

This is an advertisement issued pursuant to Regulation 8(1) of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, for information purposes only.



TATA CAPITAL HOUSING FINANCE LIMITED

Tata Capital Housing Finance Limited (our "Company") was incorporated as Tata Capital Housing Finance Limited on October 15, 2008 at Mumbai, Maharashtra, as a public limited company, under the provisions of the Companies Act, 1956. Our Company also received a certificate for commencement of business on November 10, 2008. Our Company has obtained a certificate of registration dated April 2, 2009, bearing registration number 04.0073.09 from the National Housing Bank (the "NHB") to carry on the business of a housing finance institution without accepting public deposits in accordance with Section 29A of the National Housing Bank Act, 1987. For further details regarding changes to our Registered Office, see "History and Main Objects" beginning on page 91 of the Shelf Prospectus.

Corporate Identity Number of TCHFL is U67190MH2008PLC187552; Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.
Tel: (+91 22) 6606 9000, **Fax:** (+91 22) 6656 2699, **Website:** www.tatacapital.com, **Company Secretary and Compliance Officer:** Mr. Jinesh Meghani, **Tel:** (+91 22) 6606 9000, **Fax:** (+91 22) 6656 2699, **Email:** tchflncdcompliance@tatacapital.com

Our Promoter is Tata Capital Limited. For further details, see "Our Promoter" beginning on page 102 of the Shelf Prospectus.

PUBLIC ISSUE BY TATA CAPITAL HOUSING FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH ("SECURED NCDs") AND UNSECURED, SUBORDINATED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH ("UNSECURED NCDs"), (TOGETHER REFERRED AS "NCDs") FOR AN AMOUNT OF ₹ 50,000 LAKH ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 1,50,000 LAKH AGGREGATING UP TO ₹ 2,00,00,000 NCDs AMOUNTING TO ₹ 2,00,000 LAKH ("TRANCHE 1 ISSUE LIMIT") ("TRANCHE 1 ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 5,00,000 LAKH AND IS BEING OFFERED BY WAY OF THE TRANCHE 1 PROSPECTUS DATED DECEMBER 30, 2019 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE 1 ISSUE ("TRANCHE 1 PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2019 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT MUMBAI ("ROC"), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"). THE SHELF PROSPECTUS AND TRANCHE 1 PROSPECTUS CONSTITUTE THE PROSPECTUS ("PROSPECTUS"). THE UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER I CAPITAL. THIS TRANCHE 1 ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED.

CREDIT RATING: "CRISIL AAA / Stable" and "[ICRA] AAA (stable)"

SPECIFIC TERMS AND CONDITIONS IN CONNECTION WITH EACH SERIES OF NCDs

Series	I*	II	III	IV	V	VI
Frequency of Interest Payment	Annual	Monthly	Annual	Monthly	Annual	Annual
Type of NCD	Secured	Secured	Secured	Secured	Secured	Unsecured
Minimum Application	₹ 10,000 (10 NCDs) across all Series					
Face Value/ Issue Price of NCDs (₹ / NCD)	₹ 1,000					
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)					
Tenor	36 months	60 months	60 months	96 months	96 months	120 months
Coupon (% per annum) for NCD Holders in Category I & II	8.00%	7.92%	8.20%	8.01%	8.40%	8.55%
Coupon (% per annum) for NCD Holders in Category III & IV	8.10%	8.01%	8.30%	8.10%	8.40%	8.70%
Effective Yield (% per annum) for NCD Holders in Category I & II	7.99%	8.21%	8.19%	8.30%	8.29%	8.54%
Effective Yield (% per annum) for NCD Holders in Category III & IV	8.09%	8.30%	8.29%	8.40%	8.39%	8.69%
Mode of Interest Payment	Through various mode available					
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Put and Call Option	NA	NA	NA	NA	NA	NA

* Our Company would allot the Series I NCDs, as specified in the Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

ISSUE PROGRAMME**

**Tranche 1 Issue Opens On
Tuesday, January 7, 2020**

**Tranche 1 Issue Closes On
Friday, January 17, 2020***

**This Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board of Directors. In the event of such an early closure or extension of this Tranche 1 Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of closure. Application Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. The Tranche 1 Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.

Information required under Section 30 of Companies Act, 2013: Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of our Company, see "HISTORY AND MAIN OBJECTS" on page 91 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a document for inspection in relation to the Tranche 1 Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 92 of the Tranche 1 Prospectus.

Liability of Members: Limited by Shares

Amount of share capital of the Company as on September 30, 2019: The Authorised Share Capital of our Company is ₹ 40,000,000,000 divided into 2,500,000,000 Equity Shares of face value ₹ 10 each and 2,000,000,000 CCPS of face value ₹ 10 each. The issued, subscribed and paid up share capital of our Company is ₹ 18,81,71,03,000 divided into 30,97,10,300 Equity Shares of face value ₹ 10 each and 1,57,20,00,000 CCPS of face value ₹ 10 each. For further details, see the section titled "Capital Structure" and page 48 of Shelf Prospectus.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed for by them at the time of signing of the Memorandum of Association of the Company: Tata Capital Limited - 99,99,994 shares, Mr. Praveen P. Kadle - 1 share, Mr. Shailesh H. Rajadhyaksha - 1 share, Mr. Govind Sankaranarayanan - 1 share, Mr. Kiran Joshi - 1 share and Mr. Sanjay Shukla - 1 share, allotted at the time of incorporation of the Company aggregating 1,00,00,000 Equity Shares of face value ₹ 10 each.

LISTING: The NCDs offered through this Tranche 1 Prospectus along with the Shelf Prospectus are proposed to be listed on the National Stock Exchange of India ("NSE") and BSE Limited ("BSE"). For the purposes of this Tranche 1 Issue, NSE shall be the Designated Stock Exchange. Our Company has received an 'in-principle' approval from NSE by way of its letter bearing reference number NSE/LIST/98209 dated December 24, 2019 and from BSE by way of its letter bearing reference number DCS/BM/P-BOND/15/19-20 dated December 24, 2019.

For further details please refer Shelf Prospectus dated December 30, 2019 and Tranche 1 Prospectus dated December 30, 2019.

ASBA#

Simple, Safe, Smart way of Application

*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For future details, check section on ASBA.

Mandatory in public issues from October 01, 2018. No cheque will be accepted.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that submission of offer document to the Securities and Exchange Board of India ("SEBI") should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The Lead Merchant Bankers, Edelweiss Financial Services Limited and A.K. Capital Services Limited have certified that disclosures made in the offer document are generally adequate and are in conformity with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 in force for the time being. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue. It should also be clearly understood that while the issuer is primarily responsible for correctness, adequacy and accuracy of all relevant information in the offer document, the Lead Merchant Bankers are expected to exercise due diligence to ensure that the issuer discharges its responsibility adequately in this behalf and towards this purpose, the Lead Merchant Bankers Edelweiss Financial Services Limited and A.K. Capital Services Limited confirm that comments received on the Draft Shelf Prospectus will be suitably addressed before filing the Shelf Prospectus and to this effect, have furnished to SEBI a due diligence certificate dated December 30, 2019, which reads as follows: 1. We confirm that neither the Company nor its promoter or directors have been prohibited from accessing the capital market under any order or direction passed by the board. We also confirm that none of the intermediaries named in the Shelf Prospectus have been debarred from functioning by any regulatory authority. 2. We confirm that all the material disclosures in respect of the company have been made in the Shelf Prospectus and certify that any material development in the issue or relating to the issue up to the commencement of listings and trading of the NCDs offered through public notices/information in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue will be given. 3. We confirm that the Shelf Prospectus contains all disclosures as specified in the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended. 4. We also confirm that all the relevant provisions of the companies act, 2013, as amended, Securities Contracts (Regulation) Act, 1956, as amended, Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, guidelines, circulars issued thereunder are complied with. 5. We confirm that no comments/complaints were received on the Draft Shelf Prospectus filed by the Company with NSE, BSE and the SEBI.

DISCLAIMER CLAUSE OF NSE: as required, a copy of this offer document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter ref.: NSE/LIST/98209 dated December 24, 2019 permission to the issuer to use the exchange's name in this offer document as one of the stock exchanges on which this issuer's securities are proposed to be listed. The exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this issuer. It is to be distinctly understood that this issuer's securities will be listed or will continue to be listed on the exchange; nor does it take any responsibility for the financial or other soundness of this issue, its promoter, its management or any scheme or project of this company. Every person who desires to apply for or otherwise acquire any securities of this issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory and other requirements by the Company; IPRs are cleared or approved by NSE; nor does it warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the issuer, its promoters, its management or any scheme or project of this company.

DISCLAIMER CLAUSE OF NHB: Our Company has a valid Certificate of Registration dated April 2, 2009 bearing registration no. 04.0073.09 issued by the NHB under Section 29A of the NHB Act, 1987. However, the NHB does not accept any responsibility or guarantee about the present position as to the financial soundness of our Company or for the correctness of any of the statements or representations made by us, our Company and for repayment of deposits/discharge of liabilities by our Company.

DISCLAIMER CLAUSE OF BSE: BSE limited ("the exchange") has given, vide its letter ref.: DCS/BM/P-BOND/15/19-20 dated December 24, 2019, permission to this company to use the exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. The exchange does not in any manner: 1. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or 2. Warrant that this company's securities will be listed or will continue to be listed on the exchange; or 3. Take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company; And it should not for any reason be deemed or construed that this offer document has been cleared or approved by the exchange. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the online system shall not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

DISCLAIMER CLAUSE OF CRISIL: CRISIL Limited (CRISIL) has taken due care and caution in preparing the Material based on the information provided by its client and/or obtained by CRISIL from sources which it considers reliable (information). A CRISIL rating reflects CRISIL's 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. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources which it considers reliable. CRISIL does not guarantee the completeness or the accuracy of the information on which the rating is based. A CRISIL rating 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. The Rating is not considered to invest/disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers/users/transmitters/distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL providing or intending to provide any service in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Tata Capital Housing Finance Limited will be responsible for ensuring compliance and consequences of non-compliance for use of the Material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL website, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpline at 1800-267-1301.

DISCLAIMER CLAUSE OF ICRA: ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer to accurately service debts and obligations, with respect to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been provided 'as is' without any warranty of any kind, and ICRA in particular makes no representation or warranty, express or implied as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statement of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

CREDIT RATING: The NCDs proposed to be issued pursuant to this Issue have been rated "CRISIL AAA/Stable" by CRISIL for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number TCHFL/225196/RB/27112019 and have been revalidated vide letter dated December 24, 2019 bearing reference number TCHFL/235551/RBOND/121947355 and have been rated "[ICRA] AAA (stable)" by ICRA for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number 2019-20/MUMR/1504 and have been revalidated vide letter dated December 24, 2019 bearing reference number 2019-20/MUM/1780. The rating of the NCDs by ICRA indicates highest degree of safety regarding timely servicing of financial obligations. The ratings provided by CRISIL and ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see Annexures A to D of the Tranche 1 Prospectus.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from Tata Capital Housing Finance Limited. Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Lead Manager to the Issue: Edelweiss Financial Services Limited. Tel: (91 22) 4086 3535 Fax: (91 22) 4086 3610; A.K. Capital Services Limited. Tel: (91 22) 6754 6500/ 6634 9300; Fax: (91 22) 6610 0594 and offices of Consortium Members. Sub-Consortium Members, Trading Members and Designated Branches of SCSEs. Application Forms may be downloaded from the websites of NSE, BSE and the Lead Managers.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus can be obtained from the Registered Office of the Company and the Lead Managers. Full copy of the Prospectus will be available on the website of the Issuer at www.tatacapital.com, of the Lead Managers at www.edelweissfn.com and www.akgroup.co.in, of Debenture Trustee at www.idbitrustee.com, of NSE at www.nseindia.com, of BSE at www.bseindia.com and of SEBI at www.sebi.gov.in

PUBLIC ISSUE ACCOUNT BANK AND REFUND BANK: HDFC Bank Limited.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE***	
<p>Edelweiss Financial Services Limited Edelweiss House, Off CST Road Kalina Mumbai 400 098 Tel: (91 22) 4086 3535 Fax: (91 22) 4086 3610 Email: tchfl.ncd@edelweissfn.com Investor Service Email: investor.service.mb@edelweissfn.com Website: www.edelweissfn.com Contact Person: Mr. Lokesh Singh Compliance officer: Mr. B. Renganathan SEBI Registration Number: INM000010650</p>	<p>A. K. Capital Services Limited 30-38, Free Press House, 3rd Floor, Free Press Journal Marg 215, Nariman Point, Mumbai 400 021 Tel: (91 22) 6754 6500 Fax: (91 22) 6610 0594 Email: tchfl.ncd2019@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Anchal Wagale/ Mr. Lokesh Shah Compliance officer: Mr. Tejas Darda SEBI Registration Number: INM000010411</p>	<p>Kfin Technologies Private Limited (formerly known as Karyv Fintech Private Limited) Selenium Tower B, Plot 31 & 32 Gachibowli Financial District Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana Tel: (91 40) 6716 2222 Fax: (91 40) 2343 1551 Email: tchfl.ncd@kfinfintech.com Investor Grievance Email: einward.ris@kfinfintech.com Website: www.kfinfintech.com Contact Person: Mr. M. Murali Krishna Compliance Officer: Mr. Rakesh Santhalia SEBI Registration Number: INR000000221</p>	<p>IDBI Trusteeship Services Limited Asian Building, Marg, Floor 17, R. Kamani Road, Ballard Estate Mumbai 400 001 Tel: (91 22) 4086 7000 Fax: (91 22) 6631 1776 Email: nikhil@idbitrustee.com Investor Grievance Email: itsl@idbitrustee.com Website: www.idbitrustee.com Contact Person: Mr. Nikhil Lohana Compliance Officer: Mr. Jatin Bhat SEBI Registration Number: IND000000460</p>

Company Secretary and Compliance Officer: Mr. Jinesh Meghani; Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Email: tchflncdcompliance@tatacapital.com

*** IDBI Trusteeship Services Limited pursuant to Regulation 4(4) of the SEBI (Debt) Regulations and by way of its letter dated December 17, 2019 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Shelf Prospectus and the Tranche 1 Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche 1 Issue. For details of the consent, see "Annexure E" on page 99 of the Tranche 1 Prospectus.

A copy of the Shelf Prospectus and the Tranche 1 Prospectus has been filed with the RoC, in terms of Section 26 and Section 31 of the Companies Act, 2013, along with the certified copies of all requisite documents. For further details see, "Material Contracts and Documents for Inspection" beginning page 92 of the Tranche 1 Prospectus.

DISCLAIMER: Tata Capital Housing Finance Limited - Tata Capital Housing Finance Limited ("Company"), subject to market conditions, receipt of requisite approvals, and other considerations, is proposing a public offer of secured, redeemable, non-convertible debentures ("NCDs"), and such Issue of the "Tranche 1 Issue" and has filed a Shelf Prospectus dated December 30, 2019 ("Shelf Prospectus") and Tranche 1 Prospectus dated December 30, 2019 ("Tranche 1 Prospectus") with the Registrar of Companies, Maharashtra at Mumbai, the BSE Limited ("BSE"), and Securities and Exchange Board of India ("SEBI"). The Shelf Prospectus and Tranche 1 Prospectus are available on the website of the Company at www.tatacapital.com, on the website of BSE at www.bseindia.com, on the respective websites of the lead managers at www.edelweissfn.com and www.akgroup.com, and shall be available on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Tranche 1 Issue should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Shelf Prospectus and Tranche 1 Prospectus, including the section titled "Risk Factors" beginning on page 14 of the Shelf Prospectus and the section titled "Material Developments" beginning on page 31 of the Tranche 1 Prospectus.

For Tata Capital Housing Finance Limited
Sd/-

Place: Mumbai
Date: January 2, 2020

Anil Kaul
Managing Director
DIN No.: 00644761

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TATA CAPITAL HOUSING FINANCE LIMITED

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Tel: (+91 22) 6606 9000; **Fax:** (+91 22) 6656 2699; **Website:** www.tatacapital.com; **Company Secretary and Compliance Officer:** Mr. Jinesh Meghani; **Tel:** (+91 22) 6606 9000; **Fax:** (+91 22) 6656 2699; **Email:** tchflnccompliance@tatacapital.com

Our Promoter is Tata Capital Limited. For further details, see "Our Promoter" beginning on page 102 of the Shelf Prospectus.

PUBLIC ISSUE BY TATA CAPITAL HOUSING FINANCE LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH ("SECURED NCDs") AND UNSECURED, SUBORDINATED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH ("UNSECURED NCDs"), (TOGETHER REFERRED AS "NCDs") FOR AN AMOUNT OF ₹ 50,000 LAKH ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 1,50,000 LAKH AGGREGATING UP TO ₹ 2,00,000 LAKH AMOUNTING TO ₹ 2,00,000 LAKH ("TRANCHE 1 ISSUE LIMIT") ("TRANCHE 1 ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 5,00,000 LAKH AND IS BEING OFFERED BY WAY OF THE TRANCHE 1 PROSPECTUS DATED DECEMBER 30, 2019 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE 1 ISSUE ("TRANCHE 1 PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2019 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT MUMBAI ("ROC"), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"), THE SHELF PROSPECTUS AND TRANCHE 1 PROSPECTUS CONSTITUTE THE PROSPECTUS ("PROSPECTUS"). THE UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER II CAPITAL. THIS TRANCHE 1 ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE "SEBI DEBT REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED.

CREDIT RATING: "CRISIL AAA / Stable" and "[ICRA] AAA (stable)"

SPECIFIC TERMS AND CONDITIONS IN CONNECTION WITH EACH SERIES OF NCDs

Series	I*	II	III	IV	V	VI
Frequency of Interest Payment	Annual	Monthly	Annual	Monthly	Annual	Annual
Type of NCD	Secured	Secured	Secured	Secured	Secured	Unsecured
Minimum Application	₹ 10,000 (10 NCDs) across all Series					
Face Value/ Issue Price of NCDs (₹ / NCD)	₹ 1,000					
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)					
Tenor	36 months	60 months	60 months	96 months	96 months	120 months
Coupon (% per annum) for NCD Holders in Category I & II	8.00%	7.92%	8.20%	8.01%	8.30%	8.55%
Coupon (% per annum) for NCD Holders in Category III & IV	8.10%	8.01%	8.30%	8.10%	8.40%	8.70%
Effective Yield (% per annum) for NCD Holders in Category I & II	7.99%	8.21%	8.19%	8.30%	8.29%	8.54%
Effective Yield (% per annum) for NCD Holders in Category III & IV	8.09%	8.30%	8.29%	8.40%	8.39%	8.69%
Mode of Interest Payment	Through various mode available					
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Put and Call Option	NA	NA	NA	NA	NA	NA

* Our Company would allot the Series I NCDs, as specified in the Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

ISSUE PROGRAMME**

Tranche 1 Issue Opens On
Tuesday, January 7, 2020

Tranche 1 Issue Closes On
Friday, January 17, 2020*

** This Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board of Directors. In the event of such an early closure or extension of this Tranche 1 Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of closure. Application Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.

Information required under Section 30 of Companies Act, 2013: Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of our Company, see "HISTORY AND MAIN OBJECTS" on page 91 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a document for inspection in relation to the Tranche 1 Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 92 of the Tranche 1 Prospectus.

Liability of Members: Limited by Shares

Amount of share capital of the Company as on September 30, 2019: The Authorised Share Capital of our Company is ₹ 45,000,000,000 divided into 2,500,000,000 Equity Shares of face value ₹ 10 each and 2,000,000,000 CCCPS of face value ₹ 10 each. The issued, subscribed and paid up share capital of our Company is ₹ 18,81,71,03,00,000 divided into 30,97,10,300 Equity Shares of face value ₹ 10 each and 1,57,20,00,000 CCCPS of face value ₹ 10 each. For further details, see the section titled "Capital Structure" and page 48 of Shelf Prospectus.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed for by them at the time of signing of the Memorandum of Association: Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company: Tata Capital Limited - 99,99,994 shares, Mr. Praveen P. Kadle - 1 share, Mr. Shailesh H. Rajadhyaksha - 1 share, Mr. Govind Sankaranarayanan - 1 share, Mr. Kiran Joshi - 1 share and Mr. Sanjay Shukla - 1 share, allotted at the time of incorporation of the Company aggregating 1,00,00,000 Equity Shares of face value ₹ 10 each.

LISTING: The NCDs offered through this Tranche 1 Prospectus along with the Shelf Prospectus are proposed to be listed on the National Stock Exchange of India ("NSE") and BSE Limited ("BSE"). For the purposes of this Tranche 1 Issue, NSE shall be the Designated Stock Exchange. Our Company has received an "in-principle" approval from NSE by way of its letter bearing reference number NSE/LIST/98209 dated December 24, 2019 and from BSE by way of its letter bearing reference number DCS/BM/P1-BOND/15/19-20 dated December 24, 2019. For further details please refer Shelf Prospectus dated December 30, 2019 and Tranche 1 Prospectus dated December 30, 2019.

ASBA #

Simple, Safe, Smart way of Application

*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For future details, check section on ASBA.

Mandatory in public issues from October 01, 2018. No cheque will be accepted.

DISCLAIMER CLAUSE OF SEBI: It is to be distinctly understood that submission of offer document to the Securities and Exchange Board of India ("SEBI") should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The Lead Merchant Bankers, Edelweiss Financial Services Limited and A.K. Capital Services Limited have certified that disclosures made in the offer document are generally adequate and are in conformity with the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 in force for the time being. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue. It should also be clearly understood that while the issuer is primarily responsible for correctness, adequacy and disclosure of all relevant information in the offer document, the Lead Merchant Bankers are expected to exercise due diligence to ensure that the issuer discharges its responsibility adequately in this behalf and towards this purpose, the Lead Merchant Bankers Edelweiss Financial Services Limited and A.K. Capital Services Limited confirm that comments received on the Draft Shelf Prospectus will be suitably addressed before filing the Shelf Prospectus and to this effect, have furnished to SEBI a due diligence certificate dated December 30, 2019, which reads as follows: 1. We confirm that neither the Company nor its promoter or directors have been prohibited from accessing the capital market under any order or direction passed by the board. We also confirm that none of the intermediaries named in the Shelf Prospectus have been debarred from functioning by any regulatory authority. 2. We confirm that all the material disclosures in respect of the company have been made in the Shelf Prospectus and certify that any material development in the issue or relating to the issue up to the commencement of listing and trading of the NCDs offered through the issue shall be informed through public notices/ advertisements in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the issue will be given. 3. We confirm that the Shelf Prospectus contains all disclosures as specified in the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended. 4. We also confirm that all relevant provisions of the companies act, 2013, as amended, Securities Contracts (Regulation) Act, 1956, as amended, Securities and Exchange Board of India Act, 1992, as amended and the rules, regulations, guidelines, circulars issued thereunder are complied with. 5. We confirm that no comments/complaints were received on the Draft Shelf Prospectus filed by the Company with NSE, BSE and the SEBI.

DISCLAIMER CLAUSE OF NSE: as required, a copy of this offer document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter ref.: NSE/LIST/98209 dated December 24, 2019 permission to the issuer to use the exchange's name in this offer document as one of the stock exchanges on which this issuer's securities are proposed to be listed. The exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this issuer's securities will be listed or will continue to be listed on the exchange; nor does it take any responsibility for the financial or other soundness of this issuer, its promoters, its management or any scheme or project of this issuer. Every person who desires to apply for or otherwise acquire any securities of this issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

DISCLAIMER CLAUSE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the NSE to use their network and Online Platform for facilitating applications for public issue of NCDs shall not in any way be deemed or construed as compliance with various statutory and other requirements by the Company. LMS are cleared or approved by NSE; nor does it warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of the issuer, its promoters, its management or any scheme or projects of the issuer.

DISCLAIMER CLAUSE OF NHB: Our Company has a valid Certificate of Registration dated April 2, 2009 bearing registration no. 04.0073.09 issued by the NHB under Section 29A of the NHB Act, 1987. However, the NHB does not accept any responsibility or guarantee about the present position as to the financial soundness of our Company or for the correctness of any of the statements or representations made or opinions expressed by our Company and for repayment of deposits/discharge of liabilities by our Company.

DISCLAIMER CLAUSE OF BSE: BSE limited ("the exchange") has given, vide its letter ref.: DCS/BM/P1-BOND/15/19-20 dated December 24, 2019, permission to this company to use the exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. The exchange does not in any manner: 1. Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or 2. Warrant that this company's securities will be listed or will continue to be listed on the exchange; or 3. Take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company; And it should not for any reason be deemed or construed that this offer document has been cleared or approved by the exchange. Every person who desires to apply for or otherwise acquires any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the online system should not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

DISCLAIMER CLAUSE OF CRISIL: CRISIL Limited (CRISIL) has taken due care and caution in preparing the Material based on the information provided by its client and/or obtained by CRISIL from sources which it considers reliable (information). A CRISIL rating reflects CRISIL's 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. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or the accuracy of the information on which the rating is based. A CRISIL rating 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. The Rating is not recommended to invest/disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL, especially states that it has no liability whatsoever to the subscribers/ investors/ transmitters/ distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL providing or intending to provide any service in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Tata Capital Housing Finance Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL website, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpline at 1800-267-1301.

DISCLAIMER CLAUSE OF ICRA: ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with respect to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided "as is" without any warranty of any kind, and ICRA in particular makes no representation or warranty, express or implied as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statement of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

CREDIT RATING: The NCDs proposed to be issued pursuant to this issue have been rated "CRISIL AAA/Stable" by CRISIL for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number TCHFL/225196/RB/27112019 and have been revaluated vide letter dated December 24, 2019 bearing reference number TCHFL/235511RB/24121947355 and have been rated "[ICRA] AAA (stable)" by ICRA for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number 2019-20/MUMR/1504 and have been revaluated vide letter dated December 24, 2019 bearing reference number 2019-20/MUM/1780. The rating of the NCDs by ICRA indicates highest degree of safety regarding timely servicing of financial obligations. The ratings provided by CRISIL and ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see Annexures A to D of the Tranche 1 Prospectus.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from Tata Capital Housing Finance Limited. Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Lead Manager to the Issue: Edelweiss Financial Services Limited. Tel: (91 22) 4086 3535 Fax: (91 22) 4086 3610; A.K. Capital Services Limited. Tel: (91 22) 6754 6500/ 6634 9300; Fax: (91 22) 6610 0594 and offices of Consortium Members, Sub-Consortium Members, Trading Members and Designated Branches of SCSEs. Application Forms may be downloaded from the websites of NSE, BSE and the Lead Managers.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus can be obtained from the Registered Office of the Company and the Lead Managers. Full copy of the Prospectus will be available on the website of the Issuer at www.tatacapital.com, of the Lead Managers at www.edelweissfn.com and www.akgroup.co.in, of Debenture Trustee at www.idbitrustee.com, of NSE at www.nseindia.com, of BSE at www.bseindia.com and of SEBI at www.sebi.gov.in

PUBLIC ISSUE ACCOUNT BANK AND REFUND BANK: HDFC Bank Limited.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE***	
 Edelweiss Financial Services Limited Edelweiss House, Off CST Road Kalina Mumbai 400 098 Tel: (91 22) 4086 3535 Fax: (91 22) 4086 3610 Email: tchfl.ncd@edelweissfn.com Investor Grievance Email: customerservice.mb@edelweissfn.com Website: www.edelweissfn.com Contact Person: Mr. Lokesh Singh Compliance officer: Mr. B. Renganathan SEBI Registration Number: INM000010650	 A. K. Capital Services Limited 30-38, Free Press House, 3rd Floor, Free Press Journal Marg 215, Nariman Point, Mumbai 400 021 Tel: (91 22) 6754 6500 Fax: (91 22) 6610 0594 Email: tchfl.ncd2019@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Aanchal Wagle/ Mr. Lokesh Shah Compliance officer: Mr. Tejas Davda SEBI Registration Number: INM000010411	 Kfintech Private Limited (formerly known as Karvy Fintech Private Limited) Selenium Tower B, Plot 31 & 32 Gachibowli Financial District Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana Tel: (91 40) 6716 2222 Fax: (91 40) 2343 1551 Email: tchfl.ncd@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: Mr. M. Murali Krishna Compliance Officer: Mr. Rakesh Santhalia SEBI Registration Number: INR000000221	 IDBI Trusteeship Services Limited Asian Building, Ground Floor 17, R. Kamani Marg, Ballard Estate Mumbai 400 001 Tel: (91 22) 4080 7000 Fax: (91 22) 6631 1776 Email: nikhil@idbitrustee.com Investor Grievance Email: itsl@idbitrustee.com Website: www.idbitrustee.com Contact Person: Mr. Nikhil Lohana Compliance Officer: Mr. Jatinder Bhat SEBI Registration Number: IND0000000460

Company Secretary and Compliance Officer: Mr. Jinesh Meghani; Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Email: tchflnccompliance@tatacapital.com

*** IDBI Trusteeship Services Limited pursuant to Regulation 4(4) of the SEBI Debt Regulations and by way of its letter dated December 17, 2019 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Shelf Prospectus and the Tranche 1 Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche 1 Issue. For details of the consent, see "Annexure E" on page 99 of the Tranche 1 Prospectus.

A copy of the Shelf Prospectus and the Tranche 1 Prospectus has been filed with the RoC, in terms of Section 26 and Section 31 of the Companies Act, 2013, along with the certified copies of all requisite documents. For further details see, "Material Contracts and Documents for Inspection" beginning page 92 of the Tranche 1 Prospectus.

DISCLAIMER: Tata Capital Housing Finance Limited - Tata Capital Housing Finance Limited ("Company"), subject to market conditions, receipt of requisite approvals, and other considerations, is proposing a public offer of secured, redeemable, non-convertible debentures ("NCDs"), and such issue the "Tranche 1 Issue" and has filed a Shelf Prospectus dated December 30, 2019 ("Shelf Prospectus") and Tranche 1 Prospectus dated December 30, 2019 ("Tranche 1 Prospectus") with the Registrar of Companies, Maharashtra at Mumbai, the BSE Limited ("BSE"), and Securities and Exchange Board of India ("SEBI"). The Shelf Prospectus and Tranche 1 Prospectus are available on the website of the Company at www.tatacapital.com, on the website of BSE at www.bseindia.com, on the respective websites of the lead managers at www.edelweissfn.com and www.akgroup.com, and shall be available on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the NCDs involve a high degree of risk and for details in relation to the same, refer to the Shelf Prospectus and Tranche 1 Prospectus, including the section titled "Risk Factors" beginning on page 14 of the Shelf Prospectus and the section titled "Material Developments" beginning on page 31 of the Tranche 1 Prospectus.

For Tata Capital Housing Finance Limited
Sd/-

Place: Mumbai
Date: January 2, 2020

Anil Kaul
Managing Director
DIN No. : 00644761

