 09, 2021

Rating Letter – Attached Annexure A

Press Release – As below

https://www.crisil.com/mnt/winshare/Ratings/RatingList/RatingDocs/TataCapitalHousingFinanceLimited_July%2021,%202022_RR_298278.html

<https://www.icra.in/Rationale/ShowRationaleReport?Id=111960>

It is to be noted that rating is valid as on the date of issuance and listing.

SECTION I

UPDATED FINANCIAL INFORMATION

Any changes in *Financial Information* of the Shelf Placement Memorandum:

I. Gross Debt: Equity Ratio of the Company

*Before the Issue:	7.65
**After the Issue:	7.95

*The Debt Equity Ratio of the Company as on June 30, 2022 is 7.65.

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***Assuming that the entire Rs – 4,92,00,00,000/- (Rupees Four Hundred & Ninety-Two Crore only) of NCDs has been issued under this Tranche Placement Memorandum. The increase in Net worth (if any) has not been factored.*

II. Disclosure of Cash flow with date of interest/dividend/ redemption payment as per day count convention:

a. The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made per NCD, should be disclosed.

TCHFL NCD “D” Series FY 2022-23 – Option - I

Interest Payment Date	05-August-2023 05-August-2024 05-August-2025
Interest Amount (per NCD)	75,500 75,500 75,500
Redemption Date	05-August-2025
Redemption Value	292 Crores
Days Count Basis	Actual/Actual

TCHFL NCD “D” Series FY 2022-23 – Option - II

Interest Payment Date	05-August-2023 05-August-2024 05-August-2025 05-August-2026 05-August-2027
Interest Amount (per NCD)	78,000 78,000 78,000 78,000 78,000
Redemption Date	05-August-2027
Redemption Value	200 Crores
Days Count Basis	Actual/Actual

b. Procedure and time schedule for allotment and issue of securities should be disclosed;

Issue Opening Date	04-August-2022
Issue Closing Date	04-August-2022
Pay-in Date	05-August-2022
Deemed Date of Allotment	05-August-2022

c. Cash flows emanating from the non-convertible securities shall be mentioned in Tranche Placement Memorandum, by way of an illustration.

Table 1: Illustration depicting computation of days regarding coupon and redemption per NCD

TCHFL NCD “D” Series FY 2022-23 – Option - I

Name of the issuer	Tata Capital Housing Finance Limited
Face Value (per security)	10,00,000

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Tranche Issue date/ Date of allotment		Friday, August 05, 2022	
Date of redemption		Tuesday, August 05, 2025	
Tenure and coupon rate		1,096 Days from deemed date of allotment Coupon Rate – 7.55% p.a.	
Frequency of the interest/ dividend payment (with specified dates)		Interest Frequency: Annually and on maturity	
		05-Aug-23	Rs. 75,500
		05-Aug-24	Rs. 75,500
		05-Aug-25	Rs. 75,500
Day Count Convention		Actual/ Actual	
Cash Flows	Day and date for coupon/ redemption becoming due	Number of daysfor denominator	Amount per NCD (in Rupees)
1st Coupon	Saturday, 05 August 2023	365	75,500
2nd Coupon	Monday, 05 August 2024	366	75,500
3rd Coupon	Tuesday, 05 August 2025	365	75,500
Principal	Tuesday, 05 August 2025		10,00,000
Total		-	12,26,500

TCHFL NCD “D” Series FY 2022-23 – Option - II

Name of the issuer		Tata Capital Housing Finance Limited	
Face Value (per security)		10,00,000	
Tranche Issue date/ Date of allotment		Friday, August 05, 2022	
Date of redemption		Tuesday, August 05, 2027	
Tenure and coupon rate		1,826 Days from deemed date of allotment Coupon Rate – 7.80% p.a.	
Frequency of the interest/ dividend payment (with specified dates)		Interest Frequency: Annually and on maturity	
		05-Aug-23	Rs. 78,000
		05-Aug-24	Rs. 78,000
		05-Aug-25	Rs. 78,000
		05-Aug-26	Rs. 78,000
		05-Aug-27	Rs. 78,000
Day Count Convention		Actual/ Actual	
Cash Flows	Day and date for coupon/ redemption becoming due	Number of daysfor denominator	Amount per NCD (in Rupees)
1st Coupon	Saturday, 05 August 2023	365	78,000
2nd Coupon	Monday, 05 August 2024	366	78,000
3rd Coupon	Tuesday, 05 August 2025	365	78,000
4th Coupon	Wednesday, 05 August 2026	365	78,000
5th Coupon	Thursday, 05 August 2027	365	78,000
Principal	Thursday, 05 August 2027		10,00,000
Total		-	13,90,000

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III. Any other changes:

FINANCIAL INFORMATION

- A. Columnar representation of the audited financial statements (i.e. Profit & Loss statement, Balance Sheet and Cash Flow statement) both on a standalone and consolidated basis for a period of three completed years and for the quarter ended prior to the date of the shelf placement memorandum or issue opening date, as applicable:**

Balance Sheet

(Rs. in lakh)

Particulars		As at June 30, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
ASSETS					
(1) Financial assets					
(a)	Cash and cash equivalents	15,282	70,526	56,829	1,67,561
(b)	Bank balances other than (a) above	22,062	47	32	30
(c)	Derivative financial instruments	533	-	16	4,419
(d)	Receivables				
	(i) Trade receivables	2,247	1,626	544	366
	(ii) Other receivables	-	-	-	-
(e)	Loans	30,15,872	28,49,575	24,69,453	26,86,246
(f)	Investments	61,681	1,78,616	1,50,476	452
(g)	Other financial assets	67,986	399	418	443
Total Financial assets		31,85,663	31,00,789	26,77,768	28,59,517
(2) Non-Financial assets					
(a)	Current tax assets (Net)	442	442	85	688
(b)	Deferred tax assets (Net)	15,621	14,970	14,919	13,127
(c)	Investment Property	335	348	359	359
(d)	Property, plant and equipment	2,421	2,187	1,548	1,891
(e)	Capital work-in-progress	620	352	-	24

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Particulars		As at June 30, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
(f)	Intangible assets under development	86	56	121	-
(g)	Goodwill	-	-	-	-
(h)	Other intangible assets	566	602	643	643
(i)	Right of use assets	4,148	3,625	2,949	3,461
(j)	Other non-financial assets	1,821	1,297	1,792	905
Total Non-Financial assets		26,060	23,879	22,416	21,098
Total Assets		32,11,723	31,24,668	27,00,184	28,80,615
LIABILITIES AND EQUITY					
LIABILITIES					
(1) Financial liabilities					
(a)	Derivative financial instruments	-	1,143	1,396	2,447
(b)	Payables				
	(i) Trade payables				
	- Total outstanding dues of micro enterprises and small enterprises	253	118	28	25
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	10,711	10,062	9,576	8,485
	(ii) Other payables				
	- Total outstanding dues of micro enterprises and small enterprises	-	-	-	
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	
(c)	Debt Securities	11,80,949	12,37,868	8,04,244	9,27,875
(d)	Borrowings (Other than debt securities)	15,08,484	13,78,404	14,65,365	15,77,799

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Particulars		As at June 30, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
(e)	Deposits	-	-	-	-
(f)	Subordinated liabilities	1,02,355	1,05,490	78,538	73,483
(g)	Lease Liabilities	4,588	4,041	3,349	3,724
(h)	Other financial liabilities	19,361	20,538	19,258	3,075
Total Financial liabilities		28,26,701	27,57,664	23,81,754	25,96,913
(2) Non-Financial liabilities					
(a)	Current tax liabilities (Net)	5,646	4,643	5,752	2,928
(b)	Provisions	2,998	2,834	2,516	1,777
(c)	Other non-financial liabilities	2,111	2,846	2,258	1,819
Total Non-Financial liabilities		10,755	10,323	10,526	6,524
(3) Equity					
(a)	Equity share capital	54,756	54,756	54,756	54,756
(b)	Other equity	3,19,511	3,01,925	2,53,148	2,22,422
Total Equity		3,74,267	3,56,681	3,07,904	2,77,178
Total Liabilities and Equity		32,11,723	31,24,668	27,00,184	28,80,615

Statement of Profit and Loss

(Rs. in lakh)

Particulars		For the quarter ended June 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020

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Particulars		For the quarter ended June 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
I	Revenue from operations				
(i)	Interest Income	75,874	2,72,251	2,82,021	2,92,631
(ii)	Fees and commission Income	1,621	4,712	4,001	3,349
(iii)	Net gain on fair value changes	655	2,492	3,564	2,097
(iv)	Net gain on derecognition of investment	-	87	-	-
II	Other income	2,729	6,148	2,328	3,098
III	Total Income (I+II)	80,879	2,85,690	2,91,914	3,01,175
IV	Expenses				
(i)	Finance costs	42,608	1,53,219	1,78,947	2,02,127
(ii)	Impairment on financial instruments	1,168	16,301	35,682	42,487
(iii)	Employee benefits expense	6,621	19,144	13,056	14,168
(iv)	Depreciation, amortisation expense and impairment	473	1,814	1,583	1,503
(v)	Other expenses	5,634	19,178	14,847	15,437
	Total expenses (IV)	56,504	2,09,656	2,44,115	2,75,722
V	Profit before exceptional items and tax (III-IV)	24,375	76,034	47,799	25,453
VI	Exceptional Items	-	-	-	-
VII	Profit before tax (V-VI)	24,375	76,034	47,799	25,453
VIII	Tax expense				

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Particulars		For the quarter ended June 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
	(1) Current tax	6,721	19,336	14,014	11,315
	(2) Deferred tax	(482)	(155)	(1,740)	(1,096)
	Total tax expense	6,239	19,181	12,274	10,219
IX	Profit for the period (VII-VIII)	18,136	56,853	35,525	15,234
X	Other Comprehensive Income				
	(i) Items that will be reclassified subsequently to statement of profit or loss				
	(a) The effective portion of gains and loss on hedging instruments in a cash flow hedge reserve	(675)	415	(207)	128
	(b) Income tax relating to effective portion of gain and loss on hedging instrument in a cash flow hedge	170	(104)	52	(32)
	(ii) Items that will not be reclassified subsequently to statement of profit or loss				
	(a) Remeasurement of defined employee benefit plans	(140)	52	289	(194)
	(b) Income tax relating to items that will not be reclassified to profit or loss	35	(13)	(73)	49
	Total Other Comprehensive Income (i+ii)	(610)	350	61	(49)
XI	Total Comprehensive Income for the period (IX+X) (Comprising Profit and Other Comprehensive Income for the period)	17,526	57,203	35,586	15,185
XII	Earnings per equity share (not annualised):				
	(1) Basic (Rs.)	3.31	10.38	6.49	3.11
	(2) Diluted (Rs.)	3.31	10.38	6.49	3.11

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Statement of Cash Flow

(Rs. in lakh)

Particulars		For the quarter ended June 30, 2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
1	Net Cash (Used In) / Generated From Operating Activities (A)	(2,15,912)	(3,08,606)	2,74,858	(51,178)
2	Net Cash Generated From / (Used In) Investing Activities (B)	94,811	(28,035)	(1,47,038)	52,993
3	Net Cash Generated From / (Used In) Financing Activities (C)	65,857	3,50,338	(2,38,552)	1,52,470
	Net Increase In Cash And Cash Equivalents (A+B+C)	(55,244)	13,697	(1,10,732)	1,54,285
	Cash And Cash Equivalents As At The Beginning Of The Period	70,526	56,829	1,67,561	13,276
	Cash And Cash Equivalents As At The End Of The Period	15,282	70,526	56,829	1,67,561
	Reconciliation of cash and cash equivalents as above with cash and bank balances				
	Cash and Cash equivalents at the end of the period as per above	15,282	70,526	56,829	1,67,561

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	Add : Restricted Cash	22,054	5	-	-
	Add: Fixed deposits with original maturity over 3 months	8	42	32	30
	Cash And Cash Equivalents And Other Bank Balances As At The End Of The Period	37,344	70,573	56,861	1,67,591

Auditors Report and Financial Statements (Consolidated): Not Applicable

Further, Audited Financial Results (Standalone) for the quarter ended June 30, 2022 along with Auditor's report refer below link:

<https://www.tatacapital.com/content/dam/tata-capital/pdf/tchfl/investor-information/financial-results/TCHFLOutcomeofBoardMeetingJune2022.pdf>

B. Key Operational and Financial Parameters (Standalone basis):

(Rs in Lakh)

Parameters	As on [30.06.2022]	As on [31.03.2022]	As on [31.03.2021]	As on [31.03.2020]
Balance Sheet				
Net Fixed assets	4,028	3,545	2,671	2,917
Current assets	-	-	-	-
Non-current assets (excluding Net Fixed assets above)	-	-	-	-
Cash & Cash equivalents	37,344	70,573	56,861	1,67,591
Loans	30,15,872	28,49,575	24,69,453	26,86,246
Investments	61,681	1,78,616	1,50,476	452
Other assets	92,798	22,359	20,723	23,409
Total assets	32,11,723	31,24,668	27,00,184	28,80,615
Non-Current Liabilities	-	-	-	-
(including maturities of long-term borrowings and short- term borrowings)	-	-	-	-
Financial (borrowings, trade payables, and other financial liabilities)	-	-	-	-

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Parameters	As on [30.06.2022]	As on [31.03.2022]	As on [31.03.2021]	As on [31.03.2020]
Provisions	-	-	-	-
Deferred tax liabilities (net)	-	-	-	-
Other non-current liabilities	-	-	-	-
Current Liabilities	-	-	-	-
(including maturities of long-term borrowings)	-	-	-	-
Financial (borrowings, trade payables, and other financial liabilities)	-	-	-	-
Provisions	-	-	-	-
Current tax liabilities (net)	-	-	-	-
Total Debt (borrowings)	27,91,788	27,21,762	23,48,147	25,79,157
Other Liabilities	45,668	46,225	44,133	24,280
Equity (equity and other equity)	3,74,267	3,56,681	3,07,904	2,77,178
Total equity and liabilities	32,11,723	31,24,668	27,00,184	28,80,615
Profit and Loss				
Total revenue				
From operation	78,150	2,79,542	2,89,586	2,98,077
Other income	2,729	6,148	2,328	3,098
Total Expenses	56,504	2,09,656	2,44,115	2,75,722
Total comprehensive income	17,526	57,203	35,586	15,185
Profit / loss before tax	24,375	76,034	47,799	25,453
Other comprehensive income	(610)	350	61	(49)
Profit / loss after tax	18,136	56,853	35,525	15,234
Earnings per equity share:				
(a) basic; and	3.31	10.38	6.49	3.11
(b) diluted	3.31	10.38	6.49	3.11
Continuing operations	3.31	10.38	6.49	3.11
Discontinued operations	N.A	N.A	N.A	N.A

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Parameters	As on [30.06.2022]	As on [31.03.2022]	As on [31.03.2021]	As on [31.03.2020]
Total Continuing and discontinued operations	3.31	10.38	6.49	3.11
Cash Flow				
Net cash used in / generated from operating activities	(2,15,912)	(3,08,606)	2,63,749	(51,178)
Net cash used in / generated from investing activities	94,811	(28,035)	(1,47,038)	52,993
Net cash used in / generated from financing activities	65,857	3,50,338	(2,27,443)	1,52,470
Cash and cash equivalents (at the beginning of the year)	70,526	56,829	1,67,561	13,276
Balance as per statement of cash flows (at the end of the period)	15,282	70,526	56,829	1,67,561

(Rs in Lakh)

Additional information	As at June 30, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Net worth	3,65,129	3,48,933	2,99,803	2,66,668
Cash and Cash Equivalents	15,282	70,526	56,829	1,67,561
Current Investments	61,681	1,78,616	1,50,476	452
Assets Under Management	30,98,502	29,31,116	25,44,226	27,48,063
Off Balance Sheet Assets	5,72,984	5,20,104	3,06,100	2,60,987
Total Debts to Total assets	87%	87%	87%	90%
Debt Service Coverage Ratios	NA	NA	0.12	0.07
Interest Income (YTD)	75,874	2,72,251	2,82,021	2,92,631
Interest Expense (YTD)	42,608	1,53,219	1,78,947	2,02,127
Interest service coverage ratio	NA	NA	1.27	1.13
Provisioning as on date	79,935	78,857	73,485	57,968
Write-offs as on date	86,225	83,840	67,463	45,945
Bad debts to Account receivable ratio	NA	NA	NA	NA

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Gross NPA (%)	1.62%	1.60%	2.14%	1.37%
Net NPA (%)	0.77%	0.73%	0.96%	0.53%
Tier I Capital Adequacy Ratio (%)	14.67%	14.12%	14.92%	13.78%
Tier II Capital Adequacy Ratio (%)	3.63%	3.70%	3.65%	4.43%
Debt: Equity Ratio	7.65	7.80	7.89	9.68

C. Key Operational and Financial Parameters (Consolidated financials):

Not applicable as the Company does not have any subsidiaries/associates.

D. Details of any other contingent liabilities of the issuer based on the last audited financial statements including amount and nature of liability.

Particulars	As at June 30, [2022]	As at March 31, [2022]	As at March 31, [2021]	As at March 31, [2020]
Suits filed against the Company	550	575	391	391
Bank Guarantee	25	25	-	-
Income Tax (Pending before Appellate authorities)	51	51	-	-

FINANCIAL POSITION – ADDITIONAL DISCLOSURES

- a. *Profits of the Company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of private placement offer cum application letter;*
- b. The Profit and Loss for March 31, 2022, March 31, 2021, March 31, 2020 under Ind AS is, as under:

Particulars	(Rs. in crore)		
	FY 2021-2022	FY 2020-2021	FY 2019-20
Profit before tax	760	478	255
Profit after tax	568	355	152

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c. Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid):

(Rs. in lakh)

Particulars		FY 2021-22	FY 2020-21	FY 2019-20
Dividend (Re. per share)	Equity	1.58	0.92	1.20
	Preference	-	-	0.9
		-	-	0.85
Dividend amount	Equity	8,651	5,038	6,571
	Preference	-	-	948
DDT		-	-	1,522
Interest Coverage ratio (times) (With CCCPS as Interest Cost)		1.50	1.27	1.07
Interest Coverage ratio (times) (Without CCCPS as Interest Cost)		1.50	1.27	1.08

d. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company:

There is no change in the accounting policies during the year ended March 31, 2022, March 31, 2021 and March 31, 2020.

TATA CAPITAL HOUSING FINANCE LIMITED

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SECTION II

OTHER MATERIAL CHANGES

1. RISK FACTORS

The below risk factors are to be read in conjunction with the Shelf Placement Memorandum dated December 09, 2021. The changes in the risk factors from the said shelf placement memorandum are represented below:

A. INTERNAL RISK FACTORS

- i. **As an HFC, we face the risk of default and non-payment by borrowers and other counterparties. Any such defaults and non-payments would result in write-offs and/or provisions in our financial statements which may have a material adverse effect on our profitability and asset quality.**

Any lending activity is exposed to credit risk arising from the risk of default and non-payment by borrowers. Our outstanding loan portfolio was ₹ 27,48,063 lakhs as of March 31, 2020, ₹ 25,44,226 lakhs as of March 31, 2021, ₹ 29,31,116 lakhs as of March 31, 2022 and stood at ₹ 30,98,502 lakhs as of June 30, 2022. The size of our loan portfolio is expected to continue to grow as a result of our expansion strategy. As our portfolio expands, we will be exposed to an increasing risk of defaults. Any negative trends or financial difficulties among our borrowers could increase the level of NPAs in our portfolio and adversely affect our business and financial performance. The borrowers may default on their repayment obligations due to various reasons including insolvency, lack of liquidity, operational failure, and other reasons. We also rely on collection agents to recover outstanding dues in the event of a default and such collection agents may not be successful in recovering outstanding dues. Further, any delay in enforcing the collateral due to delays in enforcement proceedings before courts of an appropriate forum, or otherwise could expose us to potential losses. Any such defaults and non-payments would result in write-offs and/or provisions in our financial statements which may materially and adversely affect our profitability and asset quality.

In deciding whether to extend credit to or enter into transactions with customers and counterparties, we rely largely on information furnished by or on behalf of our customers, including financial information, based on which we perform our credit assessment. We may also depend on certain representations and undertakings as to the accuracy, correctness and completeness of information, and the verification of the same by agencies to which such functions are outsourced. Any such information, if materially misleading, may increase the risk of default. Our financial condition and results of operations could be adversely affected by relying on information that may not be true or may be materially misleading.

Although we regularly review our credit exposures to clients and counterparties and to industries and geographical regions that we believe may present credit concerns, defaults may arise from events or circumstances that are difficult to detect or foresee.

As of June 30, 2022, a substantial portion of our loans advanced to customers had tenors exceeding one year. The long tenor of these loans may expose us to risks arising out of economic cycles. In addition, some of these loans are construction finance loans and there can be no assurance that these

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projects will perform as anticipated or that such projects will be able to generate sufficient cash flows to service commitments under the advances. We are also exposed to residential projects that are still under development and are open to risks arising out of delay in execution, such as delay in execution on time, delay in getting approvals from necessary authorities and breach of contractual obligations by counterparties, all of which may adversely impact our cash flows.

ii. Our business has grown consistently in the past. Any inability to maintain our growth may have a material adverse effect on our business, results of operations and financial condition.

Our revenue from operations for Fiscals 2020, 2021, 2022 and quarter ended June 30, 2022 was ₹ 2,98,077 lakh and ₹ 2,89,586 lakh, ₹ 2,79,542 lakh and ₹ 78,150 lakh respectively, and our profit after tax was ₹ 15,234 lakh, ₹ 35,525 lakh, ₹ 56,853 lakh and ₹ 18,136 lakh for Fiscals 2020, 2021, 2022 and quarter ended June 30, 2022 respectively.

Our growth strategy includes increasing the number of loans we extend, diversifying our product portfolio and expanding our customer base. There can be no assurance that our growth strategy will continue to be successful or that we will be able to continue to expand further or diversify our product portfolio.

In order to maintain our growth in future, we will, *inter alia*, need to continue to focus on: (i) raising funds at optimum costs; (ii) our managerial, technical and operational capabilities; (iii) the allocation of our resources; and (iv) our information and risk management systems. In addition, we may be required to manage relationships with a greater number of customers, third-party agents, lenders and other parties.

Our business depends significantly on our marketing initiatives. Additionally, we carry out certain marketing activities through our Promoter pursuant to a service agreement between our Company and our Promoter (the “**Service Agreement**”). Pursuant to the terms of the Service Agreement our Promoter has agreed to provide certain services to our Company in relation to marketing, management and administrative functions, in order to facilitate housing finance activities carried out by our Company. The duration of the service agreement has been extended to June 30, 2022. Our advertisement and business promotion expenses amounted to ₹ 1,304 lakh, ₹ 1,677 lakh, 1,601 lakh and ₹ 659 lakh in the fiscal years ended March 31, 2020, 2021, 2022 and quarter ended June 30, 2022 respectively. Our business sourcing expenses amounted to ₹ 6,300 lakh, ₹ 6,267 lakh, ₹ 9,138 lakh and ₹ 2,547 lakh for the years ended March 31, 2020, 2021, 2022 and quarter ended June 30, 2022 respectively. There can be no assurance in relation to the impact of such initiatives and any failure to achieve the desired results may negatively impact our ability to leverage our brand value. Further, there can be no assurance that we would be able to continue such initiatives in the future in a similar manner and on commercially viable terms.

Further, we cannot assure you that we will not experience issues such as capital constraints, difficulties in expanding our existing business and operations, and hiring and training of new personnel in order to manage and operate our expanded business.

Any or a combination of some or all of the above-mentioned factors may result in a failure to maintain the growth of our loan portfolio which may, in turn, have a material adverse effect on our business, results of operations and financial condition.

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iii. Our business is particularly vulnerable to volatility in interest rates, market risks and asset liability management risks which may have great impact on our financial performance.

A substantial component of our income is the interest income that we receive from the loans we disburse which comprised ₹ 75,874 lakhs or 94% of our total income of ₹ 80,879 lakhs for the quarter ended June 30, 2022, ₹ 2,72,251 lakhs or 95% of our total income of ₹ 2,85,690 lakhs for the year ended March 31, 2022, ₹ 2,82,021 lakhs or 97% of our total income of ₹ 2,91,914 lakhs for the year ended March 31, 2021 and ₹ 2,92,631 lakhs or 97% of our total income of ₹ 3,01,175 lakhs for the year ended March 31, 2020. Our interest income is affected by any volatility in interest rates in our lending operations. Our Company's borrowings are a mix of fixed and floating rates. A mismatch between assets and liabilities may cause our gross spreads to decline and adversely affect our probability. Interest rates are highly volatile due to many factors beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, and domestic and international economic and political conditions.

If there is an increase in the interest rates that we pay on our borrowings, which we are unable to pass on to our customers, our profitability may be affected. Further, to the extent our borrowings are linked to market interest rates, we may have to pay interest at a higher rate than lenders that borrow only at fixed interest rates. Our borrowings have interest rates that are a combination of fixed and floating rates, while the majority of our advances are on a floating rate basis. Fluctuations in interest rates may adversely affect our profitability. If there is a sudden or sharp rise in interest rates, we could be adversely affected by the decline in the market value of our securities portfolio. Our failure to pass on increased interest rates on our borrowings may cause our net interest income to decline, which would decrease our return on assets and could adversely affect our business, future financial performance and result of operations.

Also, when interest rates decline, we are subject to greater re-pricing and prepayment risks as borrowers take advantage of the attractive interest rate environment. In periods of low interest rates and high competition among lenders, borrowers may seek to reduce their borrowing cost by asking lenders to re-price loans. If we are required to re-price loans, it could adversely affect our profitability. If borrowers prepay loans, we will lose interest income expected from the loans over the course of their tenure and the return on our capital may be impaired if we are not able to deploy the received funds at similar interest rates. In addition, all housing finance providers in India are prohibited from charging pre-payment penalties on loans with variable interest rates granted to individual borrowers, which has led to balance transfer refinancing between lenders. Lenders, such as us, therefore usually witness high turnover of loans assets and face increased origination costs. If we are unable to recover the origination costs due to the short lifespan of the loans, our profitability could be adversely affected.

There can be no assurance that we will be able to adequately manage our interest rate risk in the future, which could have an adverse effect on our net interest margin.

iv. Any increase in the levels of NPAs in our loan portfolio, for any reason whatsoever, would adversely affect our business, results of operations and financial condition.

With the growth in our business, we expect an increase in our loan portfolio. Should the overall credit quality of our loan portfolio deteriorate, the current level of our provisions may not be adequate to cover further increases in the amount of our NPAs. There can be no assurance that there will be no

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further deterioration in our provisioning coverage as a percentage of gross NPAs or otherwise, or that the percentage of NPAs that we will be able to recover will be similar to our past experience of recoveries of NPAs.

As of June 30, 2022, our provisioning coverage as a percentage of our gross NPAs was 53.13 % (March 31, 2022: 54.71%). As of June 30, 2022, our gross NPAs as a percentage of our outstanding loans was 1.62 % (March 31, 2022: 1.60%), and our net NPAs, as a percentage of our net outstanding loans, was 0.77% (March 31, 2022: 0.73%). The provisioning in respect of our outstanding loan portfolio has been undertaken in accordance with Ind AS. The provisioning requirements of RBI guidelines are different from that of Ind AS. The current provisioning is sufficient to meet RBI requirements, however, we cannot assure the same in future. These provisioning requirements may require us to reserve lower amounts than the provisioning requirements applicable to financial institutions and banks in other countries. The provisioning requirements may also require the exercise of subjective judgments of management. The level of our provisions may be inadequate to cover further increases in the amount of our non-performing loans or decrease in the value of the underlying collateral. If our provisioning requirements are insufficient to cover our existing or future levels of nonperforming loans or other loan losses that may occur, or if future regulation requires us to increase our provisions, our ability to raise additional capital and debt funds at favourable terms, if at all, as well as our results of operations, liquidity and financial condition could be adversely affected. Furthermore, whilst our current gross NPAs are within the levels stipulated by NHB guidelines on refinance, we cannot assure you that our gross NPAs will continue to be within the levels stipulated and in the event our gross NPAs exceed the levels prescribed, our Company may face difficulty in obtaining refinance from NHB and we may become subject to regulatory action.

If the quality of our loan portfolio deteriorates or we are unable to implement effective monitoring and collection methods, our financial condition and results of operations may be adversely affected. In addition, we anticipate that the size of our loan portfolio will grow as a result of our expansion strategy in existing as well as new products, which will expose us to an increased risk of defaults.

Any negative trends or financial difficulties particularly among our borrowers could increase the level of NPAs in our portfolio and adversely affect our business and financial performance. If a significant number of our customers are unable to meet their financial obligations in a timely manner it may lead to an increase in our level of NPAs. If we are not able to prevent increases in our level of NPAs, our business and our future financial performance could be adversely affected.

- v. In order to sustain our growth, we will need to maintain a minimum capital adequacy ratio. There is no assurance that we will be able to raise capital when necessary in order to maintain such a ratio.**

The Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“RBI Directions”) currently require HFCs to comply with a capital to risk (weighted) assets ratio, or capital adequacy ratio (“CRAR”), consisting of Tier I and Tier II capital. As per the RBI Directions, we are required to maintain a minimum capital adequacy ratio, consisting of Tier I capital and Tier II capital. Regulation 6 of the RBI Directions currently requires all HFCs to comply with a CRAR, consisting of Tier I and Tier II capital, of not less than 13.0% of its aggregate risk weighted assets and of risk adjusted value of off-balance sheet items, on or before March 31, 2020, 14 % on or before March 31, 2021 and 15 % on or before March 31, 2022 and thereafter. At a

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minimum, Tier I capital of an HFC, at any point of time, cannot be less than 10 %. We must maintain this minimum capital adequacy level to support our continuous growth. Regulation 27.2. of the RBI Directions requires that no HFC shall have deposits inclusive of public deposits, the aggregate amount of which together with the amounts, if any, held by it which are referred in clauses (iii) to (vii) of sub-section (bb) of Section 45 I of the Reserve Bank of India Act, 1934 as also loans or other assistance from the NHB, in excess of (a) 14 times of its net owned funds (“NOF”) on or after March 31, 2020; (b) 13 times of its NOF on or after March 31, 2021; and (c) 12 times of its NOF on or after March 31, 2022.

Our capital adequacy ratio, calculated in accordance with Ind AS, was 18.30% as on June 30, 2022, 17.82 % as on March 2022, 18.57 % as at March 31, 2021 and 18.21 % as at March 31, 2020. Our ability to support and grow our business could be limited by a declining capital adequacy ratio if we are unable to access or have difficulty raising capital. Additionally, there is no assurance that the RBI will not increase the current capital adequacy ratio.

In particular, according to the RBI Directions, at no point can our total Tier II Capital exceed 100 % of the Tier I capital. This ratio is used to measure a HFCs capital strength and to promote the stability and efficiency of the housing finance system. As our asset book grows further, our CRAR may decline and this may require us to raise fresh capital. There is no assurance that RBI will not increase the minimum capital adequacy requirements. Should we be required to raise additional capital in the future in order to maintain our CRAR above the existing and future minimum required levels, we cannot guarantee that we will be able to obtain this capital on favourable terms, in a timely manner or at all. If we fail to meet the requirements prescribed by the RBI, then the RBI may take certain actions, including but not limited to levying penalties, restricting our lending activities, investment activities and asset growth, and suspending all but our low-risk activities and imposing restrictions on the payment of dividends.

vi. We are an HFC and subject to various regulatory and legal requirements. Also, future regulatory changes may have a material adverse effect on our business, results of operations and financial condition.

Our business is highly-regulated. The operations of HFCs are subject to various regulations framed by the Ministry of Corporate Affairs and the NHB and the RBI amongst others. We are also subject to the corporate, taxation and other laws in effect which require continued monitoring and compliance. These regulations, apart from regulating the manner in which a company carries out its business and internal operation, prescribe various periodical compliances and filings including but not limited to filing of forms and declarations with the relevant registrar of companies, and the NHB / RBI. Pursuant to the RBI Directions, HFCs are currently required to maintain a minimum CRAR consisting of Tier I and Tier II Capital which collectively shall not be less than 14.00 % on or before March 31, 2021 and 15% on or before March 31, 2022 and thereafter of their aggregate risk weighted assets and their risk adjusted value of off-balance sheet items.

The Finance Act includes the NHB Act Amendments, which have come into force on August 9, 2019. Pursuant to the NHB Act Amendments, amongst others, (i) application for registration as a HFC is required to be made to the RBI under the NHB Act, in place of NHB; (ii) HFCs are required to create reserve fund as per the provisions under the RBI Act and (iii) the RBI has the power to determine policy and issue directions in relation to housing finance institutions. The RBI, vide its

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notification dated August 13, 2019, has stated that it will come out with revised regulations for HFCs in due course. In the meantime, HFCs shall continue to comply with the directions and instructions issued by the NHB till the RBI issues a revised framework. NHB will continue to carry out supervision of HFCs and HFCs will continue to submit various returns to NHB as hitherto. However, any difference in interpretation of NHB Act Amendments by the RBI and NHB, may adversely impact our business.

The RBI vide the notification dated November 11, 2019, has amended the ‘Master Directions-Exemptions from the RBI Act, 1934’ by withdrawing the existing exemptions available to HFCs under the RBI Act. Further, the RBI issued a Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021 on February 17, 2021 related to maintenance of liquidity coverage ratio, risk management, asset classification and loan-to-value ratio, among others, for housing finance companies. Accordingly, there may be further scrutiny and instructions from the RBI in relation to the regulation of HFCs. If we fail to comply with such requirements, we may be subject to penalties or compounding proceedings.

The requirement for compliance with such applicable regulations presents a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. Further, if the interpretations of the regulators and authorities with respect to these regulations vary from our interpretation, we may be subject to penalties and our business could be adversely affected.

Furthermore, we are also subject to changes in laws, regulations and accounting principles. There can be no assurance that the laws and regulations governing companies generally or HFCs in particular, will not change in the future or that such changes or the interpretations or enforcement of existing and future laws and rules by governmental and regulatory authorities will not affect our business and future financial performance. The introduction of additional government controls or newly implemented laws and regulations, depending on the nature and extent thereof and our ability to make corresponding adjustments, may result in a material adverse effect on our business, results of operations and financial condition and our future growth plans. In particular, decisions taken by regulators concerning economic policies or goals that are inconsistent with our interests, could adversely affect our results of operations.

We cannot assure you that we will be in compliance with the various regulatory and legal requirements in a timely manner or at all. We cannot assure you that we will be able to adapt to new laws, regulations or policies that may come into effect from time to time with respect to the housing finance industry in general. Further, changes in tax laws may adversely affect demand for real estate and therefore, for housing finance, which will adversely affect our business, financial condition and results of operations.

vii. We may face maturity mismatches between our assets and liabilities in the future which may cause liquidity issues.

We regularly monitor our funding levels to ensure we are able to satisfy the requirements for loan disbursements and maturities on our liabilities. We follow the “Guidelines on Liquidity Risk Management Framework” issued by RBI. The difference between the value of assets and liabilities maturing in any time period provides the extent to which we are exposed to the liquidity risk. As is typical for several HFCs, a portion of our funding requirements is met through short-term funding sources, such as short-term bank loans, working capital demand loans, cash credit, short term loans

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and commercial papers. However, a large portion of our assets have medium or long-term maturities. In the event that our existing and committed credit facilities are withdrawn or are not made available to us, funding mismatches may be created and it could have an adverse effect on our business and our future financial performance.

On a cumulative basis as at June 30, 2022, our assets maturing within one year exceeded our liabilities maturing within the same period by ₹ 1,262 crore. As at June 30, 2022, our liabilities maturing between one year and three years exceeded our assets maturing within the same period by ₹ 9,524 crore and our liabilities maturing between three and five years exceeded our assets maturing within the same period by ₹ 10,226 crore, while our liabilities maturing in over 5 years exceeded our assets maturing within the same period by ₹ 1,396 crore.

We maintain diverse sources of funding and liquid assets to facilitate flexibility in meeting our liquidity requirements. Liquidity is provided by long-term borrowings from banks and mutual funds, short and long-term general financing through the domestic debt markets and retained earnings, proceeds from securitisation, refinancing from NHB.

viii. We may experience difficulties in geographically expanding our business and the products offered.

As part of our growth strategy, we continue to evaluate attractive growth opportunities to expand our business into new regions and markets. Currently, our business is geographically concentrated in the state of Maharashtra, with 26.98% of the total loans offered to customers in the state. Factors such as competition, customer requirements, regulatory regimes, culture, business practices and customs in these new markets may differ from those in our current markets, and our experience in our current markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete not only with other banks and financial institutions but also the local unorganised or semi-organised private financiers, who are more familiar with local regulations, business practices and customs, and have stronger relationships with potential customers.

As we continue to expand our geographic footprint, our business may be exposed to various additional challenges, including obtaining necessary governmental approvals, identifying and collaborating with local business and partners with whom we may have no previous working relationship; successfully marketing our products in markets with which we have no previous familiarity; attracting potential customers in a market in which we do not have significant experience or visibility; falling under additional local tax jurisdictions; attracting and retaining new employees; expanding our technological infrastructure; maintaining standardised systems and procedures; and adapting our marketing strategy and operations to different regions of India or outside of India in which different languages are spoken.

Further, of our total loan portfolio, majority forms part of the retail loans that we offer to our customers and we may not be able to effectively diversify our loan portfolio. To address such challenges, we may have to make significant investments that may not yield desired results or incur costs that we may not recover. Our inability to expand our current operations may adversely affect our business prospects, financial conditions and results of operations.

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Our inability to expand our current operations or withdrawal from the present locations would consequently change the number of branches across India and may adversely affect our business prospects, financial conditions and results of operations.

ix. We have experienced negative cash flows in relation to our operating activities in recent years and any negative cash flows in the future would adversely affect our results of operations and financial condition.

We had a negative cash flow from operating activities, mainly due to increase in our loan book, of ₹ 2,15,912, ₹ 3,08,606 lakh and ₹ 51,178 lakh for the quarter ended June 30, 2022, year ended March 31, 2022 and March 31, 2020 respectively. For the year ended March 2021, we had a positive cash flow from operating activities of ₹ 2,74,858 lakh.

We may experience negative cash flows in future, which could adversely affect our business prospects, financial condition and results of operations.

x. The current trading of our existing listed secured, redeemable, non-convertible debentures and unsecured, redeemable, non-convertible subordinated debentures (tier II capital) may not reflect the liquidity of the NCDs being offered through this Issue.

The outstanding position as on June 30, 2022 (All NCDs have been listed):

Instrument	Nature	Nature of Issuance	Outstanding (Rs. in lakh)	Stock Exchange
Non-Convertible Debentures	Secured & Redeemable	Private	8,27,960	NSE
Non-Convertible Debentures	Market Linked NCDs	Private	990	NSE
Non-Convertible Debentures	Secured & Subordinated Debenture	Public	2,00,000	NSE & BSE
Non-Convertible Debentures	Subordinated Debt	Private	90,320	NSE

xi. There are other lenders and debenture trustees who have pari passu charge over the Security provided.

There are other lenders and debenture trustees of our Company who have *pari passu* charge over the Security provided for this Issue. While our Company is required to maintain 100 % security cover or higher security cover for the Secured NCDs and interest thereon, upon our Company's bankruptcy, winding-up or liquidation, the other lenders and debenture trustees will rank *pari passu* with the NCD Holders and to that extent, may reduce the amounts recoverable by the NCD Holders.

xii. The NCD Holders may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the NCDs. Failure or

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delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the NCDs could expose the holders to a potential loss.

Our ability to pay interest accrued on the NCDs and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors *inter alia* including our financial condition, profitability and the general economic conditions in India and in the global financial markets. We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the NCDs and/or the interest accrued thereon in a timely manner or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the secured NCD Holders on the assets adequate to ensure 100 % security cover or higher security cover for the Secured NCDs and interest thereon, the realisable value of the assets charged as security, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the Secured NCDs. A failure or delay to recover the expected value from a sale or disposition of the assets charged as security in connection with the Secured NCDs could expose you to a potential loss.

xiii. We are subject to periodic inspections by the RBI / NHB. Non-compliance with the RBI's / NHB's observations made during any such inspections could adversely affect our reputation, business, financial condition, results of operations and cash flows

The RBI has amended the 'Master Directions - Exemptions from the RBI Act, 1934' vide their notification dated November 11, 2019, by withdrawing the existing exemptions available to HFCs under the RBI Act. Pursuant to this notification, the NHB, on being directed by RBI, has the power inspect our books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the NHB or for obtaining any information, which we may have failed to furnish when called upon to do so. However, pursuant to the NHB Act Amendments, the RBI will also have the power to conduct such inspections, in addition to the NHB. The most recent inspection by the NHB was conducted with respect to the position of our Company as on March 31, 2019 and March 31, 2020, pursuant to which the NHB issued its observations by way of its letter dated December 29, 2020 ("**Observations**"). Our Company provided its response and informed the NHB regarding the status of our compliance in relation to such Observations on March 15, 2021. Subsequently, the Company had received a Show cause notice ("SCN") from NHB dated May 6, 2021. The Company had responded to the SCN and the matter was concluded. NHB has also responded to the same by caution notice dated June 22, 2021. However, there can be no assurance that NHB will consider such steps to be adequate and treat the observations as being duly complied with. The NHB may take appropriate actions against our Company which could have a material and adverse effect on our business and our overall financial condition.

2. EXISTING CHARGES ON DEBT CONTRACTED AND PERMISSION TO DEAL WITH ASSETS CHARGED:

A. Details of charge satisfaction:

1. The Secured, Redeemable Non-Convertible Debentures issued by the Company under private placement together with interest, costs, charges, remuneration of the Debenture Trustee and all other moneys payable in respect thereof are secured vide Debenture Trust Deed dated May 31, 2016 with IDBI Trusteeship Services Limited for Rs.40,800 lakh and First Amendment to the Debenture Trust Deed dated October 26, 2016, by way of creation of first pari-passu charge on:

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- a) Specific immovable property of the Company.
- b) Specific Receivables of the Borrower arising out of its business.
- a) Such other receivables as may be identified by the borrower from time to time and provided as security and periodically advised to lenders & security trustee.

Under the Debenture Trust Deed dated May 31, 2016 securing the Secured, Redeemable, Non-Convertible Debentures issued on private placement basis, the Company has the right to deal with the abovementioned assets including the right to create further first pari-passu charge on the immovable property, under written intimation to the Security Trustee, with any other Security Trustee, Debenture Trustee, lender or National Housing Bank, provided the Asset Cover Ratio is maintained. The said Charge is satisfied and filed with ROC on January 10, 2022.

2. The Secured, Redeemable Non-Convertible Debentures issued by the Company under private placement together with interest, costs, charges, remuneration of the Debenture Trustee and all other moneys payable in respect thereof are secured vide Debenture Trust Deed dated July 17, 2013 read with Supplementary Debenture Trust Deed dated July 15, 2014 with IDBI Trusteeship Services Limited for Rs. 100,000 lakh by way of creation of first pari-passu charge on:

- Specific immovable property of the Company;
- Specific Receivables of the Borrower arising out of its business.;
- Such other receivables as may be identified by the borrower from time to time and provided as security and periodically advised to lenders & security trustee.

Under the Debenture Trust Deed dated July 17, 2013 read with Supplementary Debenture Trust Deed dated July 15, 2014 securing the Secured, Redeemable, Non-Convertible Debentures issued on private placement basis, the Company has the right to deal with the abovementioned assets including the right to create further first pari-passu charge on the immovable property, under written intimation to the Security Trustee, with any other Security Trustee, Debenture Trustee, lender or National Housing Bank, provided the Asset Cover Ratio is maintained. The said Charge is satisfied and filed with ROC on May 30, 2022.

3. The Secured, Redeemable Non-Convertible Debentures issued by the Company under private placement together with interest, costs, charges, remuneration of the Debenture Trustee and all other moneys payable in respect thereof are secured vide Debenture Trust Deed dated August 19, 2016 with IDBI Trusteeship Services Limited for Rs. 1,09,200 lakh by way of creation of first pari-passu charge on:

- Specific immovable property of the Company;
- Specific Receivables of the Borrower arising out of its business;
- Such other receivables as may be identified by the borrower from time to time and provided as security and periodically advised to lenders & security trustee.

Under the Debenture Trust Deed dated August 19, 2016 securing the Secured, Redeemable, Non-Convertible Debentures issued on private placement basis, the Company has the right to deal with the abovementioned assets including the right to create further first pari-passu charge on the immovable property, under written intimation to the Security Trustee, with any other Security Trustee, Debenture Trustee, lender or National Housing Bank, provided the Asset Cover Ratio is maintained. The said Charge is satisfied and filed with ROC on May 30, 2022.

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4. The Secured, Redeemable Non-Convertible Debentures issued by the Company under private placement together with interest, costs, charges, remuneration of the Debenture Trustee and all other moneys payable in respect thereof are secured vide Debenture Trust Deed dated November 2, 2011 and rectification deed dated November 28, 2011 with IDBI Trusteeship Services Limited for Rs. 60,000 lakh by way of creation of first pari-passu charge on:
 - Specific immovable property of the Company;
 - Specific Receivables of the Borrower arising out of its business;
 - Such other receivables as may be identified by the borrower from time to time and provided as security and periodically advised to Lenders & Security Trustee.

Under the Debenture Trust Deed dated November 2, 2011 and rectification deed dated November 28, 2011 securing the Secured, Redeemable, Non-Convertible Debentures issued on private placement basis, the Company has the right to deal with the abovementioned assets including the right to create further first pari-passu charge on the immovable property, under written intimation to the Security Trustee, with any other Security Trustee, Debenture Trustee, lender or National Housing Bank, provided the Asset Cover Ratio is maintained. The said Charge is satisfied effective June 17, 2022 and has been filed with ROC.

5. The Unsecured NCDs issued on private placement basis by the Company are unsecured and subordinated to the claims of all creditors. The Company has executed 'Trustee Agreement up to an amount of Rs. 7,500 Lakh with IL&FS Trust Company Limited' on July 21, 2011 for the above Subordinated Debentures.

The Company shall be entitled to make further issue of Debentures and/or raise further loans and/or avail of further deferred payment/guarantee facilities from time to time for such amounts and from such persons/public financial institutions/banks or any other financial corporations or body corporate without the consent of, the Debenture Holders or the Debenture Trustee in this connection. The said Debenture Trust Deed is satisfied on June 08, 2022.

B. Details of charge creation and modification:

1. Under the Deed of Hypothecation dated October 4, 2011 for Rs. 50 crore, December 20, 2012 for Rs. 100 crore, May 8, 2013 for Rs. 50 crore, October 30, 2013 for Rs. 110 crore, January 21, 2014 for Rs. 190 crore, June 10, 2014 for Rs. 300 crore, December 18, 2014 for Rs. 400 crore, April 9, 2015 for Rs. 350 crore, September 9, 2015 for Rs. 400 crore, February 12, 2016 for Rs. 600 crore, August 24, 2016 for Rs. 500 crore, November 15, 2016 for Rs. 1,000 crore, April 13, 2017 for Rs. 1,500 crore, September 7, 2017 for Rs. 750 crore, March 9, 2018 for Rs. 500 crore, June 27, 2018 for Rs. 1,000 crore, October 29, 2018 for Rs. 1,000 crore, March 12, 2021 for Rs. 900 crore (with subsequent latest modification being November 1, 2021), June 9, 2021 for Rs. 300 crore and January 31, 2022 for Rs. 1,500 crore (with subsequent latest modification being July 28, 2022) exclusive charge on book debts of the Company which are financed or to be financed out of NHB loan Assistance in favour of National Housing Bank has been created.
2. The Company's specified assets, are charged in favour of IDBI Trusteeship Services Limited who is acting on behalf of various lending banks vide Security Trustee Agreement Cum Deed of

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Hypothecation (“STADOH”) dated February 28, 2022 for Rs. 10,00,000 Lakh. Hypothecated Assets which includes Receivable and other assets which are define in said STADOH.

As per the STADOH dated February 28, 2022, as the Asset Cover Ratio is maintained by the Company, the Company shall have all the rights to deal with the Hypothecated Assets in the normal course of business including, inter alia, the right to transfer, securitise, lien mark, assign bilaterally its assets and receivables in the ordinary course of business and/or to create a further exclusive, non-exclusive, first/second/pari-passu/ residual (subject to maintaining the Asset Cover Ratio) charge on the Hypothecated Assets or any part thereof and/or as elsewhere mentioned in this Agreement, and in either case the Company shall not be required to obtain any consent/approval from the Lenders or the Security Trustee for the same.

3. INTRODUCTION AND DETAILS OF THE COMPANY

Access to capital

We are subject to the capital adequacy requirements prescribed by the RBI. We are currently required to maintain a minimum Capital Adequacy Ratio (“CAR”) of 15%. CAR stood at 18.30% as on June 30, 2022, 17.82% as on March 31, 2022, 18.57% as on March 31, 2021 and 18.21% as on March 31, 2020. We have adequate capitalization plans to cater our business projections. We have been rated “CRISIL AAA/Stable” by CRISIL which indicates high degree of safety with regard to timely payment of interest and principal on the instrument. Our credit rating, risk containment measures and brand value help us to access capital on relatively favorable terms.

The Company operates through 144 branches as on June 30, 2022.

4. BRIEF HISTORY, CAPITAL STRUCTURE AND OBJECTS OF THE ISSUE

DETAILS OF SHARE CAPITAL AS ON JUNE 30, 2022:

Particulars	Amount in Rs.
Share Capital	
Authorised	
250,00,00,000 Equity Shares of Rs. 10 each	2500,00,00,000
200,00,00,000 Compulsorily Convertible Cumulative Preference Shares (“CCCPS”) of Rs. 10 each	2000,00,00,000
Total	4500,00,00,000
Issued	
54,75,55,612 Equity Shares of Rs. 10 each	5,47,55,56,120
Total	5,47,55,56,120
Subscribed & Paid Up	
54,75,55,612 Equity Shares of Rs. 10 each	5,47,55,56,120
Total	5,47,55,56,120

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CHANGES IN CAPITAL STRUCTURE OF THE COMPANY AS ON JUNE 30, 2022:

Date of AGM / EGM	Particulars
At the time of incorporation	The Authorised share capital of the Company at the time of incorporation was Rs. 100,00,00,000/- divided into 10,00,00,000 Equity shares of Rs.10/- each.
January 24, 2011 (EGM)	The Authorised Share Capital of the Company was increased from Rs. 100 crore divided into 10,00,00,000 Equity shares of Rs.10/- each. to Rs.150 crore divided into 15,00,00,000 Equity shares of Rs.10/- each.
August 30, 2011 (AGM)	The Authorised Share Capital of the Company was increased from Rs. 150 crore divided into 15,00,00,000 Equity shares of Rs.10/- each. to Rs.500 crore divided into 50,00,00,000 Equity shares of Rs.10/- each.
October 19, 2012 (EGM)	The Authorised Share Capital of the Company was increased from Rs. 500 crore divided into 50,00,00,000 Equity shares of Rs.10/- each. to Rs. 600 crore divided into 55,00,00,000 Equity shares of Rs.10/- each and 5,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each.
December 14, 2012 (EGM)	The Authorised Share Capital of the Company was increased from Rs. 600 crore divided into 55,00,00,000 Equity shares of Rs.10/- each and 5,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each to Rs. 900 crore divided into 60,00,00,000 Equity shares of Rs.10/- each and 30,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each.
March 5, 2014 (EGM)	The Authorised Share Capital of the Company was increased from Rs. 900 crore divided into 60,00,00,000 Equity shares of Rs.10/- each and 30,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each to Rs. 1,250 crore divided into 75,00,00,000 Equity shares of Rs.10/- each and 50,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each.
March 30, 2015 (EGM)	The Authorised Share Capital of the Company was increased from Rs. 1,250 crore divided into 75,00,00,000 Equity shares of Rs.10/- each and 50,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each to Rs. 2,500 crore divided into 140,00,00,000 Equity shares of Rs.10/- each and 110,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each.
May 23, 2016 (AGM)	The Authorised Share Capital of the Company was increased from Rs. 2,500 crore divided into 140,00,00,000 Equity shares of Rs.10/- each and 110,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each to Rs. 4,500 crore divided into 250,00,00,000 Equity shares of Rs.10/- each and 200,00,00,000 Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- each.

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EQUITY SHARE CAPITAL HISTORY OF THE COMPANY AS ON JUNE 30, 2022:

Date of the Allotment	No. of Equity Shares	Face value (Rs)	Issue Price (Rs)	Consideration (cash, other than cash etc.)	Nature of Allotment	Cumulative			Remarks
						No of Equity shares	Equity share capital (Rs)	Equity Share Premium (in Rs)	
17.10.2008	1,00,00,000	10	10	Cash	Subscription to the Memorandum of Association	1,00,00,000	10,00,00,000	-	-
24.09.2009	50,00,000	10	10	Cash	Rights Issue	1,50,00,000	15,00,00,000	-	-
29.10.2009	20,00,000	10	10	Cash	Rights Issue	1,70,00,000	17,00,00,000	-	-
07.11.2009	30,00,000	10	10	Cash	Rights Issue	2,00,00,000	20,00,00,000	-	-
02.12.2009	1,00,00,000	10	10	Cash	Rights Issue	3,00,00,000	30,00,00,000	-	-
25.03.2010	1,00,00,000	10	10	Cash	Rights Issue	4,00,00,000	40,00,00,000	-	-
05.04.2010	1,00,00,000	10	10	Cash	Rights Issue	5,00,00,000	50,00,00,000	-	-
25.10.2010	1,50,00,000	10	10	Cash	Rights Issue	6,50,00,000	65,00,00,000	-	-
05.01.2011	2,00,00,000	10	10	Cash	Rights Issue	8,50,00,000	85,00,00,000	-	-
11.01.2011	1,50,00,000	10	10	Cash	Rights Issue	10,00,00,000	100,00,00,000	-	-
17.03.2011	2,50,00,000	10	10	Cash	Rights Issue	12,50,00,000	125,00,00,000	-	-
30.03.2011	2,50,00,000	10	10	Cash	Rights Issue	15,00,00,000	150,00,00,000	-	-
27.12.2011	2,08,33,333	10	12 (including premium of Rs 2/- each)	Cash	Rights Issue on premium	17,08,33,333	170,83,33,330	4,16,66,666	-
23.02.2012	2,08,33,333	10	12 (including premium of Rs 2/- each)	Cash	Rights Issue on premium	19,16,66,666	191,66,66,660	8,33,33,332	-
06.03.2012	2,08,33,333	10	12 (including premium of Rs 2/- each)	Cash	Rights Issue on premium	21,24,99,999	212,49,99,990	12,49,99,998	-
16.03.2012	2,08,33,333	10	12 (including premium)	Cash	Rights Issue on premium	23,33,33,332	233,33,33,320	16,66,66,664	-

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			of Rs 2/- each)						
08.08.2012	2,00,00,000	10	13 (including premium of Rs 3/- each)	Cash	Rights Issue on premium	25,33,33,332	253,33,33,320	22,66,66,664	-
01.02.2019	56,376,968*	10	72.37 (including premium of Rs. 62.37/- each)	Cash	Conversion of CCCPS into equity shares	30,97,10,300	3,09,71,03,000	3,516,230,320	-
12.03.2020	2,07,18,232#	10	72.40 (including premium of Rs. 62.40/- each)	Cash	Rights Issue on premium	3,30,42,85,32	3,30,42,85,320	1,29,28,17,677	-
13.03.2020	21,71,27,080^	10	72.40 (including premium of Rs. 62.40/- each)	Cash	Conversion of CCCPS into equity shares	54,75,55,612	5,47,55,56,120	13,54,87,29,792	-

*56,376,968 Equity Shares were issued as a result of voluntary conversion of 40,80,00,000 CCCPS of Rs. 10/- each held by TCL, the holding Company, into Equity Shares of the Company at a fair value of Rs. 72.37 per equity share.

#2,07,18,232 Equity Shares of Rs. 10/- each were issued at a premium of Rs. 62.40 per share to TCL, the holding Company, on a 'Rights basis'.

^21,71,27,080 Equity Shares were issued as a result of voluntary conversion of 1,57,20,00,000 CCCPS of Rs. 10/- each held by TCL, the holding Company, into Equity Shares of the Company at a fair value of Rs. 72.40 per equity share.

COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARE CAPITAL HISTORY OF THE COMPANY AS ON JUNE 30, 2022:

Date of Allotment	No. of CCCPS	Face value (Rs.)	Issue Price (Rs.)	Consideration (in Rs. Thousands)	Nature of Allotment	Cumulative		
						No. of CCCPS	CCCPS Capital (Rs)	Share Premium (in Rs.)
12.11.2012	2,60,00,000	10	10	2,60,000	Rights Issue	2,60,00,000	26,00,00,000	-
03.12.2012	2,40,00,000	10	10	2,40,000	Rights Issue	5,00,00,000	50,00,00,000	-
04.01.2013	3,00,00,000	10	10	3,00,000	Rights Issue	8,00,00,000	80,00,00,000	-
28.03.2013	2,50,00,000	10	10	2,50,000	Rights Issue	10,50,00,000	105,00,00,000	-
04.06.2013	1,00,00,000	10	10	1,00,000	Rights Issue	11,50,00,000	115,00,00,000	-
28.06.2013	1,00,00,000	10	10	1,00,000	Rights Issue	12,50,00,000	125,00,00,000	-
30.07.2013	2,00,00,000	10	10	2,00,000	Rights Issue	14,50,00,000	145,00,00,000	-
08.08.2013	2,00,00,000	10	10	2,00,000	Rights Issue	16,50,00,000	165,00,00,000	-
20.09.2013	2,00,00,000	10	10	2,00,000	Rights Issue	18,50,00,000	185,00,00,000	-

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02.12.2013	2,00,00,000	10	10	2,00,000	Rights Issue	20,50,00,000	205,00,00,000	-
06.02.2014	2,90,00,000	10	10	2,90,000	Rights Issue	23,40,00,000	234,00,00,000	-
26.03.2014	2,00,00,000	10	10	2,00,000	Rights Issue	25,40,00,000	254,00,00,000	-
28.05.2014	3,00,00,000	10	10	3,00,000	Rights Issue	28,40,00,000	284,00,00,000	-
27.06.2014	2,00,00,000	10	10	2,00,000	Rights Issue	30,40,00,000	304,00,00,000	-
28.08.2014	1,50,00,000	10	10	1,50,000	Rights Issue	31,90,00,000	319,00,00,000	-
29.09.2014	1,00,00,000	10	10	1,00,000	Rights Issue	32,90,00,000	329,00,00,000	-
28.11.2014	3,50,00,000	10	10	3,50,000	Rights Issue	36,40,00,000	364,00,00,000	-
30.01.2015	3,00,00,000	10	10	3,00,000	Rights Issue	39,40,00,000	394,00,00,000	-
31.03.2015	2,00,00,000	10	10	2,00,000	Rights Issue	41,40,00,000	414,00,00,000	-
30.04.2015	1,00,00,000	10	10	1,00,000	Rights Issue	42,40,00,000	424,00,00,000	-
25.05.2015	7,80,00,000	10	10	7,80,000	Rights Issue	50,20,00,000	502,00,00,000	-
30.11.2015	5,70,00,000	10	10	5,70,000	Rights Issue	55,90,00,000	559,00,00,000	-
23.03.2016	10,00,00,000	10	10	10,00,000	Rights Issue	65,90,00,000	659,00,00,000	-
30.06.2016	3,00,00,000	10	10	3,00,000	Rights Issue	68,90,00,000	689,00,00,000	-
30.06.2016	3,50,00,000	10	10	3,50,000	Rights Issue	72,40,00,000	724,00,00,000	-
22.11.2016	10,00,00,000	10	10	10,00,000	Rights Issue	82,40,00,000	824,00,00,000	-
31.07.2017	11,10,00,000	10	10	11,10,000	Rights Issue	93,50,00,000	935,00,00,000	-
21.03.2018	19,00,00,000	10	10	19,00,000	Rights Issue	1,12,50,00,000	11,25,00,00,000	-
01.08.2018	8,50,00,000	10	10	8,50,000	Rights Issue	1,21,00,00,000	12,10,00,00,000	-
05.09.2018	5,00,00,000	10	10	5,00,000	Rights Issue	1,26,00,00,000	12,60,00,00,000	-
28.12.2018	15,00,00,000	10	10	15,00,000	Rights Issue	1,41,00,00,000	14,10,00,00,000	-
26.03.2019	27,00,00,000	10	10	27,00,000	Rights Issue	1,68,00,00,000	16,80,00,00,000	-
30.04.2019	30,00,00,000	10	10	30,00,000	Rights Issue	1,98,00,00,000	19,80,00,00,000	-

Notes:

1. On February 1, 2019, 40,80,00,000 CCCPS of Rs. 10/- each held by TCL, the holding company, were voluntarily converted into 56,376,968 Equity Shares of Rs. 10/- each, at a fair value of Rs. 72.37 per equity share.
2. On March 13, 2020, 1,57,20,00,000 CCCPS of Rs. 10/- each held by TCL, the holding company, were voluntarily converted into 21,71,27,080 Equity Shares of Rs. 10/- each, at a fair value of Rs. 72.40 per equity share.

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SHAREHOLDING PATTERN OF THE COMPANY AS ON JUNE 30, 2022:

Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	7*	54,75,55,612	-	-	54,75,55,612	100	54,75,55,612	0	54,75,55,612	100	0	100	0	0	54,75,55,612		
(B)	Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0	0	0	0	0	0		
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
	Total	7	54,75,55,612	-	-	54,75,55,612	100	54,75,55,612	0	54,75,55,612	100	0	100	0	0	54,75,55,612		

*Includes shareholders holding shares jointly with Tata Capital Limited

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

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category and name of the shareholders	Entity type i.e. promoter OR promoter group entity (except promoter)	PAN	No. of shareholders	No. of fully paid-up equity shares held	Partly paid-up equity share held	No. of shares underlying Depository Receipts	Total no. of shares held	Share holding % calculated as per SCR R, 1957	Number of voting rights held in each class of securities			No. of shares underlying outstanding convertible securities (as a percentage of diluted share capital)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No. of locked in shares		No. of shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	
										No. of voting rights					Total as a % of Total voting rights	No.	As a % of total shares held	No.		As a % of total shares held
										Class X	Class Y	Total								
1)	Indian																			
(a)	Individuals/Hindu undivided Family	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Central Government/ State Government(s)	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions/Banks	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)																			
	Body Corporate	Promoter	AADCP9147P	7	54,75,55,612	0	0	54,75,55,612	100	54,75,55,612	0	54,75,55,612	100	0	100	0	0	0	0	54,75,55,612
	Sub-Total (A)(1)			7	54,75,55,612	0	0	54,75,55,612	100	54,75,55,612	0	54,75,55,612	100	0	100	0	0	0	0	54,75,55,612

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2	Foreign																			
(a)	Individuals (Non-Resident Individuals/ Foreign individuals)	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Government	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Institutions	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investors	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-total (A)(2)	-	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)			7	54,75,55,612	0	0	54,75,55,612	100	54,75,55,612	0	54,75,55,612	100	0	100	0	0	0	0	54,75,55,612

Table III - Statement showing shareholding pattern of the Public shareholder: Nil

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder: Nil

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LIST OF TOP TEN EQUITY SHAREHOLDERS AS AT JUNE 30, 2022

Sr.	Name of the shareholder	Total no of Equity Shares	No of shares in demat form	Total shareholding as % of total no of equity shares
1	Tata Capital Limited and its nominees	54,75,55,606	54,75,55,606	100%
2	Tata Capital Limited J/w Mr. Rajiv Sabharwal	1	1	
3	Tata Capital Limited J/w Mr. Mahadeo Raikar	1	1	
4	Tata Capital Limited J/w Mr. Anil Kaul	1	1	
5	Tata Capital Limited J/w Mr. Kiran Joshi	1	1	
6	Tata Capital Limited J/w Mr. Avijit Bhattacharya	1	1	
7	Tata Capital Limited J/w Mr. Rakesh Bhatia	1	1	
TOTAL		54,75,55,612	54,75,55,612	



DETAILS OF CURRENT DIRECTORS OF THE COMPANY:

Name, Designation, and DIN	Age	Address	Date of appointment	Directorships in other Companies	Whether willful defaulter (Yes/No)
Mr. Mehernosh B. Kapadia Designation: Independent Director DIN: 00046612	67 years	F/8, Godrej Baug, Off Napean Sea Road, Mumbai- 400 026	24/10/2017	<ul style="list-style-type: none"> • HDFC ERGO General Insurance Company Limited • Siemens Limited • HDFC Trustee Company Limited • C&S Electric Limited 	No
Mr. Rajiv Sabharwal Designation: Chairman and Non-Executive Director DIN: 00057333	56 years	C-183, Kalpataru Sparkle, N. Dharmadhikari Road, Gandhinagar, Bandra East, Mumbai – 400 051	11/01/2018	<ul style="list-style-type: none"> • Tata Securities Limited • Tata Realty and Infrastructure Limited • Tata Capital Limited • Tata Capital Financial Services Limited • Tata Cleantech Capital Limited • Tata Capital Pte. Ltd., Singapore • Tata Capital Advisors Pte. Ltd., Singapore • Tata Asset Management Private Limited 	No
Ms. Anuradha E. Thakur Designation : Independent Director DIN : 06702919	74 years	B-7 3 rd Floor, Bageshree Shankar Ghanekar Marg, Prabhadevi, Mumbai – 400 025.	16/02/2015	<ul style="list-style-type: none"> • Tata Capital Financial Services Limited • Tata Asset Management Private Limited • Privi Speciality Chemicals Limited 	No



Mr. Ankur Verma Designation : Non-Executive Director DIN : 07972892	46 years	A-501, Attria, Akruti Housing Society, Saiwadi Andheri East, Mumbai – 400 069	12/04/2018	<ul style="list-style-type: none"> • Tata Teleservices Limited • Tata AutoComp Systems Limited • Tata Elxsi Limited • Tata Teleservices (Maharashtra) Limited • Tata Play Limited • Tata IMG Technologies Private Limited • 	No
Mr. Sujit Kumar Varma Designation: Independent Director DIN: 09075212	61 years	Flat No. 1006, Tower 2, Casa Grande, Senapati Bapat Marg, Opp. Peninsula Corporate Park, Lower Parel, Mumbai - 400013	01/02/2022	<ul style="list-style-type: none"> • Waaree Energies Limited • Tata Asset Management Private Limited • Evyavan Assets Management Limited • Evyavan Capital Advisors Limited • Capri Global Asset Reconstruction Private Limited • Tata Pension Management Limited • Tata Cleantech Capital Limited • L&T Metro Rail (Hyderabad) Limited 	No
Mr. Anil Kaul Designation: Managing Director DIN : 00644761	56 years	B-305, Ashok Towers, Dr. Babasaheb Ambedkar Road, Parel, Mumbai – 400 012	18/07/2018	-	No



DETAILS OF CHANGE IN DIRECTORS OF THE COMPANY SINCE LAST THREE YEARS:

Name, Designation and DIN	Date of Appointment	Date of Cessation, if applicable	Date of resignation, if applicable	Remarks
Mr. Janki Ballabh Designation: Independent Director DIN: 00011206	-	23.10.2017	-	Retirement
Mr. Mehernosh B. Kapadia Designation: Independent Director DIN: 00046612	24.10.2017	-	-	Appointment
Mr. Shailesh H. Rajadhyaksha Designation: Non-Executive Director DIN: 00020465	-	-	01.12.2017	Resignation
Mr. Rajiv Sabharwal Designation: Non-Executive Director DIN: 00057333	11.01.2018	-	-	Appointment
Mr. Praveen P. Kadle Designation: Non-Executive Director DIN: 00016814	-	-	31.03.2018	Resignation
Mr. Ankur Verma Designation: Non-Executive Director DIN: 07972892	12.04.2018	-	-	Appointment
Mr. R. Vaithianathan Designation: Managing Director DIN: 05267804	-	21.05.2018	-	Retirement
Mr. Anil Kaul Designation: Managing Director DIN: 00644761	18.07.2018	-	-	Appointment
Mr. Govind Sankaranarayanan Designation: Non-Executive Director DIN: 01951880	-	-	24.08.2018	Resignation
Ms. Anuradha E. Thakur Designation: Independent Director DIN: 06702919	16.02.2020	-	-	Re-appointment for a second term



Mr. Sujit Kumar Varma Designation: Independent Director DIN: 09075212	01.02.2022	-	-	Appointment
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DETAILS OF AUDITORS OF THE COMPANY:

Name	Address	Auditor Since
M/s. CNK & Associates LLP, Chartered Accountants	3 rd Floor, Mistry Bhavan, Dinshaw Vachha Road, Churchgate, Mumbai - 400 020, India	November 12, 2021
M/s. T R Chadha & Co LLP, Chartered Accountants	502, Marathon Icon, Off. Ganpat Rao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel, Mumbai-400013	November 12, 2021

DETAILS OF CHANGE IN AUDITORS SINCE LAST THREE YEARS:

Name	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable	Remarks
B S R & Co. LLP Regd No. 101248W/W - 100022	14th Floor, Central Wing B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400 063	August 21, 2017	-	-	Appointment
Deloitte Haskins & Sells LLP Regd No. 117366W/ W - 100018	Indiabulls Finance Centre, Tower 3, 32 nd Floor, Elphinstone Mill Compound, Senapati Bapat Marg,	-	August 21, 2017	-	Retirement



	Elphinstone (West), Mumbai 400 013				
B S R & Co. LLP Regd No. 101248W/W - 100022	14th Floor, Central Wing B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai – 400 063	-	-	November 12, 2021	Resignation
M/s. CNK & Associates LLP, Chartered Accountants Regd No. 101961W/W- 100036	3 rd Floor, Mistry Bhavan, Dinshaw Vachha Road, Churchgate, Mumbai - 400 020, India	November 12, 2021	-	-	Appointment
M/s. T R Chadha & Co LLP, Chartered Accountants Regd No. 006711N/N-500028	502, Marathon Icon, Off. Ganpat Rao Kadam Marg, Opp. Peninsula Corporate Park, Lower Parel, Mumbai- 400013	November 12, 2021	-	-	Appointment



DISCLOSURES ON EXISTING FINANCIAL INDEBTEDNESS

1. DETAILS OF OUTSTANDING SECURED LOAN FACILITIES AS ON June 30, 2022:

i) The Company's secured bank borrowings:

Availed Date	Lender's Name	Type of Facility	Amount Sanctioned (Rs.In Crs)	Principal Amount Outstanding (Rs.In Crs)	ROI	Repayment Date/Schedule
12-05-2022	Industrial and Commercial Bank of China Limited	WCDL	70.00	70.00	6.15	Bullet repayment and maturing on 12-05-2023
29-06-2022	Bank of India	WCDL	100.00	50.00	7.10	Bullet repayment and maturing on 26-08-2022
30-06-2022	Punjab and Sind Bank	WCDL	50.00	25.00	7.00	Bullet repayment and maturing on 29-08-2022
30-06-2022	Union Bank Of India	WCDL	200.00	100.00	5.15	Bullet repayment and maturing on 29-08-2022
29-06-2022	UCO Bank	WCDL	300.00	100.00	7.30	Bullet repayment and maturing on 26-08-2022
30-06-2022	KARNATAKA BANK LIMITED	WCDL	50.00	25.00	5.50	Bullet repayment and maturing on 29-08-2022
27-11-2019	Union Bank of India (eCorporation Bank)	Term Loan	156.25	156.25	6.85	8 Equal half yearly instalments started May 27, 2021 and maturing on November 27, 2024
29-06-2020	State Bank of India	Term Loan	343.75	343.75	7.40	16 Equal quarterly instalments started June 19, 2021 and maturing on March 19, 2025
20-03-2020	State Bank of India	Term Loan	687.50	687.50	7.40	16 Equal quarterly instalments started June 19, 2021 and maturing on March 19, 2025
29-07-2020	UCO Bank	Term Loan	65.00	65.00	7.30	20 Equal quarterly instalments started October 29, 2020 and maturing on July 29, 2025
29-09-2020	HDFC Bank	Term Loan	1,040.00	1,040.00	7.55	Equal quarterly instalments started December 29, 2020 and maturing on September 29, 2025
26-02-2021	HDFC Bank	Term Loan	375.00	375.00	6.05	Equal quarterly instalments started May 26, 2021 and maturing on February 26, 2026
11-06-2021	HDFC Bank	Term Loan	160.00	160.00	5.90	Equal quarterly instalments started September 11, 2021 and maturing on June 11, 2026



01-07-2021	HSBC	Term Loan	150.00	150.00	7.57	16 Equal quarterly instalments started September 30, 2021 and maturing on June 30, 2025
20-09-2021	UCO Bank	Term Loan	85.00	85.00	7.20	20 Equal quarterly instalments started December 31, 2021 and maturing on September 30, 2026
28-10-2021	ICICI Bank Limited	Term Loan	250.00	250.00	6.57	10 Equal quarterly instalments starting December 28, 2022 and maturing on March 28, 2025
28-09-2021	ICICI Bank Limited	Term Loan	500.00	500.00	7.86	10 Equal quarterly instalments starting December 28, 2022 and maturing on March 28, 2025
28-10-2021	HDFC Bank	Term Loan	225.00	225.00	6.00	Equal quarterly instalments started January 28, 2022 and maturing on October 28, 2026
30-09-2021	HDFC Bank	Term Loan	212.50	212.50	6.00	Equal quarterly instalments started December 30, 2021 and maturing on September 30, 2026
29-09-2021	Punjab National Bank	Term Loan	500.00	500.00	6.05	6 Equal half yearly instalments starting March 29, 2024 and maturing on September 29, 2026
24-01-2022	Punjab National Bank	Term Loan	250.00	250.00	6.05	6 Equal half yearly instalments starting July 24, 2024 and maturing on January 24, 2027
28-12-2021	Punjab National Bank	Term Loan	250.00	250.00	6.05	6 Equal half yearly instalments starting June 28, 2024 and maturing on December 28, 2026
29-11-2021	Bank of India	Term Loan	150.00	150.00	6.40	8 Equal quarterly instalment starting February 28, 2023 and maturing on November 29, 2024
28-12-2021	Bank of India	Term Loan	150.00	150.00	6.40	8 Equal quarterly instalment starting March 28, 2023 and maturing on December 27, 2024
29-11-2021	KARNATAKA BANK LIMITED	Term Loan	100.00	100.00	6.68	2 Equal annual instalments started November 30, 2021 and maturing on September 26, 2024
28-12-2021	KARNATAKA BANK LIMITED	Term Loan	100.00	100.00	6.68	2 Equal annual instalments started November 30, 2021 and maturing on September 26, 2024
22-02-2022	Canara Bank	Term Loan	250.00	250.00	5.90	16 Equal quarterly instalments starting May 22, 2023 and



						maturing on February 22, 2027
19-01-2022	Canara Bank	Term Loan	250.00	250.00	5.90	16 Equal quarterly instalments starting April 19, 2023 and maturing on January 19, 2027
30-03-2022	Bank of India	Term Loan	500.00	500.00	6.60	8 Equal half yearly instalment starting September 30, 2022 and maturing on March 30, 2026
30-05-2022	Bank of India	Term Loan	250.00	250.00	6.60	8 Equal half yearly instalment starting November 30, 2022 and maturing on May 29, 2026
27-06-2022	Punjab National Bank	Term Loan	250.00	250.00	6.65	5 Equal yearly instalments starting June 27, 2023 and maturing on June 25, 2027
30-03-2022	Punjab National Bank	Term Loan	250.00	250.00	6.15	5 Equal yearly instalments starting March 30, 2023 and maturing on March 30, 2027
30-03-2022	HDFC Bank	Term Loan	475.00	475.00	6.59	Equal quarterly instalments started June 30, 2022 and maturing on March 30, 2027
27-04-2022	HDFC Bank	Term Loan	500.00	500.00	6.53	Equal quarterly instalments starting July 27, 2022 and maturing on April 27, 2027
06-06-2022	THE KARUR VYSYA BANK LIMITED	Term Loan	200.00	200.00	6.40	12 Quarterly instalments starting August 31, 2023 and maturing on May 31, 2026
30-06-2022	Indian Bank (eAllahabad Bank)	Term Loan	300.00	300.00	6.25	10 Equal quarterly instalments starting March 30, 2023 and maturing on June 30, 2025
22-01-2019	Union Bank of India (eAndhra Bank)	Term Loan	100.00	100.00	6.85	6 Equal half yearly instalments started July 22, 2020 and maturing on January 20, 2023
01-02-2019	UCO Bank	Term Loan	250.00	250.00	7.30	Bullet repayment and maturing on February 1, 2023
19-07-2019	ICICI Bank Limited	Term Loan	25.00	25.00	7.05	8 Equal quarterly instalments started October 19, 2020 and maturing on July 19, 2022
	Total			9,720		

The above loans are secured by way of first ranking pari-passu charge on the Company's present and/ or future Receivables in favor of the Security Trustees administered through the Security Trustee Agreement.



ii) ECB Loans as on June 30, 2022

(Rs. in crore)

Bank Name	Amount Sanctioned	Principal Amount Outstanding	Repayment Date
The Hong Kong and Shanghai Banking Corporation Limited and Punjab National Bank DIFC Dubai Branch	582	582	May 23, 2025
Total		582	

The above loans are secured by way of first ranking pari-passu charge on the Company's present and/ or future Receivables in favor of the Security Trustees administered through the Security Trustee Agreement.

iii) Cash Credit Borrowings – NIL

iv) Term Funding from National Housing Bank as on June 30, 2022:

Availed Date	Lender's Name	Type of Facility	Amount Sanctioned (Rs.In Crs)	Principal Amount Outstanding (Rs.In Crs)	ROI	Repayment Date/Schedule
19-03-2013	National Housing Bank	Term Loan	3.10	3.28	7.10	Equal quarterly instalments and maturing on March 31, 2027
29-04-2013	National Housing Bank	Term Loan	3.90	4.11	7.15	Equal quarterly instalments and maturing on March 31, 2027
20-02-2014	National Housing Bank	Term Loan	10.84	11.87	7.35	Equal quarterly instalments and maturing on March 31, 2025
25-03-2014	National Housing Bank	Term Loan	2.02	2.25	8.50	Equal quarterly instalments and maturing on September 30, 2024
26-03-2014	National Housing Bank	Term Loan	5.20	5.40	6.85	Equal quarterly instalments and maturing on January 1, 2029
08-05-2014	National Housing Bank	Term Loan	0.68	0.73	8.25	Equal quarterly instalments and maturing on March 31, 2026
08-05-2014	National Housing Bank	Term Loan	2.69	2.92	8.50	Equal quarterly instalments and maturing on June 30, 2025
15-09-2014	National Housing Bank	Term Loan	18.35	19.61	7.30	Equal quarterly instalments and maturing on March 31, 2026
15-09-2014	National Housing Bank	Term Loan	7.81	8.28	6.80	Equal quarterly instalments and maturing on December 31, 2026
30-09-2014	National Housing Bank	Term Loan	11.70	12.32	6.80	Equal quarterly instalments and maturing on March 31, 2027
26-12-2014	National Housing Bank	Term Loan	16.59	17.52	6.35	Equal quarterly instalments and maturing on March 31, 2027
21-01-2015	National Housing Bank	Term Loan	4.41	4.84	6.30	Equal quarterly instalments and maturing on March 31, 2025



21-01-2015	National Housing Bank	Term Loan	17.17	18.02	6.55	Equal quarterly instalments and maturing on September 30, 2027
13-02-2015	National Housing Bank	Term Loan	11.43	12.03	6.40	Equal quarterly instalments and maturing on June 30, 2027
13-02-2015	National Housing Bank	Term Loan	18.63	19.66	6.50	Equal quarterly instalments and maturing on March 31, 2027
20-03-2015	National Housing Bank	Term Loan	17.80	19.60	7.35	Equal quarterly instalments and maturing on December 31, 2024
20-03-2015	National Housing Bank	Term Loan	7.67	8.44	7.35	Equal quarterly instalments and maturing on December 31, 2024
08-05-2015	National Housing Bank	Term Loan	92.29	97.38	6.30	Equal quarterly instalments and maturing on March 31, 2027
26-06-2015	National Housing Bank	Term Loan	12.52	13.68	6.87	Equal quarterly instalments and maturing on March 31, 2025
31-07-2015	National Housing Bank	Term Loan	8.98	9.73	6.87	Equal quarterly instalments and maturing on June 30, 2025
24-09-2015	National Housing Bank	Term Loan	20.93	21.78	6.50	Equal quarterly instalments and maturing on September 30, 2028
24-09-2015	National Housing Bank	Term Loan	33.88	35.58	6.50	Equal quarterly instalments and maturing on June 30, 2027
10-11-2015	National Housing Bank	Term Loan	21.76	23.52	6.87	Equal quarterly instalments and maturing on September 30, 2025
18-12-2015	National Housing Bank	Term Loan	11.98	12.90	6.87	Equal quarterly instalments and maturing on September 30, 2025
25-01-2016	National Housing Bank	Term Loan	14.46	15.62	6.12	Equal quarterly instalments and maturing on September 30, 2025
08-03-2016	National Housing Bank	Term Loan	12.70	13.73	6.12	Equal quarterly instalments and maturing on September 30, 2025
23-03-2016	National Housing Bank	Term Loan	13.00	14.10	6.12	Equal quarterly instalments and maturing on June 30, 2025
23-03-2016	National Housing Bank	Term Loan	20.50	22.00	6.12	Equal quarterly instalments and maturing on December 31, 2025
23-05-2016	National Housing Bank	Term Loan	38.44	41.01	6.12	Equal quarterly instalments and maturing on March 31, 2026
29-08-2016	National Housing Bank	Term Loan	39.55	42.16	6.12	Equal quarterly instalments and maturing on June 30, 2026
29-08-2016	National Housing Bank	Term Loan	113.14	118.25	6.50	Equal quarterly instalments and maturing on March 31, 2028
02-12-2016	National Housing Bank	Term Loan	41.88	44.45	6.12	Equal quarterly instalments and maturing on September 30, 2026
31-01-2017	National Housing Bank	Term Loan	173.90	182.38	6.35	Equal quarterly instalments and maturing on September 30, 2027
31-01-2017	National Housing Bank	Term Loan	36.28	38.50	6.12	Equal quarterly instalments and maturing on September 30, 2026
26-04-2017	National Housing Bank	Term Loan	157.53	164.33	6.40	Equal quarterly instalments and maturing on June 30, 2028
31-05-2017	National Housing Bank	Term Loan	148.04	158.30	4.86	Equal quarterly instalments and maturing on March 31, 2026
07-06-2017	National Housing Bank	Term Loan	140.15	146.95	7.45	Equal quarterly instalments and maturing on September 30, 2027
19-06-2017	National Housing Bank	Term Loan	36.50	40.35	4.86	Equal quarterly instalments and maturing on December 31, 2024
29-09-2017	National Housing Bank	Term Loan	90.99	96.12	4.86	Equal quarterly instalments and maturing on December 31, 2026

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31-10-2017	National Housing Bank	Term Loan	34.77	36.73	4.86	Equal quarterly instalments and maturing on December 31, 2026
15-03-2018	National Housing Bank	Term Loan	94.29	99.40	6.35	Equal quarterly instalments and maturing on March 31, 2027
27-03-2018	National Housing Bank	Term Loan	35.40	39.20	4.61	Equal quarterly instalments and maturing on December 31, 2024
15-05-2018	National Housing Bank	Term Loan	25.97	27.23	6.50	Equal quarterly instalments and maturing on September 30, 2027
15-05-2018	National Housing Bank	Term Loan	10.18	11.11	4.61	Equal quarterly instalments and maturing on March 31, 2025
29-06-2018	National Housing Bank	Term Loan	115.41	121.36	7.75	Equal quarterly instalments and maturing on June 30, 2027
29-06-2018	National Housing Bank	Term Loan	159.38	165.48	7.85	Equal quarterly instalments and maturing on March 31, 2029
29-06-2018	National Housing Bank	Term Loan	56.96	62.15	4.61	Equal quarterly instalments and maturing on March 31, 2025
29-11-2018	National Housing Bank	Term Loan	170.12	176.82	6.15	Equal quarterly instalments and maturing on December 31, 2028
29-11-2018	National Housing Bank	Term Loan	164.23	170.40	6.25	Equal quarterly instalments and maturing on March 31, 2029
29-11-2018	National Housing Bank	Term Loan	186.50	201.75	4.93	Equal quarterly instalments and maturing on September 30, 2025
30-03-2021	National Housing Bank	Term Loan	215.37	222.20	6.25	Equal quarterly instalments and maturing on June 30, 2030
30-03-2021	National Housing Bank	Term Loan	70.65	72.81	6.35	Equal quarterly instalments and maturing on September 30, 2030
31-05-2021	National Housing Bank	Term Loan	190.92	199.52	2.94	Equal quarterly instalments and maturing on March 31, 2028
31-05-2021	National Housing Bank	Term Loan	32.91	34.34	2.94	Equal quarterly instalments and maturing on March 31, 2028
31-05-2021	National Housing Bank	Term Loan	25.86	26.99	3.00	Equal quarterly instalments and maturing on March 31, 2028
31-08-2021	National Housing Bank	Term Loan	20.71	21.16	6.50	Equal quarterly instalments and maturing on June 30, 2031
31-08-2021	National Housing Bank	Term Loan	110.13	113.53	6.50	Equal quarterly instalments and maturing on December 31, 2030
16-09-2021	National Housing Bank	Term Loan	10.70	11.53	8.18	Equal quarterly instalments and maturing on September 30, 2025
12-11-2021	National Housing Bank	Term Loan	75.45	78.47	2.94	Equal quarterly instalments and maturing on September 30, 2028
15-03-2022	National Housing Bank	Term Loan	32.82	32.82	6.35	Equal quarterly instalments and maturing on January 1, 2029
15-03-2022	National Housing Bank	Term Loan	2.09	2.09	8.18	Equal quarterly instalments and maturing on October 1, 2025
15-03-2022	National Housing Bank	Term Loan	87.24	87.24	2.94	Equal quarterly instalments and maturing on January 1, 2029
15-03-2022	National Housing Bank	Term Loan	29.50	29.50	2.94	Equal quarterly instalments and maturing on January 1, 2029
29-03-2022	National Housing Bank	Term Loan	34.65	34.65	6.35	Equal quarterly instalments and maturing on December 31, 2028
29-03-2022	National Housing Bank	Term Loan	1.76	1.76	8.18	Equal quarterly instalments and maturing on September 30, 2025
30-05-2022	National Housing Bank	Term Loan	158.00	158.00	7.15	Equal quarterly instalments and maturing on March 31, 2029

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

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013



30-05-2022	National Housing Bank	Term Loan	60.63	60.63	2.80	Equal quarterly instalments and maturing on March 31, 2029
30-05-2022	National Housing Bank	Term Loan	6.13	6.13	2.94	Equal quarterly instalments and maturing on March 31, 2029
30-05-2022	National Housing Bank	Term Loan	174.14	174.14	2.80	Equal quarterly instalments and maturing on March 31, 2029
28-06-2022	National Housing Bank	Term Loan	301.00	301.00	7.85	Equal quarterly instalments and maturing on March 31, 2029
		Total		4,303.84		

The amounts drawn are against various sanctions received from NHB. The said facility is secured by way of hypothecation of books debts which are financed or to be financed out of the said NHB Loan Assistance and which are now, due and owing or which shall be due and owing to the Financing Institution from its constituents/ borrowers.

2. DETAILS OF OUTSTANDING UNSECURED LOAN FACILITIES:-

The unsecured Term loans / Intercorporate Deposits of the Company outstanding as on June 30, 2022:

Lender's Name	Type of Facility	Amount Sanctioned (Rs. In Crore)	Principal Amount Outstanding (Rs. In Crore)	Repayment Date/Schedule	
				Date	Amount (Rs. In Crore)
Bank of Baroda	WCDL	400	400	28-06-22	400
		Total	400		

3. Details of Outstanding Non-Convertible Securities-

Secured NCD Summary as on June 30, 2022:

Series Name	Tenor	Coupon rate	Amount (Rs. in Crore)	Allotment Date	Maturity Date	Credit Rating	Secured /unsecured	Security
TCHFL NCD Q FY 2012-13	3652	9.60%	10	28-12-12	28-12-22	CRISIL AAA/Stable	Secured	First ranking pari-passu charge on: specific
TCHFL NCD R FY 2012-13	3652	9.50%	15	18-01-13	18-01-23	CRISIL AAA/Stable	Secured	
TCHFL NCD U FY 2012-13	3650	9.50%	10	12-03-13	10-03-23	CRISIL AAA/Stable	Secured	



TCHFL NCD R FY 2014-15	3653	9.22%	200	09-12-14	09-12-24	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	immovab le property and movable property of the company
TCHFL NCD V FY 2014-15	3653	9.05%	150	23-01-15	23-01-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "O" FY 2015-16	3653	8.85%	20	16-06-15	16-06-25	CRISIL AAA/Stable	Secured	
TCHFL NCD "X" FY 2015-16	2557	8.99%	75	29-07-15	29-07-22	CRISIL AAA/Stable	Secured	
TCHFL NCD "AE" FY 2015-16	3651	8.87%	20	31-08-15	29-08-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "AG" FY 2015-16	3653	8.70%	7.50	08-10-15	08-10-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "AM" FY 2015-16 - Option I	3653	8.60%	35	06-11-15	06-11-25	CRISIL AAA/Stable	Secured	
TCHFL NCD "AP" FY 2015-16 - Option I	2557	8.70%	15	12-01-16	12-01-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "AP" FY 2015-16 - Option II	2922	8.70%	15	12-01-16	12-01-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "AU" FY 2015-16 Option I	3652	8.78%	15	30-03-16	30-03-26	CRISIL AAA/Stable	Secured	
TCHFL NCD "E" FY 2016-17	2556	8.63%	20	04-05-16	04-05-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "J" FY 2016-17	3652	8.70%	10	30-06-16	30-06-26	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "C" FY 2019-20	1096	8.48%	25	04-07-19	04-07-22	CRISIL AAA/Stable	Secured	



TCHFL NCD "F" FY 2019-20	3651	8.35%	1,000	18-11-19	16-11-29	CRISIL AAA/Stable	Secured	
TCHFL NCD "G" FY 2019-20	1049	ZCB	15	11-12-19	25-10-22	CRISIL AAA/Stable	Secured	
TCHFL NCD "A" FY 2020-21	1186	7.78%	500	12-05-20	11-08-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "B" FY 2020-21	1095	7.53%	450	26-05-20	26-05-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "C" FY 2020-21	1095	6.05%	250	27-07-20	27-07-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "G" FY 2019-20 Reissue No.1	781	ZCB	300	04-09-20	25-10-22	CRISIL AAA/Stable	Secured	
TCHFL NCD "D" Series FY 2020-21	1184	ZCB	200	27-10-20	24-01-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "E" Series FY 2020-21- Option-I	729	5.00%	100	03-12-20	02-12-22	CRISIL AAA/Stable	Secured	
TCHFL NCD "E" Series FY 2020-21- Option-II	1093	5.60%	300	03-12-20	01-12-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "F" Series FY 2020-21	1064	5.35%	300	31-12-20	30-11-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "G" Series FY 2020-21	1826	6.25%	85	19-01-21	19-01-26	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "H" Series FY 2020-21	1096	6.25%	250	25-03-21	25-03-24	CRISIL AAA/Stable	Secured	First ranking pari-passu charge on: The Company's Moveable Property being Specified receivables arising out of loan,
TCHFL NCD "A" Series FY 2021-22	1095	5.82%	260	18-05-21	17-05-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "B" Series FY 2021-22	1826	6.50%	170	15-06-21	15-06-26	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "C" Series FY 2021-22	1188	5.80% XIRR	135	23-06-21	23-09-24	CRISIL AAA/Stable	Secured	



								lease and hire purchase transactions (together called as Current Assets)
TCHFL NCD "D" Series FY 2021-22	1095	Benchmark 3 Months TBILL rate + Spread% p.a.	185	20-07-21	19-07-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "C" Series FY 2021-22- Reissue No.1	1111	5.80% XIRR	200	08-09-21	23-09-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "E" Series FY 2021-22	1094	5.70%	500	15-09-21	13-09-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "F" Series FY 2021-22	525	5.03% XIRR	300	20-10-21	29-03-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "G" Series FY 2021-22	3650	7.3000 %	303	09-11-21	07-11-31	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "H" Series FY 2021-22	730	5.37% XIRR	175	23-11-21	23-11-23	CRISIL AAA/Stable	Secured	
TCHFL NCD "I" Series FY 2021-22	1096	5.85% XIRR	150	17-12-21	17-12-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "J" Series FY 2021-22	729	5.85% XIRR	200	01-02-22	31-01-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "K" Series FY 2021-22	3652	0.075	500	16-02-22	16-02-32	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
TCHFL NCD "L" Series FY 2021-22	730	0.0586	550	23-02-22	23-02-24	CRISIL AAA/Stable	Secured	
TCHFL NCD "A" Series FY 2022-23	1826	7.75%	178	18-05-22	18-05-27	CRISIL AAA/Stable,	Secured	



						ICRA AAA/Stable		
TCHFL NCD "B" Series FY 2022-23	3651	8.05%	81.10	27-06-22	25-06-32	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Total			8,279. 60					

Market Linked Secured NCD Summary as on June 30, 2022

Series Name	Tenor	Coupon rate	Amount (Rs. In Crore)	Allotment Date	Maturity Date	Credit Rating	Secured /unsecured	Security
TCHFL Market Link NCD A 2019-20	1096	Coupon if any will be paid on redemption date	9.90	22-08-19	22-08-22	CRISL PP MLD AAAr	Secured	First ranking pari-passu charge on: specific immovable property and movable property of the company
Total			9.90					

Sub-Debt NCD Summary as on June 30, 2022

Series Name	Tenor	Coupon rate	Amount (Rs. In crore)	Allotment Date	Maturity Date	Credit Rating	Secured /unsecured	Security
TCHFL Tier II Bonds D FY-2012-13	3652	10.25 %	33	22-08-12	22-08-22	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable



TCHFL Tier II Bonds E FY-2012-13	3652	9.75%	15	28-03-13	28-03-23	CRISIL AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bonds A FY-2013-14	3652	9.70%	25	15-04-13	15-04-23	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bonds B FY-2013-14	3652	9.70%	2.10	23-04-13	23-04-23	CRISIL AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond C Series FY 2013-14	3651	9.30%	1	20-05-13	19-05-23	CRISIL AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond D Series FY 2013-14	3652	10.00%	7.70	10-01-14	10-01-24	CRISIL AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond E Series FY 2013-14	3653	10.00%	0.40	18-03-14	18-03-24	CRISIL AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond A Series FY 2014-15	3653	10.15%	48	26-09-14	26-09-24	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL TIER-II BOND A SERIES FY 2015-16	3653	9.25%	40	28-04-15	28-04-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond B Series FY 2015-16	3653	9.25%	35	22-07-15	22-07-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond C Series FY 2015-16	3653	9.20%	10	16-09-15	16-09-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond D Series FY 2015-16	3651	9.20%	15	21-09-15	19-09-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond E Series FY 2015-16	3653	8.99%	30	04-11-15	04-11-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable



TCHFL Tier II Bond F Series FY 2015-16	3653	9.00%	25	15-12-15	15-12-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond G Series FY 2015-16	3653	9.00%	25	17-12-15	17-12-25	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond H Series FY 2015-16	3650	9.00%	20	15-03-16	13-03-26	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond A Series FY 2016-17	3652	8.92%	200	04-08-16	04-08-26	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond A Series FY 2020-21	3651	7.33%	50	11-01-21	10-01-31	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier II Bond A Series FY 2021-22	3651	7.50%	150	19-04-21	18-04-31	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier-II Bond "B" Series FY 2021-22	3651	7.50%	25	14-03-22	12-03-32	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
TCHFL Tier-II Bond "B" Series FY 2021-22 Reissue No.1	3636	7.50%	146	29-03-22	12-03-32	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
Total			903.20					

Public NCDs - Secured Summary as on June 30, 2022

Series Name	Tenor	Coupon rate	Amount (Rs. in crore)	Allotment Date	Maturity Date	Credit Rating	Secured /unsecured	Security
Secured Rated Listed Redeemable Non-Convertible Debentures. Series I	1096	8.00%	30	14-01-20	14-01-23	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	First pari-Passu charge on the



Secured Rated Listed Redeemable Non-Convertible Debentures. Series I	1096	8.10%	1,422	14-01-20	14-01-23	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	Company's movable and Imovable Property
Secured Rated Listed Redeemable Non-Convertible Debentures. Series II	1827	7.92%	5	14-01-20	14-01-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series II	1827	8.01%	54	14-01-20	14-01-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series III	1827	8.20%	34	14-01-20	14-01-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series III	1827	8.30%	235	14-01-20	14-01-25	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series IV	2922	8.01%	1	14-01-20	14-01-28	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series IV	2922	8.10%	38	14-01-20	14-01-28	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series V	2922	8.30%	12	14-01-20	14-01-28	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Secured Rated Listed Redeemable Non-Convertible Debentures. Series V	2922	8.40%	91	14-01-20	14-01-28	CRISIL AAA/Stable, ICRA AAA/Stable	Secured	
Total			1,922					



Public NCDs - Sub-Debt Summary as on June 30, 2022

Series Name	Tenor	Coupon rate	Amount (Rs. in crore)	Allotment Date	Maturity Date	Credit Rating	Secured /unsecured	Security
8.55% Unsecured Subordinated Rated Listed Redeemable Non-Convertible Debentures. Series VI	3653	8.55% for Option I and 8.70% for Option II	78	14-01-20	14-01-30	CRISIL AAA/Stable, ICRA AAA/Stable	Unsecured	Not Applicable
Total			78					

4. LIST OF TOP TEN HOLDERS OF NON – CONVERTIBLE SECURITIES IN TERMS OF VALUE (IN CUMULATIVE BASIS (AS ON JUNE 30, 2022):

(Rs. in crore)

Sr. No.	Name of holders of Non-convertible Securities	Amount	% of total NCS outstanding
1	WIPRO LIMITED	1,325.00	11.84%
2	LIFE INSURANCE CORPORATION OF INDIA	1,000.00	8.93%
3	SBI Mutual Fund	891.82	7.97%
4	HDFC TRUSTEE COMPANY LTD A/C Mutual fund	810.00	7.24%
5	STATE BANK OF INDIA	500.00	4.47%
6	AXIS BANK LIMITED	450.00	4.02%
7	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C Mutual fund	430.00	3.84%
8	NPS TRUST- A/C	414.00	3.70%
9	NIPPON LIFE INDIA TRUSTEE LTD-A/C Mutual fund	385.00	3.44%
10	HDFC BANK LIMITED	300.00	2.68%



5. DETAILS OF OUTSTANDING COMMERCIAL PAPER AS ON JUNE 30, 2022:

(Rs. in crore)

Sr. No	ISIN of Commercial Paper	Date of Maturity	Amount Outstanding
1	INE033L14LX2	12-Sep-22	50.00
2	INE033L14LY0	8-Aug-22	300.00
3	INE033L14LZ7	28-Jul-22	500.00
4	INE033L14MA8	20-Sep-22	300.00
5	INE033L14MB6	26-Sep-22	200.00
		Total	1,350.00

Note: The amounts in the above tables are exclusive of Gross of unamortised discounts/premium @ Ind AS

6. THE FOLLOWING DISCLOSURES ON ASSET LIABILITY MANAGEMENT (ALM) SHALL BE PROVIDED FOR THE LATEST AUDITED FINANCIALS (MARCH 31, 2022):

S. No.	Particulars of disclosure	Details
1.		Details with regard to lending done out of the issue proceeds of earlier issuances of debt securities (whether public issue or private placement) in the last three years
1.a	Lending Policy: Should contain overview of origination, risk management, monitoring and collections.	<p>The Credit Policy of our Company is the principal document for the credit operations of our Company, duly approved by the Board of Directors and serves as the guiding document of our Company. The broad objectives of the credit policy are to ensure efficient delivery of credit with focus on asset growth and quality along with continuous growth of loan assets which remains performing and standard at all times. The credit policy inter alia provides indicative guidelines specifying the measures to be taken for improving the credit delivery and customer satisfaction and to strengthen the risk management systems for appropriate pricing of credit risks and ensure close monitoring of the credit portfolio. The credit policy of our Company also prescribes measures to prevent fresh slippages into NPAs along with various functionalities to innovate and evolve competitive products based on market requirements and also to suit our Company's risk appetite.</p> <p>The Credit and Risk team's focuses on identification, measuring, monitoring and managing the assumed risks which inter alia includes a documented loan policy /product program(s), robust approval mechanism, effective loan administration in order to ensure overdue management and bad asset detection and remediation, loan review mechanism and portfolio management tool to manage portfolio level risks. Our Company also relies upon formal and conventional risk assessment viz. the capacity and willingness of borrowers to repay and dependence primarily on cash flows for repayment with security taken to provide a secondary source of repayment, depending on respective product programs.</p> <p>Any new product or variant of an existing product or review of any existing product is presented to the product approval committee in the form of a product program note, which is as per the format stipulated from time to time. The product program inter alia covers the following areas/subjects – product objective, product/program limit, target category of</p>



	<p>customers, target market which covers business models prevalent in the target market/customers, specific characteristics of the target market/target customers, specific characteristics of the target markets/customers which have a bearing on risk assessment, defined geographies, borrower profiles, etc. and product features along with methodology for assessment of limits/loan amounts with approval matrix and deviation approval matrix with security and monitoring/MIS/overdue/reporting of irregularities with portfolio controls and diversification/delinquency rates and portfolio triggers and risk containment measures.</p> <p>Credit Policy and Control: Mortgage Loans</p> <p>All mortgage loan proposals are evaluated on the various prescribed parameters defined in our credit policy such as credit & financial background check, eligibility computation, existing and past loan track record performance, performing various checks on the documents provided by the borrower to assess genuineness by independent Fraud Control Unit. Conducting in-person meetings with borrowers by our credit team at their business premises or residence. Conducting technical evaluation of the offered security by independent in-house technical team and/or empaneled professionally qualified valuation agencies, which provides independent technical appraisal report of the underlying security. Legal verification of the offered security is carried by empaneled professionally qualified legal vendors, who are supervised by our professionally qualified and independent legal teams.</p> <p>Credit Policy and Control: Construction Finance</p> <p>All construction finance applications are checked for various parameters including the completeness of the application form, relevant KYC documents, etc. A legal and technical assessment by reputed external vendors is initiated to verify the authenticity of the documents, the legal title to the collateral property and its market value. Our credit team also conduct and in-person meeting with the prospective customer to gain understanding of their business, revenue streams, expenses and cash management. The credit team then prepares a credit appraisal note which is sent to our sanctioning authority for final approval.</p> <p>We follow a robust credit appraisal methodology which majorly includes developers' past and ongoing project details, financial and banking details, debt history and other outstanding loans etc. Project assessment/overview wherein, in case of a developed/partially developed project, we check the location, total saleable area, number of units available for sale and the market conditions in the geographic region for assessing demand etc; and in case of a new/under construction project, we check the committed commencement and completion dates, percentage of work done, total cost incurred and projections for the planned duration of the project. Financial performance appraisal, which involves an in-depth assessment of the financial statements and health of the developer using ratio analysis, sensitivity analysis, credit worthiness assessments and total project cost and expected sales assessments. Assessment of the external valuation report along with various approvals received by the developer for the project, and the title search report. Cash flows of the project are analyzed on the rationale of sales, construction, approvals, contingencies and debt cost assumptions. A sensitivity check is performed to ascertain the project level debt service coverage ratio.</p> <p>All our construction finance loan application proposals are screened by the senior management and a multi-level committee depending on the loan amount. We seek to mitigate the risk of default by including specific covenants in the loan documentation in addition to our general terms and conditions, on a case-to-case basis.</p> <p>All our financed projects are monitored strictly which includes a quarterly site visit to evaluate progress of the project, monitoring of fund transfers, NOC issuances and sales, audit of escrow account, and annual asset quality review. Performance of the portfolio is also regularly reviewed at senior management level and suitable actions are taken either by change in credit policy or by other requisite actions.</p>
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1.b	Classification of Loans given to associate or entities related to Board, Senior management, promoters, etc	None																																																																																							
1.c	Classification of loans and advances	<p>As on Year ended March 31, 2022:</p> <p>1 Classification of loans/advances given to according to:</p> <p>a) Type of loans</p> <table border="1" data-bbox="684 593 1410 772"> <thead> <tr> <th>S. No</th> <th>Type of loans</th> <th>Rs. In crore</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Secured</td> <td>28,447.95</td> </tr> <tr> <td>2</td> <td>Unsecured</td> <td>863.21</td> </tr> <tr> <td></td> <td>Total assets under management (AUM)</td> <td>29,311.16</td> </tr> </tbody> </table> <p>b) Denomination of loans outstanding by loan-to-value (LTV):</p> <table border="1" data-bbox="679 857 1406 1193"> <thead> <tr> <th>Sl. No.</th> <th>LTV (at the time of origination)</th> <th>Percentage of AUM*</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Upto 40%</td> <td>27.40%</td> </tr> <tr> <td>2</td> <td>40-50%</td> <td>11.66%</td> </tr> <tr> <td>3</td> <td>50-60%</td> <td>12.91%</td> </tr> <tr> <td>4</td> <td>60-70%</td> <td>17.22%</td> </tr> <tr> <td>5</td> <td>70-80%</td> <td>13.41%</td> </tr> <tr> <td>6</td> <td>80-90%</td> <td>3.12%</td> </tr> <tr> <td>7</td> <td>>90%</td> <td>14.27%</td> </tr> <tr> <td></td> <td>Total</td> <td>100.00%</td> </tr> </tbody> </table> <p>*LTV details are unaudited.</p> <p>c) Sectorial exposure:</p> <table border="1" data-bbox="671 1294 1423 1912"> <thead> <tr> <th>S. No</th> <th>Segment-wise break-up of AUM</th> <th>Percentage of AUM</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Retail</td> <td></td> </tr> <tr> <td>a</td> <td>- Mortgages (home loans and loans against property)</td> <td>82.01%</td> </tr> <tr> <td>b</td> <td>- Gold loans</td> <td>0.00%</td> </tr> <tr> <td>c</td> <td>- Vehicle finance</td> <td>0.00%</td> </tr> <tr> <td>d</td> <td>- MFI</td> <td>0.00%</td> </tr> <tr> <td>e</td> <td>- M&SME</td> <td>0.00%</td> </tr> <tr> <td>f</td> <td>- Capital market funding (loans against shares, margin funding)</td> <td>0.00%</td> </tr> <tr> <td>g</td> <td>- Others</td> <td>0.00%</td> </tr> <tr> <td>2</td> <td>Wholesale</td> <td></td> </tr> <tr> <td>a</td> <td>- Infrastructure</td> <td>0.00%</td> </tr> <tr> <td>b</td> <td>- Real estate (including builder loans)</td> <td>17.99%</td> </tr> <tr> <td>c</td> <td>- Promoter funding</td> <td>0.00%</td> </tr> <tr> <td>d</td> <td>- Any other sector (Agri)</td> <td>0.00%</td> </tr> <tr> <td></td> <td>- Any other sector (Industry)</td> <td>0.00%</td> </tr> <tr> <td></td> <td>- Any other sector (Services)</td> <td>0.00%</td> </tr> </tbody> </table>	S. No	Type of loans	Rs. In crore	1	Secured	28,447.95	2	Unsecured	863.21		Total assets under management (AUM)	29,311.16	Sl. No.	LTV (at the time of origination)	Percentage of AUM*	1	Upto 40%	27.40%	2	40-50%	11.66%	3	50-60%	12.91%	4	60-70%	17.22%	5	70-80%	13.41%	6	80-90%	3.12%	7	>90%	14.27%		Total	100.00%	S. No	Segment-wise break-up of AUM	Percentage of AUM	1	Retail		a	- Mortgages (home loans and loans against property)	82.01%	b	- Gold loans	0.00%	c	- Vehicle finance	0.00%	d	- MFI	0.00%	e	- M&SME	0.00%	f	- Capital market funding (loans against shares, margin funding)	0.00%	g	- Others	0.00%	2	Wholesale		a	- Infrastructure	0.00%	b	- Real estate (including builder loans)	17.99%	c	- Promoter funding	0.00%	d	- Any other sector (Agri)	0.00%		- Any other sector (Industry)	0.00%		- Any other sector (Services)	0.00%
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1.e	Details of loans, overdue and classified as Non performing assets (NPA) in	<table border="1"> <thead> <tr> <th colspan="2">Movement of gross NPA</th> <th colspan="2">Movement of provisions for NPA</th> </tr> <tr> <th>Movement of gross NPA*</th> <th>Rs. crore</th> <th>Movement of provisions for NPA</th> <th>Rs. crore</th> </tr> </thead> <tbody> <tr> <td>Opening gross NPA</td> <td>544.37</td> <td>Opening balance</td> <td>302.88</td> </tr> </tbody> </table>	Movement of gross NPA		Movement of provisions for NPA		Movement of gross NPA*	Rs. crore	Movement of provisions for NPA	Rs. crore	Opening gross NPA	544.37	Opening balance	302.88																																																			
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2.	Details of borrowings made by NBFC																																
2.a	Portfolio Summary of borrowings made by NBFC (with regard to industries/ sectors to which borrowings have been made)	<table border="1"> <thead> <tr> <th>Category FY 2021-22</th> <th>Amount Rs. In Crore</th> </tr> </thead> <tbody> <tr> <td>Borrowings in India</td> <td>26,650</td> </tr> <tr> <td>Borrowings outside India</td> <td>568</td> </tr> <tr> <td>Total</td> <td>27,218</td> </tr> </tbody> </table>				Category FY 2021-22	Amount Rs. In Crore	Borrowings in India	26,650	Borrowings outside India	568	Total	27,218																				
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2.b	NPA exposures of the issuer for the last three financial years (both gross and net exposures) and provisioning made for the same as per the last audited financial statements of the issuer	<table border="1"> <thead> <tr> <th>Amount in Lakhs</th> <th>As at March 31, 2022</th> <th>As at March 31, 2021</th> <th>As at March 31, 2020</th> </tr> </thead> <tbody> <tr> <td>GNPA</td> <td>470</td> <td>544</td> <td>377</td> </tr> <tr> <td>Provision</td> <td>257</td> <td>303</td> <td>233</td> </tr> <tr> <td>NNPA</td> <td>213</td> <td>241</td> <td>144</td> </tr> <tr> <td>O/s as per FS (Gross Loan)</td> <td>29,311</td> <td>25,442</td> <td>27,481</td> </tr> <tr> <td>GNPA %</td> <td>1.60%</td> <td>2.14%</td> <td>1.37%</td> </tr> <tr> <td>NNPA %</td> <td>0.73%</td> <td>0.96%</td> <td>0.53%</td> </tr> </tbody> </table>				Amount in Lakhs	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020	GNPA	470	544	377	Provision	257	303	233	NNPA	213	241	144	O/s as per FS (Gross Loan)	29,311	25,442	27,481	GNPA %	1.60%	2.14%	1.37%	NNPA %	0.73%	0.96%	0.53%
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2.c	Quantum and percentage of Secured vs. Unsecured borrowings	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">As on March 2022</th> </tr> <tr> <th>Amount in Crore</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Secured Borrowing</td> <td>23,929</td> <td>87.92%</td> </tr> <tr> <td>Unsecured Borrowing</td> <td>3,288</td> <td>12.08%</td> </tr> <tr> <td>Total</td> <td>27,218</td> <td>100.00%</td> </tr> </tbody> </table>				Particulars	As on March 2022		Amount in Crore	%	Secured Borrowing	23,929	87.92%	Unsecured Borrowing	3,288	12.08%	Total	27,218	100.00%														
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5.	Details of borrowers	Geographical location wise- Refer to the details provided below
6.	Details of Gross NPA	Segment wise- Refer to the details provided below
7.	Details of Assets and Liabilities	Residual maturity profile wise into several bucket- Refer to the details provided below
8.	Additional details of loans made by, Housing Finance Company	-
9.	Disclosure of latest ALM statements to stock exchange	The latest ALM statements is simultaneously submitted to the stock exchanges (NSE) as and when they are submitted to NHB https://www1.nseindia.com/content/debt/WDM/Debt_28042022124729_2_TCHFL_ALM_Intimation_Mar_2022.pdf

Disclosure of Assets under management, details of borrowers, details of Gross NPA, details of Assets and Liabilities as on March 31, 2022

a) **As on Year Ended March 31, 2022**

1 **Classification of loans/advances given to according to:**

a. **Type of loans**

S. No	Type of loans	Rs. In crore
1	Secured	28,447.95
2	Unsecured	863.21
	Total assets under management (AUM)	29,311.16

b) **Denomination of loans outstanding by loan-to-value:**

Details of LTV

Sl. No.	LTV (at the time of origination)	Percentage of AUM*
1	Upto 40%	27.40%
2	40-50%	11.66%
3	50-60%	12.91%
4	60-70%	17.22%
5	70-80%	13.41%
6	80-90%	3.12%
7	>90%	14.27%
	Total	100.00%

*LTV details are unaudited.

c) **Sectorial exposure:**

S. No.	Segment-wise break-up of AUM	Percentage of AUM
1	Retail	
a	- Mortgages (home loans and loans against property)	82.01%

62

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

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013



b	- Gold loans	0.00%
c	- Vehicle finance	0.00%
d	- MFI	0.00%
e	- M&SME	0.00%
f	- Capital market funding (loans against shares, margin funding)	0.00%
g	- Others	0.00%
2	Wholesale	
a	- Infrastructure	0.00%
b	- Real estate (including builder loans)	17.99%
c	- Promoter funding	0.00%
d	- Any other sector (Agri)	0.00%
	- Any other sector (Industry)	0.00%
	- Any other sector (Services)	0.00%
e	- Others	
	Total	100%

d) **Denomination of loans outstanding by ticket size*:**

Details of outstanding loans category wise

Sl. No.	Ticket size (at the time of origination)	Percentage of AUM
1	Upto Rs. 2 lakh	0.61%
2	Rs. 2-5 lakh	1.35%
3	Rs. 5-10 lakh	4.87%
4	Rs. 10-25 lakh	23.86%
5	Rs. 25-50 lakh	20.51%
6	Rs. 50 lakh-1 crore	13.38%
7	Rs. 1-5 crore	15.27%
8	Rs. 5-25 crore	3.02%
9	Rs. 25-100 crore	9.74%
10	>Rs. 100 crore	7.39%
	Total	100.00%

* Information required at the borrower level (and not by loan account as a customer may have multiple loan accounts);

e) **Geographical classification of borrowers:**

Top 5 states borrower wise

Sl. No.	Top 5 states	Percentage of AUM
1	Maharashtra	26.87%
2	Gujarat	11.87%
3	New Delhi	9.82%
4	Telangana	10.03%



5	Karnataka	8.97%
	Total	67.57%

f) Details of loans overdue and classified as non-performing in

accordance with RBI's stipulations:

Movement of gross NPA

Movement of gross NPA*	Rs. crore
Opening gross NPA	544.37
- Additions during the year	255.18
- Reductions during the year	(330.03)
Closing balance of gross NPA	469.52

Movement of provisions for NPA

Movement of provisions for NPA	Rs. crore
Opening balance	302.88
- Provisions made during the year	168.03
- Write-off/ write-back of excess provisions	(214.04)
Closing balance	256.87

*Please indicate the gross NPA recognition policy (Day's Past Due)

Gross NPA recognition policy (DPD)

The Company recognizes expected credit losses ("ECL") on all its financial assets including loan commitments and financial guarantees. The measurement of ECL is calculated considering 3 components: Probability of Default (PD), Loss given default (LGD) and Exposure at Default (EAD).

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For financial assets that have become credit impaired, a lifetime ECL is recognized on the principal outstanding as at the period end. Exposures with Days past due (DPD) equal to or more than 90 days are classified as Stage 3.

g) Segment-wise gross NPA:

S. No	Segment-wise gross NPA	Gross NPA (%)
1	Retail	
A	- Mortgages (home loans and loans against property)	91.02%
B	- Gold loans	0.00%
C	- Vehicle finance	0.00%
D	- MFI	0.00%
E	- M&SME	0.00%
F	- Capital market funding (loans against shares, margin funding)	0.00%
G	- Others (CD + Other Retail)	0.00%
2	Wholesale	
A	- Infrastructure	0.00%
B	- Real estate (including builder loans)	8.98%



C	- Promoter funding	0.00%
D	- Any other sector (Agri)	0.00%
	- Any other sector (Industry)	0.00%
	- Any other sector (Services)	0.00%
E	- Others	
	Total	100%

h) Residual maturity profile of assets and liabilities (in line with the RBI format):

Residual maturity profile of assets and liabilities as on March 31, 2022

<i>INR in Crores</i>									
	Up to 30/31 Days	>1 month - 2 months	>2 month - 3 months	>3 month - 6 months	>6 month - 1 Year	>1 Years - 3 Years	>3 Years - 5 Years	> 5 Years	Total
Deposit	-	-	-	-	-	-	-	-	-
Advances/ Inflows	1,717.85	2,372.97	1,802.42	1,335.59	2,257.93	5,803.48	5,335.75	14,622.19	35,248.98
Investments	1,786.16	-	-	-	-	-	-	-	1,786.16
Borrowings/ Outflow	973.85	2,351.98	1,768.69	1,501.66	6,152.23	13,472.37	4,378.75	6,322.77	36,921.81
Foreign Currency Assets	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities	-	-	-	-	-	-	-	-	-

5. OFFERING INFORMATION

Right to securitize including the right to assign the charged assets, etc.:

Notwithstanding anything contained in this Shelf Placement Memorandum, so long as Required Security Cover is maintained, the Company shall have all the rights to deal with the charged assets in normal course of business including inter alia the right to securitize and / or to assign, lien mark, assign the Security and/or to create a further first and pari- passu (subject to maintaining the Required Security Cover) or second charge on the Security.

The assets on which charge is created are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permissions or consent to create any further charge on the assets has been obtained from the existing creditors to whom the assets are charged, prior to creation of the charge .



All disclosures made in this Shelf Placement Memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.

The due diligence certificate to be given by the Debenture Trustee at the time of filing the Shelf Placement Memorandum or Tranche Placement Memorandum as per the format specified in Annexure A of SEBI circular no. SEBI/HO/MIRSD/CRADT/CIR/P/2020/218 dated November 03, 2020, and shall in all respect form an integral part of this Shelf Placement Memorandum.

6. ADDITIONAL DISCLOSURES AS PER PAS – 4

a) As on June 30, 2022, the Key Managerial Personnel of the Company comprises of following:

Name of the Official	Designation
Mr. Anil Kaul	Managing Director
Mr. Mahadeo Raikar	Chief Financial Officer

* Ms. Priyal Shah has resigned as the Company Secretary from the Company with effect from close of business hours on June 11, 2022.

PARTICULARS OF THE OFFER

a) *Date of passing of board resolution:*

April 19, 2022

b) *Date of passing of resolution in the General Meeting, authorizing the offer of securities:*

For approval of the borrowing limits of the Company - March 27, 2019

For approval of Private Placement of NCDs – June 27, 2022.

c) **The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price;**

During the FY 2022-23, and as on till date the Company has not allotted Non-Convertible Debentures, on a private placement basis.

d) **The pre-issue and post-issue shareholding pattern of the Company;**

Equity Share Capital (as on June 30, 2022) –

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	54,75,55,612	100	54,75,55,612	100
	Sub Total	54,75,55,612	100	54,75,55,612	100
2	Foreign promoters	-	-	-	-

66

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

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013



	Sub Total (A)	54,75,55,612	100	54,75,55,612	100
B	Non-promoters holding				
1	Institutional Investors	-	-	-	-
2	Non-institutional Investors	-	-	-	-
	Private corporate bodies	-	-	-	-
	Directors and relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others [including Non-resident Indians (NRIs)]	-	-	-	-
	Sub-total (B)	-	-	-	-
	GRAND TOTAL	54,75,55,612	100	54,75,55,612	100

Preference Share Capital (as on June 30, 2022) - Nil

Note: Since the said issue is of Non-Convertible Debentures, there will be no change in the pre and post issue shareholding pattern of the Company.

DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i. Remuneration of directors (during the current year and last three financial years):

(Amount in Rs.)

Director's Name	FY 2022-23		FY 2021-22		FY 2020-21		FY 2019-20	
	Commission (paid for FY 2021-22)	Sitting Fees ²	Commission (paid for FY 2020-21)	Sitting Fees	Commission (paid for FY 2019-20)	Sitting Fees	Commission (paid for FY 2018-19)	Sitting Fees
Mr. Mehernosh B. Kapadia	20,00,000	1,50,000	15,00,000	7,50,000	13,50,000	12,90,000	15,00,000	14,40,000
Ms. Anuradha E. Thakur	30,00,000	3,00,000	15,00,000	13,80,000	13,50,000	11,40,000	15,00,000	12,00,000
Mr. Ankur Verma	-	1,60,000	-	7,00,000	-	6,80,000	-	5,00,000
Mr. Sujit Kumar Varma ¹	5,00,000	3,00,000	-	2,40,000				

Notes:

1. Mr. Sujit Kumar Varma was appointed as an Independent Director with effect from February 1, 2022. Commission paid to Mr. Sujit Kumar Varma is Pro-rated for tenor in FY 2021-22.
2. Sitting fees paid is for the quarter ended June 30, 2022.



The details of remuneration to Mr. R. Vaithianathan, the erstwhile Managing Director is, as under:

(Amount in Rs.)

Particulars	FY 2019-20
Remuneration	-
Commission	6,10,115 [#]

[#]Commission for the period from April 1, 2018 to May 21, 2018, paid in FY 2019-20.

Mr. Vaithianathan retired as the Managing Director of the Company with effect from May 21, 2018.

The details of remuneration to Mr. Anil Kaul, Managing Director is, as under:

(Amount in Rs.)

Particulars	FY 2022-23	FY 2021-22	FY 2020-21	FY 2019-20
Remuneration	71,11,833 [^]	2,86,44,741	2,66,54,304	5,44,30,000
Commission	1,75,00,000 [*]	1,57,00,000 ^{\$}	68,00,001 [#]	59,84,932 [@]

[^] Details are for quarter ended June 30, 2022.

^{*} Commission for FY 2021-22 paid in FY 2022-23.

^{\$}Commission for FY 2020-21 paid in FY 2021-22.

[#]Commission for FY 2019-20 paid in FY 2020-21.

[@]Commission for FY 2018-19 paid in FY 2019-20.

Mr. Kaul was appointed as the Managing Director of the Company, with effect from July 18, 2018.



SECTION III

TERM SHEET

TCHFL NCD “D” Series FY 2022-23 Option - I

ISSUE DETAILS	
Issuer	: Tata Capital Housing Finance Limited
Nature of Debentures	: Secured, Redeemable, Non-Convertible, Debentures
Face Value	: Rs.10,00,000/- each
Number of Debentures	: 2,920
Issue size	: 50 Crore
Green shoe option and range	: 242 Crore
Minimum Subscription	: Rs. 1,00,00,000 (Rupees One Crore)
Minimum Bid lot	: 10 NCDs
Manner of bidding (open bidding or closed bidding):	Open Bidding
Manner of allotment i.e. uniform yield allotment or multiple yield allotment:	Uniform Yield Allotment
Manner of settlement (through clearing corporation or through escrow bank account of issuer):	Through Clearing Corporation
Settlement cycle i.e. T+1 or T+2 day:	T+1
Minimum Application	: Rs. 1,00,00,000 (Rupees One Crore - 1 NCD) each and in multiple of Rs. 10,00,000 (Rupees Ten Lakh - 1 NCD) thereafter
Tenor	: 1,096 Days from deemed date of allotment
Coupon Rate / Coupon Date	: 7.55%
Redemption Date	: 05 August 2025
Put / Call Option	: NA
Proposed Listing	: NSE
Form of Issuance	: Demat mode
Trading	: Demat mode only
Depository	: Both NSDL and CDSL
Security	: Secured
Rating	: ‘CRISIL AAA/Stable’ by CRISIL Ratings Limited & ‘ICRA AAA/Stable’ by ICRA Rating Limited
Redemption Amount	: At face value, Rs.10,00,000 per NCD
Yield on redemption	: N.A.
Settlement by way of	: RTGS / Cheques / Demand Drafts / NECS
Interest on Application Money	: RTGS/ Cheques/NECS

Note: 1. The Company reserves the right to change each Series timetable.



TERM SHEET

TCHFL NCD “D” Series FY 2022-23 – Option - II

ISSUE DETAILS	
Issuer	: Tata Capital Housing Finance Limited
Nature of Debentures	: Secured, Redeemable, Non-Convertible, Debentures
Face Value	: Rs.10,00,000/- each
Number of Debentures	: 2,000
Issue size	: 50 Crore
Green shoe option and range	: 150 Crore
Minimum Subscription	: Rs. 1,00,00,000 (Rupees One Crore)
Minimum Bid lot	: 10 NCDs
Manner of bidding (open bidding or closed bidding):	Open Bidding
Manner of allotment i.e. uniform yield allotment or multiple yield allotment:	Uniform Yield Allotment
Manner of settlement (through clearing corporation or through escrow bank account of issuer):	Through Clearing Corporation
Settlement cycle i.e. T+1 or T+2 day:	T+1
Minimum Application	: Rs. 1,00,00,000 (Rupees One Crore - 1 NCD) each and in multiple of Rs. 10,00,000 (Rupees Ten Lakh - 1 NCD) thereafter
Tenor	: 1,826 Days from deemed date of allotment
Coupon Rate / Coupon Date	: 7.80%
Redemption Date	: 05 August 2027
Put / Call Option	: NA
Proposed Listing	: NSE
Form of Issuance	: Demat mode
Trading	: Demat mode only
Depository	: Both NSDL and CDSL
Security	: Secured
Rating	: ‘CRISIL AAA/Stable’ by CRISIL Ratings Limited & ‘ICRA AAA/Stable’ by ICRA Rating Limited
Redemption Amount	: At face value, Rs.10,00,000 per NCD
Yield on redemption	: N.A.
Settlement by way of	: RTGS / Cheques / Demand Drafts / NECS
Interest on Application Money	: RTGS/ Cheques/NECS

Note: 1. The Company reserves the right to change each Series timetable.



PRICING SUPPLEMENT

Security Name	TCHFL NCD D SERIES FY 2022-23 – Option – I	TCHFL NCD D SERIES FY 2022-23 – Option – II
Issuer / Company	Tata Capital Housing Finance Limited	
Type of Instrument	Secured, Redeemable, Non-Convertible, Debentures	
Nature of Instrument (Secured or Unsecured)	Secured	
Seniority (Senior or Subordinated)	Senior Debt	
Mode of Issue	Private Placement	
Eligible Investors	<p>Only the following categories of investors, when specifically contacted, are eligible to invest in these NCDs:</p> <ul style="list-style-type: none"> (i) Companies (ii) Scheduled Commercial Banks (iii) Co-operative Banks (iv) Financial Institutions (v) Insurance Companies (vi) Mutual Funds (vii) Provident, Gratuity, Pension and Superannuation Funds (viii) Any other investor authorized to invest in these NCDs <p>All investors are required to comply with the relevant regulations / guidelines applicable to them for investing in this issue of NCDs. .</p>	
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	<p>The NCDs to be issued under this private placement offer are proposed to be listed on the National Stock Exchange of India Limited.</p> <p>The issuer shall forward the listing application to the Stock Exchange and obtain the listing permission from the Stock Exchange within 4 trading days from the date of closure of issue.</p> <p>Delay in Listing: In case of delay in listing of securities issued on a privately placement basis beyond the timelines specified in para above, the issuer shall;</p> <ul style="list-style-type: none"> i. pay penal interest of 1% p.a. over the coupon rate for the period of delay to the investor (i.e. from date of allotment to the date of listing); and 	



	be permitted to utilise the issue proceeds of its subsequent two privately placed issuances of securities only after receiving final listing approval from Stock Exchanges.								
Rating of the instrument	‘CRISIL AAA/Stable’ by CRISIL Ratings Limited & ‘ICRA AAA/Stable’ by ICRA Rating Limited	‘CRISIL AAA/Stable’ by CRISIL Ratings Limited & ‘ICRA AAA/Stable’ by ICRA Rating Limited							
Issue Size	<p>Base Issue Size: 500 NCDs of Rs.10,00,000 each aggregating to Rs.50,00,00,000/- (Rupees Fifty Crore Only)</p> <p>Green Shoe Option: 2,420 NCDs of Rs.10,00,000 each aggregating to Rs.242,00,00,000/- (Rupees Two Hundred and Forty Two Crore Only)</p>	<p>Base Issue Size: 500 NCDs of Rs.10,00,000 each aggregating to Rs.50,00,00,000/- (Rupees Fifty Crore Only)</p> <p>Green Shoe Option: 1,500 NCDs of Rs.10,00,000 each aggregating to Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crore Only)</p>							
Minimum Subscription	Rs.10,00,000 (Rupees Ten Lakh only)								
Option to retain oversubscription (Amount)	<p>The Green Shoe parameter set for EBP Bidding was Rs.242 Crores.</p> <p>The Company has received bids in excess of Rs. 242 crores but accepted bids for an amount of Rs. 242 Crore under the Green Shoe Option.</p>	<p>The Green Shoe parameter set for EBP Bidding was Rs.150 Crores.</p> <p>The Company has received bids in excess of Rs. 150 crores but accepted bids for an amount of Rs. 150 Crore under the Green Shoe Option.</p>							
Object of the Issue / Purpose for which there is requirement of funds	Refer chapter “(VI) Brief History, Capital Structure and Objects of the Issue” of the Shelf Placement Memorandum								
in case the issuer is a NBFC and the objects of the issue entail loan to any entity who is a ‘group company’ then disclosures shall be made in the following format	Not Applicable								
Details of the utilization of the proceeds	Refer chapter “(VI) Brief History, Capital Structure and Objects of the Issue” of the Shelf Placement Memorandum								
Coupon Rate/XIRR	7.55% p.a.	7.80% p.a.							
Step Up / Step Down Coupon Rate	Not Applicable								
Coupon Payment Frequency	Annually & On Maturity								
Coupon Payment Dates	<table border="1"> <tr><td>05-Aug-23</td></tr> <tr><td>05-Aug-24</td></tr> <tr><td>05-Aug-25</td></tr> </table>	05-Aug-23	05-Aug-24	05-Aug-25	<table border="1"> <tr><td>05-Aug-23</td></tr> <tr><td>05-Aug-24</td></tr> <tr><td>05-Aug-25</td></tr> <tr><td>05-Aug-26</td></tr> </table>	05-Aug-23	05-Aug-24	05-Aug-25	05-Aug-26
05-Aug-23									
05-Aug-24									
05-Aug-25									
05-Aug-23									
05-Aug-24									
05-Aug-25									
05-Aug-26									



		05-Aug-27
Coupon Type (Fixed, floating or other structure)	Fixed	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable	
Days Count Basis (Actual/Actual)	Actual/Actual	
Interest on Application Money	Not Applicable	
Default Interest Rate	In case of default in payment of Interest and/or principal redemption on the due dates, additional interest of 2% p.a. over the coupon rate shall be payable by the Company for the defaulting period.	
Tenor	1,096 Days from deemed date of allotment	1,826 Days from deemed date of allotment
Redemption Date	05-August-2025	05-August-2027
Redemption Amount	At face value, Rs. 10,00,000 per NCD	At face value, Rs. 10,00,000 per NCD
Redemption Premium / Discount	Nil	
Issue Price	Rs. 10,00,000 (Rupees Ten Lakh only) per NCD	Rs. 10,00,000 (Rupees Ten Lakh only) per NCD
Discount at which security is issued and the effective yield as a result of such discount	Not Applicable	
Put Date	None	
Put Price	None	
Call Date	None	
Call Price	None	
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	None	
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	None	
Face Value	Rs. 10,00,000 (Rupees Ten Lakh only) per NCD	



Minimum Application and in multiples of 1 NCD thereafter	Rs. 1,00,00,000 (Rupees One Crore - 1 NCD) each and in multiple of Rs. 10,00,000 (Rupees Ten Lakh - 10 NCD) thereafter									
Issue Timing: Issue Opening Date Issue Closing Date Date of earliest closing of the issue, if any. Pay-in Date Deemed Date of Allotment	04-August-2022 04-August-2022 N.A 05-August-2022 05-August-2022									
Settlement mode of the Instrument	Cheque / Demand Draft / Pay Order / Direct Credit / ECS / NEFT / RTGS /other permitted mechanisms									
Depository	National Securities Depository Limited and Central Depository Services (India) Limited									
Disclosure of Interest / redemption dates	Interest Date: <table border="1"> <tr><td>05-Aug-23</td></tr> <tr><td>05-Aug-24</td></tr> <tr><td>05-Aug-25</td></tr> </table> Redemption Date: 05-Aug-2025	05-Aug-23	05-Aug-24	05-Aug-25	Interest Date: <table border="1"> <tr><td>05-Aug-23</td></tr> <tr><td>05-Aug-24</td></tr> <tr><td>05-Aug-25</td></tr> <tr><td>05-Aug-26</td></tr> <tr><td>05-Aug-27</td></tr> </table> Redemption Date: 05-Aug-2027	05-Aug-23	05-Aug-24	05-Aug-25	05-Aug-26	05-Aug-27
05-Aug-23										
05-Aug-24										
05-Aug-25										
05-Aug-23										
05-Aug-24										
05-Aug-25										
05-Aug-26										
05-Aug-27										
Record Date	Record Dates for each interest payment/principal repayment shall be 15 days prior to each Coupon Payment/ Redemption date or any other event will be fixed in consultation with Stock Exchange but shall not be less than 15 days prior to the relevant event. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by TCHFL to the Stock Exchange, will be deemed as the Record Date.									
All covenants of the issue (including side letters, accelerated payment clause, etc.)	Refer chapter “(VIII) Offering Information” of the Shelf Placement Memorandum along with this Pricing Supplement.									
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation, replacement of security, interest to the	NCDs to be issued by the Company in pursuance of this Tranche Placement Memorandum together with interest, costs, charges, remuneration of the Debenture Trustee and all other moneys payable in respect thereof shall be secured by way of creation of pari-passu charge on the Company’s Moveable Property being Specified receivables arising out of loan, lease and hire purchase transactions (together called as Current Assets) as per the details furnished to the Debenture Trustee, as per the Debenture Trust Deed dated December 03, 2021.									



debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Placement Memorandum.

To maintain the required Security Cover, the Company may add and/or substitute the aforesaid class of assets/receivables. It shall be the responsibility of the Company to identify from time to time and indicate the class of assets/receivables that are to be charged. Upon such intimation, the class of assets/receivables so identified would deem to have been charged under these presents.

TCHFL shall be entitled, from time to time, to make further issue of NCDs or such other instrument to the Public, members of the Company or to any other person(s) and/or raise further loans/advances and/or avail of further financial and/or guarantee(s) facilities from Indian or International Financial Institutions, Banks and/or any other person(s) on the security of the above properties or any part thereof and/ or such other assets and properties and having such ranking including ranking in priority to the security to be created in favor of the Trustees as may be decided by the Company from time to time, on such terms as to security or otherwise as may be mutually acceptable to TCHFL and the Trustees provided the required Security cover has been maintained without requiring the consent of the Debenture Holders. The security will be created within the stipulated Time frame as allowed by the regulators from time-to time.

Right to Securitize including the right to assign the charged assets, etc.

Notwithstanding anything contained in this Tranche Placement Memorandum, so long as Required Security Cover is maintained, the Company shall have all the rights to deal with the charged assets in normal course of business including, inter alia, the right to securitize and / or to assign, lien mark, assign the Security and/or to create a further first and pari passu (subject to maintaining the Required Security Cover) or second charge on the Security.

A trust deed shall be executed by the Company in favour of the debenture trustee within three months of the closure of the issue. Where the Company fails to execute the trust deed within the period specified above, without prejudice to any liability arising on account of violation of the provisions of the Act and these Regulations, the Company shall also pay interest of two percent per annum to the debenture holder, over and above the agreed coupon rate, till the execution of the trust deed.

The assets on which charge is created are free from any encumbrances and in cases where the assets are already charged to secure a debt, the permissions or consent to create any further charge on the assets has



	been obtained from the existing creditors to whom the assets are charged, prior to creation of charge.
Security Cover	1.00 time Security for entire tenure of this issue size.
Transaction Documents	As per Mutual Agreement and Relevant Applicable Guidelines
Condition Precedent to Disbursement	None
Condition Subsequent to Disbursement	None
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	As per the Debenture Trust Deed dated December 03, 2021. Subject to the approval of the debenture holders and the conditions as may be specified by SEBI from time to time, the debenture trustee, on behalf of the debenture holders, may enter into inter-creditor agreements provided under the framework specified by the Reserve Bank of India
Creation of recovery expense fund	In terms of SEBI Circular No. SEBI/HO/MIRSD/CRADT/CIR/P/2020/207 dated October 22, 2020, a Bank Guarantee bearing no. 5WSGT01210120001 dated January 12, 2021 for an amount of Rs. 25 lakhs as amended through an amendment letter dated March 5, 2021, have been issued by HDFC Bank Limited in favour of “National Stock Exchange of India Limited” towards REF for listed or proposed to be listed debt securities of the Company. The Company has informed the Debenture Trustee about the aforesaid and the same shall be used in the manner as decided in the meeting of the holders of debt securities
Conditions for breach of covenants (as specified in Debenture Trust Deed)	As per Debenture Trust Deed dated December 03, 2021.
Provision related to Cross Default Clause	As per Debenture Trust Deed dated December 03, 2021.
Role and Responsibilities of Debenture Trustee	As per Debenture Trust Deed dated December 03, 2021.
Risk factors pertaining to the issue	Refer chapter “(III) Risk Factors” of the Shelf Placement Memorandum
Governing Law and Jurisdiction	India

While the debt securities are secured to the tune of 100% of the principal amount and interest thereon at all times as per the terms of Shelf Placement Memorandum, in favour of Debenture Trustee, it is the duty of the Debenture Trustee to monitor that the security is maintained, however, the recovery of 100% of the amount shall depend on the market scenario prevalent at the time of enforcement of the security.



Note: The Company reserves the right to change the series timetable.

General Note:

If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change shall be disclosed by the Company.

For Tata Capital Housing Finance Limited

Mahadeo Raikar
Chief Financial Officer
Date: August 04, 2022

Farzana Songadan
Authorised Signatory

Encl:

1. Due Diligence Certificate issued by the Debenture Trustee
2. Rating Letter
3. Application Form

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

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013

RL/TCHFL/298278/NCD/0722/39386/101010842

July 22, 2022

Mr. Kiran Joshi

Head - Treasury

Tata Capital Housing Finance Limited

Tower A 1101, Peninsula Business Park

Ganpatrao Kadam Marg

Lower Parel,

Mumbai City - 400013

Dear Mr. Kiran Joshi,

Re: Review of CRISIL Rating on the Rs.3500 Crore Non Convertible Debentures of Tata Capital Housing Finance Limited

All ratings assigned by CRISIL Ratings are kept under continuous surveillance and review.

CRISIL Ratings has, after due consideration, reaffirmed its CRISIL AAA/Stable (pronounced as CRISIL triple A rating with Stable outlook) rating on the captioned debt instrument. Instruments with this rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL Ratings will be necessary.

As per our Rating Agreement, CRISIL Ratings would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL Ratings reserves the right to withdraw, or revise the rating / outlook assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information, or other circumstances which CRISIL Ratings believes may have an impact on the rating. Please visit www.crisilratings.com and search with the name of the rated entity to access the latest rating/s.

As per SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL Ratings to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us at debtissue@crisil.com for any clarification you may need.

Should you require any clarification, please feel free to get in touch with us.

With warm regards,

Yours sincerely,



Rahul Malik
Associate Director - CRISIL Ratings



Nivedita Shibu
Associate Director - CRISIL Ratings



Disclaimer: A rating by CRISIL Ratings reflects CRISIL Ratings' current opinion on the likelihood of timely payment of the obligations under the rated instrument, and does not constitute an audit of the rated entity by CRISIL Ratings. Our ratings are based on information provided by the issuer or obtained by CRISIL Ratings from sources it considers reliable. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy / sell or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. CRISIL Ratings has a practice of keeping all its ratings under surveillance and ratings are revised as and when circumstances so warrant. CRISIL Ratings is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its ratings. CRISIL Ratings' criteria are available without charge to the public on the web site, www.crisilratings.com. CRISIL Ratings or its associates may have other commercial transactions with the company/entity. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please visit www.crisilratings.com or contact Customer Service Helpdesk at CRISILratingdesk@crisil.com or at 1800-267-1301

CRISIL Ratings Limited

(A subsidiary of CRISIL Limited)

Corporate Identity Number: U67100MH2019PLC326247



ICRA Limited

Ref: ICRA/Tata Capital Housing Finance Limited/02082022/5
August 2, 2022

Mr. Kiran Joshi
Tata Capital Housing Finance Limited
Tower A 1101 Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013

Dear Sir,

Re: Revalidation of Credit Rating for Rs. 1,000 crore (amount raised – 507.6 as on August 1, 2022) Non-convertible Debenture Programme of Tata Capital Housing Finance Limited

This is with reference to your request for re-validating the rating for the captioned programme.

We hereby confirm that the “[ICRA]AAA” (pronounced as ICRA triple A) rating with Stable Outlook assigned to the captioned programme and last communicated to you vide our letter dated May 24, 2022 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter dated May 24, 2022.

The rating(s) assigned must be understood solely as an opinion and should not be treated, or cause to be treated, as recommendation to buy, sell, or hold the rated [Instrument] Issued/availed by your company.

With kind regards,

Yours faithfully,
For ICRA Limited

KARTHIK
SRINIVASAN

Digitally signed by
KARTHIK SRINIVASAN
Date: 2022.08.02
14:41:05 +05'30'

KARTHIK SRINIVASAN
Senior Vice President
karthiks@icraindia.com

36243/ITSL/OPR/2021-22

To, National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G. Block, Bandra-Kurla Complex, Mumbai – 400 051	To, BSE Limited 25th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001
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DUE DILIGENCE CERTIFICATE TO BE GIVEN BY THE DEBENTURE TRUSTEE AT THE TIME OF FILING THE DRAFT OFFER DOCUMENT OR INFORMATION MEMORANDUM

Dear Sir/Madam,

SUB.: ISSUE OF INR 3500 CRORES BY TATA CAPITAL HOUSING FINANCE LIMITED

We, the debenture trustee(s) to the above mentioned forthcoming issue state as follows:

1. We have examined documents pertaining to the said issue and other such relevant documents, reports and certifications.
2. On the basis of such examination and of the discussions with the Issuer, its directors and other officers, other agencies and on independent verification of the various relevant documents, reports and certifications, WE CONFIRM that:
 - a) The Issuer has made adequate provisions for and/or has taken steps to provide for adequate security for the debt securities to be issued.
 - b) The Issuer has obtained the permissions / consents necessary for creating security on the said property(ies).
 - c) The Issuer has made all the relevant disclosures about the security and also its continued obligations towards the holders of debt securities.
 - d) Issuer has adequately disclosed all consents/ permissions required for creation of further charge on assets in offer document or private placement memorandum/ information memorandum and all disclosures made in the offer document or private placement memorandum/ information memorandum with respect to creation of security are in confirmation with the clauses of debenture trustee agreement.
 - e) Issuer has given an undertaking that charge shall be created in favour of debenture trustee as per terms of issue before filing of listing application.
 - f) Issuer has disclosed all covenants proposed to be included in debenture trust deed (including any side letter, accelerated payment clause etc.), offer document or private placement memorandum/ information memorandum and given an undertaking that debenture trust deed would be executed before filing of listing application.
 - g) All disclosures made in the draft offer document or private placement memorandum/ information memorandum with respect to the debt securities are true, fair and adequate to enable the investors to make a well-informed decision as to the investment in the proposed issue.

We have satisfied ourselves about the ability of the Issuer to service the debt securities.

PLACE: Mumbai

DATE: December 6, 2021

For IDBI Trusteeship Services Limited

GAURAV
KISHORE
JESWANI

Digitally signed by
GAURAV KISHORE
JESWANI
Date: 2021.12.06
16:23:57 +05'30'

Authorised Signatory