

October 16, 2017

The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai – 400 051.

Dear Sir,

Sub: Certificate of Compliance under Regulation 40(9) and 40(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2017

Ref: Tata Capital Financial Services Limited

Pursuant to Regulations 40(9) and 40(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached the Certificate obtained from a Practicing Company Secretary certifying the compliance under the aforesaid regulations, for the half year ended September 30, 2017.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Tata Capital Financial Services Limited

Avan Doomasia
Company Secretary

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TATA CAPITAL FINANCIAL SERVICES LIMITED

Corporate Identity Number U67100MH2010PLC210201

Tower A 1101 Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013 India

Tel 91 22 6606 9000 Web www.tatacapital.com

Registered Office One Forbes Dr V B Gandhi Marg Fort Mumbai 400 001 India Tel 91 22 6745 9000

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

**CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40 (9) AND
40 (11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR
THE HALF YEAR ENDED 30TH SEPTEMBER 2017**


Based on the Information/details provided to us by Tata Capital Financial Services Limited ("the Company"), we hereby certify that since all the Debentures issued by the Company are in Demat form, no physical debenture certificates were required to be delivered during the period from 01st April, 2017 to 30th September, 2017 pursuant to Regulation 61(4) read with Regulation 40 (9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

In respect of Remat request of the Debentures received during the aforesaid period, the certificates thereof were delivered within thirty days of the receipt of the requests for remat of the debentures.

Place: Mumbai
Date: 16th October, 2017



For Parikh & Associates


Jigyasa Ved
FCS: 6488 CP: 6018