

August 16, 2019

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Maharashtra, India

Kind Attention: Mr. Lokesh Bhandari

Dear Sirs,

Sub: Public Issue by Tata Capital Financial Services Limited ("Company" or the "Issuer") of Secured, Redeemable, Non-Convertible Debentures of Face Value of Rs. 1,000 each ("Secured NCDs") up to Rs. 299,790 Lakh and Unsecured, Subordinated, Redeemable, Non-Convertible Debentures of Face Value of Rs. 1,000 each ("Unsecured NCDs") up to Rs. 112,810 Lakh, aggregating up to Rs. 412,600 Lakh ("Tranche II Issue").

The Base Issue Size of Tranche II Issue is Rs. 50,000 lakh with an option to retain oversubscription upto Rs. 3,62,600 lakh, aggregating upto Rs. 4,12,600 lakh.

This has reference to the captioned Tranche II Issue, in respect of which, the Company had filed the Tranche II Prospectus with the Registrar of Companies, Mumbai, Maharashtra, the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE"), in terms of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Debt Regulations"). The Statutory Advertisement in relation to opening of the Tranche II Issue was published in 'Financial Express' in English, 'Jansatta' in Hindi and 'Navshakti' in Marathi.

In accordance with the disclosures in the Tranche II Prospectus, the Tranche II Issue opened for subscription on Tuesday, August 13, 2019 and was scheduled to close on Friday, August 23, 2019, with an option for early closure or extension by such period, as may be decided by the Board of Directors or the Working Committee of the Board.

In this regard, kindly be informed that the Working Committee, vide a Circular Resolution passed on August 16, 2019 decided to exercise the option of early closure and close the Tranche II Issue by the end of the business hours on August 20, 2019.

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TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

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



In accordance with terms of the Tranche II Prospectus, the Company shall issue a public notice, through an advertisement in all the editions of 'Financial Express' in English, 'Jansatta' in Hindi and 'Navshakti' in Marathi to communicate the early closure of the Tranche II Issue.

Kindly take the above information on record and treat the same as compliance under the applicable regulations, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,

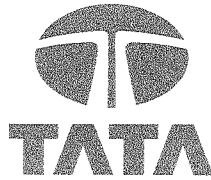
Yours faithfully,

For Tata Capital Financial Services Limited

A handwritten signature in black ink, appearing to read 'A. Doomasia', with a large flourish on the left side.

Avan Doomasia
Company Secretary

A small, circular mark or stamp located below the signature and name.



**CERTIFIED TRUE COPY OF THE CIRCULAR RESOLUTION PASSED BY THE
WORKING COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY
ON AUGUST 16, 2019**

APPROVAL FOR EARLY CLOSURE OF THE TRANCHE II ISSUE

“**RESOLVED** that in furtherance of the resolution passed by the Board of Directors at its meeting held on June 15, 2018 and based on the terms and conditions contained in the Shelf Prospectus dated August 29, 2018 and the Tranche II Prospectus dated August 2, 2019 (together referred to as “Prospectus”), containing the information therein as per the requirements of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (“SEBI ILDS”), each as amended and any other applicable law, in relation to the issue of Secured, Redeemable, Non-Convertible Debentures of face value Rs. 1,000 each up to Rs. 2,997.90 crore and Unsecured, Subordinated, Redeemable, Non-Convertible Debentures of face value Rs. 1,000 each up to Rs. 1,128.10 crore, aggregating up to Rs. 4,126 crore (“Tranche II Issue”) through one or more tranches, to the public, the approval of the Working Committee be and is hereby accorded for pre-closure of the Tranche II Issue by the end of business hours on August 20, 2019, in accordance with the provisions of the Companies Act, 2013, the rules thereunder, SEBI ILDS and the terms and conditions contained in the Prospectus.”

“**RESOLVED FURTHER** that Mr. Kusal Roy, Managing Director, Mr. Puneet Sharma, Chief Financial Officer, Ms. Avan Doomasia, Company Secretary, Mr. Kiran Joshi, Head – Treasury, Tata Capital Limited (“TCL”), holding company, Ms. Sarita Kamath, Head – Legal & Compliance, Mr. Amol Dalvi, Vice President – Controllership, Mr. Mandar Joshi, Vice President – Treasury, Mr. Rajesh Bhakade, Deputy Vice President – Treasury, Mr. Sarvesh Laturia, Associate Vice President – Treasury and Mr. Rajesh Gosia, Senior Manager - Secretarial, be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”

“**RESOLVED FURTHER** that a copy of the above resolution, certified to be true by any Director, the Chief Financial Officer or the Company Secretary of the Company, be forwarded to the concerned authorities for their necessary action.”

**Certified to be true
For Tata Capital Financial Services Limited**

**Avan Doomasia
Company Secretary**

August 16, 2019

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