TATA CAPITAL FINANCIAL SERVICES LIMITED

DETAILED INFORMATION SHEET

FOR CONTINUATION OF

SECURED REDEEMABLE NON CONVERTIBLE DEBENTURES

ISSUED TO THE PUBLIC

(I) DEFINITIONS / ABBREVIATIONS

TCL	Tata Capital Limited, a public limited company incorporated under the Companies Act, 1956 and registered with the Reserve Bank of India u/s 45-IA of the Reserve Bank of India Act, 1934, as an NBFC and classified as a Core Investment Company
TCFSL / The Company / Company	Tata Capital Financial Services Limited, a public limited company incorporated under the Companies Act, 1956 and registered with the Reserve Bank of India u/s 45-IA of the Reserve Bank of India Act, 1934 as an NBFC and classified as a 'Systemically Important Non-Deposit Accepting NBFC'
Articles	Articles of Association of the Company
Memorandum	Memorandum of Association of the Company
Board / Board of Directors	The Board of Directors of the Company and includes any Committee thereof
BSE	BSE Limited
CAR	Capital Adequacy Ratio
ICRA	ICRA Limited
CFAB	Consumer Finance & Advisory Business
Debentures / NCDs / Secured NCDs	Secured, Redeemable, Non-Convertible Debentures, aggregating Rs. 1,500 crore which were issued to the Public through Prospectus dated January 21, 2009 and of which, an aggregate amount of Rs. 605.02 crore is outstanding
Debenture Holder(s) / Investor(s) / NCD Holder(s)	Depending on the context in which it is used, Debenture Holder(s) / Investor(s) / NCD Holders mean the holder(s) of the NCDs
Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time)
Current Assets	Means current assets of the Company comprising of all receivables arising out of loan, lease and hire purchase transactions, all other book debts, Trade Advances and such other current assets as may be identified by the Company from time to time and accepted by the Debenture/ Security Trustee
NSDL	National Securities Depository Limited
CDSL	Central Depository Services (India) Limited
Prospectus	The Prospectus dated January 21, 2009, through which the NCDs had been issued
FY	Financial Year
GAAP	Generally Accepted Accounting Principles
High Court	Hon'ble High Court of Judicature at Bombay
I.T. Act	The Income Tax Act, 1961 (as amended from time to time)
MCA	Ministry of Corporate Affairs, Government of India
NBFC	Non Banking Financial Company
NPA	Non Performing Assets
NSE	National Stock Exchange of India Limited
Promoter	Tata Capital Limited
RBI	Reserve Bank of India
Rs./ Rupees	The lawful currency of the Republic of India.
Scheme	Scheme of Arrangement between TCL and TCFSL as sanctioned by the High Court of Judicature at Bombay vide orders dated October 14, 2011, February 24, 2012 and March 12, 2012. The Scheme became effective on

	March 27, 2012 (Appointed Date: April 1, 2011)
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992 (as amended from time to time)
The Companies Act	The Companies Act, 1956 (as amended from time to time)
Transferred Undertaking	As defined in the Scheme
Trustees / Debenture Trustee	IL&FS Trust Company Limited, Trustees for the NCD Holders
“We”, “us” and “our”	Unless the context otherwise requires, the Company

(II) FORWARD LOOKING STATEMENTS AND USE OF MARKET DATA

FORWARD LOOKING STATEMENTS

This Detailed Information Sheet contains certain “forward-looking statements”. These forward looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “shall”, “will”, “will continue”, “will pursue”, “would”, “will likely result”, “is likely”, “expected to”, “will achieve”, “contemplate”, “seek to”, “target”, “propose to”, “future”, “goal”, “project”, “should”, “can”, “could”, “may”, “in management’s judgment” or other words or phrases of similar import or variations of such expressions. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, amongst others:

- General economic and business conditions in India and abroad;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Our ability to compete effectively and access funds at competitive cost;
- Changes in the value of Rupee and other currency changes;
- Unanticipated turbulence in interest rates, equity prices or other rates or prices; the performance of the financial and capital markets in India and globally;
- Availability of funds and willingness of our lenders to lend;
- Changes in political conditions in India;
- The rate of growth of our loan assets and level of NPAs in our portfolio;
- The outcome of any legal or regulatory proceedings we are or may become a party to;
- Our ability to retain our management team and skilled personnel;
- Changes in Indian and foreign laws and regulations, including tax, accounting, banking, securities, investments and loans, foreign exchange, insurance and other regulations; changes in competition and the pricing environment in India; and regional or general changes in asset valuations; and
- Changes in laws and regulations that apply to NBFCs in India, including laws that impact our lending rates and our ability to enforce our collateral.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our Directors and Officers nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. For further discussion of factors that could cause our actual results to differ, see the section titled “Risk Factors” on Page 7.

USE OF MARKET DATA

In this Detailed Information Sheet, discrepancies if any, in any table, between the total and the sum of the amounts listed are due to rounding-off. There may be differences between Indian GAAP and GAAP followed in other jurisdictions. The Company has not attempted to explain these differences or quantify their impact on the financial data included herein, and NCD Holders are urged to consult their own advisors regarding such differences and their impact on financial data.

Except as specifically disclosed, all financial/capital ratios and disclosures regarding NPAs in this Detailed Information Sheet are in accordance with the applicable RBI norms.

Unless stated otherwise, macroeconomic and industry data used throughout this Detailed Information Sheet has been obtained from publications prepared by providers of industry information, government sources and multilateral institutions. Such publications generally state that the information contained therein has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Company believes that industry data used in this Detailed Information Sheet is reliable, it has not been independently verified.

(III) RISK FACTORS

The following are some of the risks envisaged by the Management. NCD Holders should consider the same carefully for evaluating the Company and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to Tata Capital Financial Services Limited. If any one of the risks occurs, the Company's business, financial conditions and results of operations could suffer and therefore the value of the Company's debt securities could decline.

The Company believes that the factors described below represent the principal risks inherent in continuation of the NCDs, but the inability of the Company, as the case may be, to pay coupon, principal or other amounts on or in connection with any NCDs may occur for other reasons and the Company does not represent that the statements below regarding the risks of holding any NCDs are exhaustive.

NCD Holders should also read the information set out elsewhere in this Detailed Information Sheet and reach their own views prior to making any investment decision.

Prior to making an investment decision, NCD Holders should carefully consider, along with the other matters set out in this Detailed Information Sheet, the following risk factors that may affect investment considerations. If in doubt, NCD Holders are strongly recommended to consult with their financial, legal and tax advisors before making any investment decision.

Note: Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below:

A. INTERNAL RISK FACTORS

1. **As an NBFC, one of the most important risks affecting our profitability is the risk of non-payment by the borrowers and other counterparties.**

   Our Company's gross loan asset size (excluding inter-corporate deposits) as on September 30, 2013 was Rs. 1,909,778 lakh. The size of our Company's loan assets is expected to continue to increase in the future as our Company expands its business in India and offers new products. Since our Company's borrowers, *inter alia,* comprise individuals, corporate customers and small and medium sized firms, our Company's credit risk could be higher due to their potential inability to adapt to changes in the economic and industrial scenario and global technological changes as also changes in the Indian regulatory and political environment. This may lead to an increase in the number and value of our Company's NPAs, in future.

   Our Company is exposed to the risk that third parties which owe us money, securities or other assets may not perform their obligations. These parties may default on their obligations to us due to various reasons including bankruptcy, lack of liquidity, operational failure and other reasons. Further, any delay in enforcing the collateral due to delays in enforcement proceedings could expose our Company to potential losses.

   For credit assessment of customers and counter parties, our Company relies largely on published credit information of such parties and information furnished by or on behalf of its customers, including financial information, based on which the Company performs its credit assessment. The Company 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 negatively affected by relying on information that may not be true or may be materially misleading.

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

2. Our inability to control the number and value of NPAs in our portfolio could adversely affect our business and results of operations.

Our Gross Non-Performing Assets were Rs. 67,590 lakh representing 3.34% of the gross value of our customer assets as at September 30, 2013. It may be difficult for us to control or reduce the number and value of NPAs of our portfolio due to adverse global and domestic economic conditions and a prolonged recession period. The Company may not be able to improve its collections and recoveries in relation to its existing NPAs. The Company's inability to control or reduce the number and value of its NPAs may lead to deterioration of the quality of its loan portfolio and may adversely impact its business. The Company has made provisions of Rs. 15,390 lakh towards its Net NPAs as on September 30, 2013. Though the Company's total provisioning against the NPAs at present may be adequate to cover all the identified losses in our loan portfolio, there may not be any assurance that, in future, the provisioning though compliant with regulatory requirements will be sufficient to cover all anticipated losses. Further, the Company may not be able to meet our recovery targets set for the particular financial year due to the economic slowdown and intense competition witnessed at both global and domestic levels. In such circumstances, there could be an increase in the number and value of our NPAs which can impact the Company.

3. The Company may be exposed to the potential loss of less recovery of value of collaterals due to delays in their enforcement on defaults by the Company's borrowers and also due to market conditions

The Company's total gross loan portfolio (excluding inter-corporate deposits) was Rs. 1,909,778 lakh as at September 30, 2013. The value of collaterals especially real estate for the secured loans may decline due to adverse market conditions. Delays in bankruptcy and foreclosure proceedings, defects in title, documentation of collateral and the necessity of obtaining regulatory approvals for the enforcement of such collaterals may affect the valuation of the collateral and the Company may not be able to recover the estimated value of the collateral, thus exposing the Company to potential losses.

4. We have and are in the process of venturing into new lines of business and there can be no assurance that our ventures will be profitable in future.

As a part of our growth strategy, we have or otherwise are in the process of venturing into new areas of business such as specialized products targeted at the rural sector and leasing finance. Although we have recruited experienced management teams which consist of people who have experience in financial services, there are inherent risks in entering a market for the first time. The systems / processes are yet to be tested in the new business environment and may need improvements or, the turnover of employees may increase or the products themselves may not find sufficient acceptability in the market.

Since the aforementioned businesses are nascent or in planning phase, we do not have any measurable track record in the operations of these businesses. These businesses consequently are to a larger extent susceptible to competition, economical, political and regulatory conditions than established businesses. This may affect our operations and cash flow positions.

5. **System failures, infrastructure bottlenecks and security breaches in computer systems may adversely affect our business.**

   Our businesses are highly dependent on our ability to process, on a daily basis, a large number of increasingly complex transactions. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communications services. If any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports our businesses and the localities in which we are located.

   Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, software and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security.

6. **The Company's lending and investment activities are vulnerable to interest rate risks, market risks and asset liability mismatch risks which may have great impact on our financial performance.**

   Interest income forms a substantial part of the total income of our Company. The Company extends loans at fixed as well as floating interest rates. The Company's borrowings are also a mix of fixed and floating rates. A mismatch between assets and liabilities may cause our gross spreads to decline and adversely affect our profitability. The Company endeavours to match interest rate positions to minimize interest rate risk but may not be able to do so.

   Operations of the Company are susceptible to interest rate movements. Interest rates are highly sensitive to many factors which are beyond our control, including the monetary policies of the RBI, de-regulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. We may be also exposed to interest and currency risks through treasury operations and market risks on our investment portfolio. Sharp increase in interest rates charged on floating rate basis may also result in extension of loan maturities and higher installments due from borrowers, which could result in higher degree of defaults from this segment.

7. **We face asset-liability mismatches in the short term, which could affect our liquidity position. A portion of our funding requirement is through short-term funding sources and in the event lenders decide to withdraw the existing or committed credit facilities or do not roll over the existing credit facilities, our business could be adversely affected.**

   The difference between the value of assets and liabilities maturing, in any time period category provides the measure to which we are exposed to the liquidity risk. As is typical for several NBFCs, a portion of our funding requirements is met through short-term funding sources i.e. bank loans, working capital demand loans, cash credits, short term loans and commercial papers. However, a portion of our assets have medium or long-term maturities. In the event that the existing and committed credit facilities are withdrawn or are not available to the Company, funding mismatches may be created and it could have an adverse effect on our business and our future financial performance.

8. **Our indebtedness and restrictive covenants imposed by our financing agreements could restrict our ability to conduct our business and operations.**

   Our financing agreements require us to maintain certain security margins. Should we breach any financial or other covenants contained in any of our financing agreements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Under the terms of some of the loan agreements, our Company is required to obtain the prior written consent of the concerned lender prior to our Company entering into any scheme of expansion, merger, amalgamation, compromise or reconstruction or selling, leasing, transferring all or a substantial portion of its fixed and other assets; making any change in ownership or control or constitution of our Company, or in the shareholding or management or majority of directors, or in the nature of business of our Company; or making amendments in the Company's Memorandum and Articles of Association. This may restrict/ delay some of the actions / initiatives that our Company may like to take from time to time.

9. **We may not get the benefits of being a Tata company in case of any change of control.**

   In case of any change of control due to any event such as transfer of shares by our Promoter, preferential allotment to any NCD Holder, including conversion of any convertible instruments, our ability to leverage the "Tata" brand may get affected and the benefits of being a Tata company including leveraging of business from other Tata companies may become unavailable to us and consequently, could adversely impact our business operations and profitability.

10. **We are exposed to various operational risks including the risk of fraud and other misconduct by employees or outsiders.**

    Like other financial intermediaries, we also run the risk of various operational risks which include the risk of fraud or misconduct by our employees or even an outsider, unauthorized transactions by employees or third parties, misreporting and non-compliance of various statutory and legal requirements and operational errors. It may not be always possible to deter employees from the misconduct or the precautions we take to detect and prevent these activities may not be effective in all cases. Any such instances of employee misconduct or fraud, the improper use or disclosure of confidential information, could result in regulatory and legal proceedings and may harm our reputation and also our operations.

11. **We may not be able to attract or retain talented professionals required for our business.**

    The complexity of our business operations requires highly skilled and experienced manpower. Such highly skilled personnel give us a competitive edge. Further, the successful implementation of our growth plans would largely depend on the availability of such skilled manpower and our ability to attract such qualified manpower. We may lose many business opportunities and our business would suffer if such required manpower is not available on time. Though we have appropriate human resource policies in place, we may face the risk of losing our key management personnel due to reasons beyond our control and we may not be able to replace them in a satisfactory and timely manner which may adversely affect our business and our future financial performance.

12. **We may not be able to access funds at competitive rates and higher cost of borrowings could have significant impact on the scale of our operations and also profit margins.**

    Our growing business needs would require us to raise funds through commercial borrowings. Our ability to raise funds at competitive rates would depend on our credit rating, regulatory environment in the country and the liquidity scenario in the economy. The developments in the international markets affect the Indian economy including the financial liquidity position. Our Company is exposed to the risk of liquidity in the financial markets. Changes in economic and financial conditions could make it difficult for the Company to access funds at competitive rates. Being an NBFC, we also face certain restrictions to raise money from international markets which are relatively cheaper sources of money and this further constrains our ability to raise cheaper funds.

13. **The Company faces increasing competition from other established banks and NBFCs. The successful implementation of our growth plans depends on our ability to face this competition.**

The Company's main competitors are established commercial banks and NBFCs. Over the past few years, the retail financing area has seen the entry of banks, both nationalized as well as foreign. Banks have access to low cost funds which enables them to enjoy higher margins and / or offer finance at lower rates. NBFCs do not have access to large quantities of low cost deposits, a factor which can render them less competitive. The Company may face competition from established banks and NBFCs in its operations and growth.

14. **The current trading of our existing listed privately placed Secured, Redeemable, Non-Convertible Debentures as also the Unsecured, Redeemable, Non Convertible Subordinated Debentures (Tier II Capital) and the public issue of NCDs may not reflect the liquidity of the NCDs which are outstanding.**

As on December 31, 2013, the position of outstanding NCDs is as per the table below:

Instrument	Nature	Nature of Issuance	Outstanding (Rs. in lakh)	Stock Exchange
Non-Convertible Debentures	Secured & Redeemable	Private	5,80,630	NSE
Perpetual Debt	Unsecured, Perpetual & Non Convertible	Private	645	NSE
Non-Convertible Debentures	Secured & Redeemable	Public	**60,502	BSE & NSE
Non-Convertible Debentures	Subordinated Debt	Private	90,545	NSE
Total			**7,38,722**	

** The said NCDs stood transferred from TCL to the Company, along with the Debenture Redemption Reserve and the assets against which the NCDs were secured by TCL, upon the Scheme of Arrangement between TCL and the Company as sanctioned by the Hon'ble High Court of Judicature at Bombay becoming effective on March 27, 2012. It may be noted that, as approved by the NCD holders at their Meeting held on February 15, 2012, the interest rates have been revised for Options I, III and IV with effect from March 6, 2012 and for Option II, with effect from September 6, 2012. The Company has redeemed NCDs worth Rs. 89,498 lakh under all the Options i.e. I, II, III and IV, holders whereof have exercised their Put Option or have not consented, in writing, to continue to hold the NCDs at revised Coupon Rates.

There can be no assurance that an active public market for the NCDs will develop, and if such a market were to develop, there is no obligation on us to maintain such a market. The liquidity and market prices of the NCDs can be expected to vary with changes in market and economic conditions, our financial condition and prospects and other factors that generally influence the market price of NCDs. Such fluctuations may significantly affect the liquidity and market price of the NCDs, which may trade at a discount to the price at which you may have purchased the NCDs.

15. We may have a high concentration of loans to certain customers or group of customers. If a substantial portion of these loans becomes non-performing, our business and financial performance could be affected.

Our business of financing, bill discounting, factoring, corporate lending and retail lending with or without securities exposes us to the risk of third parties that owe us money. Our loan portfolio and non-performing asset portfolio has, or may in the future, have a high concentration in certain customers or groups of customers. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure, and breach of contract, government or other regulatory intervention and other reasons including inability to adapt to changes in the macro business environment. Historically, borrowers or borrower groups have been adversely affected by economic conditions in varying degrees. Credit losses due to financial difficulties of these borrowers/ borrower groups in the future could adversely affect our business and our financial performance.

16. We have entered into transactions with related parties which may create conflicts of interest for certain of our Management and Directors.

We have entered into transactions with related parties, including our Promoter and its affiliated companies. Such agreements may give rise to current or potential conflicts of interest with respect to dealings between us and such related parties. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

17. There may be potential conflicts of interest with our Promoter and its affiliates.

Our Promoter has equity interests or investments in other entities that offer services that are related to our business. There may be conflicts of interest in addressing business opportunities and strategies where other companies in which our Promoter has equity interests are also involved.

Risks Relating to the Debentures

18. Changes in general interest rates in the economy may affect the price of our NCDs.

All securities where a fixed rate of interest is offered, such as our NCDs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of our Debentures.

19. We are required to maintain Debenture Redemption Reserve (DRR) for the Debentures issued to the Public

In terms of the Circular dated February 11, 2013 issued by MCA, under Section 117C of the Act, the Company has created DRR upto the extent of Rs. 300 crore. In addition, the Company has also deposited/invested an amount of Rs. 120 crore in Fixed Deposits, as required under the said Circular (i.e. a sum which is not less than 15% of the amount of its Debentures maturing during the year).

20. **Any downgrading in credit rating of our Debentures may affect the value of Debentures and thus our ability to raise further debts.**

    At the time of issuance of NCDs, the NCDs had been rated 'LAA+' by ICRA and 'CARE AA+' by CARE. The rating of LAA + by ICRA indicated high credit quality and low credit risk and the rating by CARE was considered to offer high safety for timely servicing of debt obligations. For the purpose of continuation of NCDs, and as required under the Debt Regulations, ICRA has assigned an 'ICRA AA+' rating to the NCDs. The Company cannot guarantee that these ratings will not be downgraded. Such a downgrade in the above credit rating may lower the value of the NCDs and may also affect the Company's ability to raise further debt.

B. EXTERNAL RISK FACTORS

21. **We are subject to regulatory and legal risk which may adversely affect our business.**

    The operations of an NBFC are subject to regulations framed by the RBI and other authorities including regulations relating to foreign investment in India. Under the guidelines issued by the RBI in December 2006 and February 2007, the Company has been classified as a Systemically Important Non Deposit Accepting NBFC. The Company is required to maintain a CAR of 15% from March 31, 2011, besides complying with other prudential norms. Compliance with many of the regulations applicable to the Company across jurisdictions including any restrictions on investments and other activities currently being carried out by the Company involve a number of risks, particularly in areas where applicable regulations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of the Company could be adversely affected.

    We are also subject to changes in Indian laws, regulations and accounting principles. There can be no assurance that the laws governing the Indian financial services sector will not change in the future or that such changes or the interpretation or enforcement of existing and future laws and rules by governmental and regulatory authorities will not affect our business and future financial performance.

22. **Our growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have direct impact on our operations and profitability.**

    Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on our business. The Indian economy has been growing, which has resulted in increased disbursements for the industry as a whole. However, recent trends suggest that the economy may grow at a slower pace which may have a direct impact on our disbursements and a slowdown in the economy as a whole can increase the level of defaults thereby adversely impacting the Company's growth plans and the quality of its portfolio.

23. **Political instability or changes in the government could delay further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact our business.**

    The role of the Central and State Governments in the Indian economy has remained significant over the years. Since 1991, the Government has pursued a policy of economic liberalization, including significantly relaxing restrictions on the private sector. There can be no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting financial services companies, foreign investment, currency exchange rates and other matters affecting investments in Indian companies could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India, thus affecting our business. The current Government is and future Governments could be a coalition of several parties. The withdrawal of one or more of these parties could result in political instability. Any political instability in the country could materially impact our business adversely.

24. Civil unrest, terrorist attacks and war would affect our business.

Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect our business and profitability. India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighbouring countries. Also, some of India's neighbouring countries have experienced, or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the market for securities including the NCDs. The consequences of any armed conflicts are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business and the price and yield of our NCDs.

25. Our business may be adversely impacted by natural calamities or unfavourable climatic changes.

India, Bangladesh, Pakistan, Indonesia and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics, including the outbreak of avian flu/ swine flu. The extent and severity of these natural disasters and pandemics determines their impact on these economies and in turn affects the financial services sector of which our Company is a part. Prolonged spells of abnormal rainfall and other natural calamities could have an adverse impact on the economies in which we have operations, which could adversely affect our business and the price of our NCDs.

26. Any downgrading of India's sovereign rating by an international rating agency(ies) may affect our business and our liquidity to a great extent.

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial performance and our ability to obtain financing to fund our growth on favourable terms, or at all.

NOTES TO THE RISK FACTORS

Save, as stated elsewhere in this Detailed Information Sheet, since the date of the last audited financial accounts:

(a) no developments have taken place that are likely to materially and adversely affect the performance or prospects of the Company.

(b) no developments have taken place in the last twelve months which materially and adversely affect or are likely to affect the trading or profitability of the Company, or the value of its assets, or its ability to pay its liabilities.

(IV) SUMMARY TERM SHEET

Continuation of NCDs issued by	Tata Capital Financial Services Limited			
Security Description	Secured Redeemable Non Convertible Debentures			
Stock Exchange	National Stock Exchange of India Limited and BSE Limited			
Depository	NSDL and CDSL			
Options	I	II	III	IV
Interest payment	Monthly	Quarterly	Annual	Cumulative
ISIN	INE306N07260	INE306N07492	INE306N07286	INE306N07294
Face Value of NCDs (Rs. per NCD)	Rs. 1,00,000/-	Rs. 1,000/-	Rs. 1,000/-	Rs. 1,000/-
Coupon Rate	9.75% p.a.	9.75% p.a.	10.50% p.a.	10.50% p.a to be compounded annually
Interest payment date	1st day of every month	1st day of March, June, September and December of every year	1st day of March every year.	At the time of redemption
Effective Date of Continuation	March 6, 2014	March 6, 2014	March 6, 2014	March 6, 2014
Tenor	60 months	60 months	60 months	60 months
Redemption Date	March 5, 2019 (5 years from the Effective Date of Continuation)			
Redemption Amount	Face Value plus any interest that may have accrued	Face Value plus any interest that may have accrued	Face Value plus any interest that may have accrued	Face Value plus any interest that may have accrued
Credit Rating for continuation of the NCDs	ICRA AA+			
Rating Agency	ICRA Limited			

Important Note:

Upon continuation of the NCDs by the NCD holder, the Principal amount of the existing NCDs will be continued for a further period of 5 years and the interest accrued on the existing NCDs will be paid to the NCD holder on March 5, 2014.

(V) INTRODUCTION

The Company is a wholly owned subsidiary of TCL. The Company is registered with the RBI as an NBFC and is classified as a Systemically Important Non-Deposit Accepting NBFC. The Company has received a Certificate of Registration from the RBI dated November 4, 2011.

Summary of Industry

NBFCs act as a critical link in the overall financial system catering to a large market of niche customers. They are one of the major purveyors of credit in India. NBFCs have displayed flexibility in meeting credit needs of specific sectors like leasing, consumer finance, etc.

NBFCs in India offer a wide variety of financial services and play an important role in providing credit to the unorganized sector and small borrowers at the local level. As a result of consolidation and restructuring in the financial sector and liberalisation and globalisation of markets, only strong NBFCs will remain in business. Competition has become intense due to the entry of Indian and foreign banks into the retail lending business in a big way, thereby exerting pressure on margins. As compared to banks, NBFCs have the ability to take quicker decisions and customize their services in accordance with the needs of the customer. Thus, NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential areas, widening their geographical reach, use of technology, cost efficiencies, strict credit monitoring and raising the level of customer service.

Summary of Businesses

In this section "our Company" refers to the Company while "we", "us" and "our" refers to the Company.

Overview

We are a customer-centric and one-stop financial services provider in India catering to the diverse needs of retail, corporate and institutional customers, across various areas of business namely the Commercial Finance, Infrastructure Finance, Consumer Loans, Wealth Management and distribution and marketing of Tata Cards.

Our CFAB offers a diverse mix of Retail offerings in the areas of Consumer Finance and Investment distribution services. These include Auto Loans, Personal Loans, Business Loans, Loans against Property, Consumer Durable loans and Loan against Shares.

Commercial Finance, our another business segment, provides funding to commercial / industrial enterprises through various product offerings such as Term Loans, Working Capital Loans, Channel Finance, Bill Discounting, Promoter Funding and Structured Products.

Our Infrastructure Finance Division provides funding to our customers who are engaged in infrastructure development, construction and allied services. Our range of offerings in this segment includes Equipment Finance, Project Finance, Equipment Rentals, Refinance, Top Up Loans and Loan Syndication.

Strengths

We believe that the following are our key strengths:

Unified financial services platform

Our clients benefit from the integrated financial services platform of TCL and its subsidiaries, offering a cross section of financial services and products, including retail, small and medium enterprises, finance, construction equipment and infrastructure finance, private equity, investment banking, wealth management, retail brokerage, forex and travel related services and marketing of Tata Cards and Tata Travel Cards which are offered by TCL and its subsidiaries. Our management structure enables us to leverage relationships across lines of our businesses. Our product knowledge and multi-channel delivery model enhances our ability to cross-sell our services.

Diversified and balanced mix of businesses

Our present mix of business is dominated by fund based activities which mainly includes retail finance, small and medium enterprise finance and construction equipment and infrastructure finance and fee based business of wealth management. Thus, we provide integrated financial services while maintaining a diversified and balanced mix of businesses. We continue to explore further opportunities to set up new businesses and widen our product portfolio to include products and services that would complement our current offerings, and would help us leverage our existing expertise. We believe that our presence in diverse lines of businesses across asset classes enables us to mitigate risks arising from product and client concentration.

Experienced management team

We believe that our senior management and our talented and experienced professionals are and would continue to be the principal drivers of our growth and success in all of our businesses. Our senior management team is supported by professionals from varied backgrounds who bring significant expertise in their respective lines of business. We believe that the extensive experience and financial acumen of our management and professionals provide us with a distinct competitive advantage.

Innovative solutions model

Our focus on coverage and ability to provide innovative solutions enables us to establish long-term relationships with corporate and retail clients. Our business model is based on providing services where we employ dedicated relationship and product managers for each key business line. This enables us to create capabilities and expertise for each product and which we believe benefits customers in achieving their desired financial objectives.

Respected brand

Our success as a provider of financial services is built upon the reputation and client comfort built around the Tata brand. This philosophy is also reflected in our brand proposition "We only do what is right for you". The 'TATA' brand was recognized amongst the most valuable brands in the world in a brand survey undertaken by Brand Finance Plc, a United Kingdom based consultancy (Source: Livemint, September 16, 2008). We believe that the Tata name is associated with trust, security, knowledge leadership and high quality services and solutions for our customers and stakeholders. The reputation of the Tata brand and the Tata ecosystem is pivotal in our ability to reach out to customers as well as to access capital for our business.

Controls, processes and risk management systems

We believe that we have strong internal controls and risk management systems to assess and monitor risks across our various business lines. Our Board of Directors has constituted various committees including Finance and Asset Liability Supervisory Committee, Risk Management Committee and Audit Committee to monitor and manage risk. Our Risk Management Department operates as an independent department with a dedicated centralized risk management team. All new lines of business and product launches follow a rigorous internal approval process that requires assessing risk, client suitability, understanding regulations and understanding regulatory and internal policy compliance prior to launch. We believe that we have effective procedures for evaluating and managing the market, credit and other relevant risks.

Access to capital

We are subject to the capital adequacy requirements prescribed by the RBI. We are currently required to maintain a minimum ratio of 15% as prescribed under the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 (as amended from time to time) based on total capital to risk weighted assets. CAR as on March 31, 2012 stood at 18.10%, 17.49% on March 31, 2013 and 18.11% on September 30, 2013. We have been rated “ICRA AA+” by ICRA for the purpose of continuation of the NCDs. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations and such instruments carry very low credit risk. The outlook on long term rating is ‘Stable’. Our credit rating, risk containment measures and brand value help us to access capital on relatively favorable terms.

Strategies

Consolidate our existing lines of business

We intend to maintain high growth and profitability by increasing the scope and intensity of activities in our existing lines of business with added focus on our nascent business lines. We plan to increase our assets portfolio in the corporate finance and retail finance segment by strengthening and expanding our relationship with corporate and retail clients, leveraging the vast network of vendors, dealers and customers of various Tata companies, launching new products and services and developing distribution channels. For our retail business, we intend to expand our network of branches and empanel third party partners, if required, to expand the reach of our business. In our Wealth Management business, we intend to leverage our client and partner relationships to offer offshore investment opportunities to our clients and to further grow our client base. In relation to our Treasury operations, we intend to continue to manage our capital with the objective of generating superior risk-adjusted returns by adopting low risk strategies in both public and private debt as well as equity capital markets.

Explore new business opportunities

We intend to continue building diversified business by identifying suitable business opportunities with strong long term prospects for growth and profitability and offer products and services across a broad spectrum of financial services such as rural finance, institutional equity broking, insurance broking, etc. We believe that this will enable us to maintain growth and profitability by further limiting our exposure to market vagaries or dependence on any particular line of business.

Leverage our technology advantage

We plan to continue investing in state of the art technology to significantly enhance our technical capabilities across our products and services offerings. We believe that we have the technological platform and information technology systems in place to support significant growth in customer base and lines of business. We believe that technology will enable us to respond effectively to the needs of our customers and meet competitive challenges.

Attract and retain talented professionals

In financial services, people are the most important asset, and it is their reputation, talent, integrity and dedication which contribute significantly to business success. We believe that the strong, team-based approach that exists within the organization will enable us to attract and retain employees. We have been successful in attracting key professionals from both Indian and foreign financial services organizations and intend to continue to seek out talent to further enhance and grow our business.

Expand our client base and geographical presence

We intend to expand the scale of our operations, explore new distribution channels and increase our reach and customer base both domestically and internationally. The focus is on expanding the scale of our operations to smaller Indian cities, which we believe present attractive opportunities both in terms of clients and revenues. We also intend to establish offices in key overseas markets. In the near future, we shall endeavour to use our planned international offices as supplementary distribution channels for our offerings in the Indian markets. Our long-term international strategy includes participation in overseas financial markets by setting up regulated financial services companies in such jurisdictions.

Our Services

Presently, we operate our businesses primarily through fund based businesses.

A brief outline of our fund based businesses is as under**:**

Corporate Finance

Our corporate finance business is one of the key fund based activities undertaken by us and has three broad business segments viz. Commercial Finance, Infrastructure Finance and Leasing Finance.

Commercial Finance:

Commercial Finance offers different short and long term products. The product pie includes working capital facilities, trade advances, term loans, equipment financing and structured products, including syndication of loans. The different segments covered through this Division are large corporates, mid corporates, supply chain and emerging companies.

Infrastructure Finance:

India’s need for infrastructure development is well supported by the Government’s intentions as outlined in the 12^{th} Five Year Plan. Infrastructure is one of the plan’s primary areas for spending about $1 trillion (Rs. 55 lakh crore) earmarked for investments. Five sectors account for more than 80 percent of total planned spending viz. electricity, telecom, roads and bridges, irrigation and railways, including mass rapid transit systems. The Government has introduced several policies and regulatory reform measures to encourage growth, private participation and investment in the sector. Also, in its 12^{th} Five Year Plan, the Government plans to increase the role of private sector to a much greater extent either through private ventures or through public private partnerships (PPP).

Under Infrastructure Finance, we undertake the financing of Infrastructure Projects by way of Project specific loans, structured products, purchase of construction equipments and refinancing of used equipments. The Company finances construction equipment of all key original equipment manufacturers and has tie-ups with them as preferred financiers.

Leasing:

Leasing is a very popular asset financing tool in international markets. The Company has ventured into leasing business by entering into a Business Partnership Agreement with Century Tokyo Leasing Corporation, Japan. The Company offers customized vendor programs to OEMs and leasing solutions for wide range of equipments to the corporate sector.

Consumer Finance & Advisory Business

Over the last few years, the financial services industry has seen significant expansion of retail credit, with retail loans, accounting for most of this growth. Despite the hardening of interest rates, there is a strong potential for growth in this segment driven primarily by the burgeoning middle class, increase in income in rural areas, larger availability of products and awareness due to globalization and advertising, multiple family member incomes, increased urbanization with rising income levels, growth in organized retailing coupled with the availability of credit, etc.

In line with the Company's ethos of 'Customer Centricity' a Direct Sales Vertical was formed in the financial year 2012 to reduce the dependence on Direct Selling Agents, capitalize on cross-selling opportunities and the TATA Eco System across all the product verticals of the Company and thus endeavor to provide all financial solutions under one roof to customers. To complete the entire gamut of consumer finance and financial services, the Company also has the Wealth Management and Investment Distribution service which is engaged in the distribution of various investment products such as Mutual Funds, Fixed Deposits, Debenture and Bonds and Private Equity/Venture Capital Funds.

The Company has a vast potential from the TATA Eco system which encompasses a vast population of employees, customers, dealers and partners wherein business is being tapped. This will offer the company several advantages in terms of lower customer acquisition cost, synergies, cross and repeat selling etc. These products also offer significant operational synergies with other Tata companies in terms of cross-sell opportunities, leveraging of existing channels to manage acquisition costs, back end operations, etc.

Our strategy for retail loans entails the creation of a profitable business with credit assessment and risk-management capability backed by operational processes and a technology platform

Tata Cards

The Tata Card is a White Label Credit Card issued and operated by SBI Cards, which is a JV between SBI and GE Capital. The Company manages the marketing and distribution of this card without taking on any credit risk. It provides the convenience of an international credit card and enables customers to earn and redeem points across several Tata Group loyalty partners.

Risk Management

The Company recognizes the importance of strong risk management and has taken steps to put in place a risk management system which includes monitoring, reporting and controlling of risks and relevant mitigation processes. The policies and processes are reviewed on an ongoing basis to benchmark against best practices. For credit risk, distinct policies and processes are in place separately for corporate and retail credit exposures. As regards the corporate exposure, management of credit risk is carried out through portfolio diversification, appraisal and approval processes, post sanction monitoring and remedial management procedures. As regards the retail exposure, the credit cycle is managed through credit policies, approval processes, operations, fraud control and collection processes. Given the granularity of individual exposures, retail credit risk is managed largely on a portfolio basis across products and customer segments.

The Company has adopted market risk management measures and policies that quantify market risk and put in place limits to minimize the impact of losses, if any, on earnings and equity capital. The Finance and Asset-Liability Supervisory Committee monitors liquidity and interest rate risks, articulates the organization's interest rate view and determines the strategy in light of the current and expected environment.

The Company has an approved Operational Risk Management Policy and an Operational Risk Management Committee to oversee the implementation of the Operational Risk Management framework. The framework comprises identification of risks, assessment of controls to mitigate these risks, risks measurement, risks monitoring and mitigation. The tools for operational risk include risk control self assessment, key risk indicators and process reviews.

The Risk Management Committee of the Board monitors the Company's risk management policies and procedures and reviews portfolio composition and the performance of the same. The Company also faces and addresses risks from factors like increased competition, economic slowdown, challenge of retaining manpower, likely decline in asset quality, increase in operating costs, RBI provisioning policies, etc.

Our Employees

The Company lays great emphasis and focus on recruitment and retention of its employees which is the most valuable asset for a service industry like ours. We mainly hire professionals from the financial services industry. Our entry level talent intake programme injects young talent from leading Business Schools across the country.

We are a 'talent-driven company' – with people being our principal investment towards driving strategy, sustainability and success. With an emphasis on creating a winning culture, we identify and groom people who have the intrinsic desire to succeed. A robust Performance Management System helps in identification of high potential performers and ensuring adequate rewards along with career growth.

We strive to incubate and nurture an environment of equal opportunity, high growth and meritocracy through various systems and processes. A focus on learning ensures adequate training for all employees. We leverage the Tata ecosystem and internal opportunities of learning, development and mobility. Our internal communication processes and employee engagement initiatives ensure retention and long term engagement of our talent. We aspire to be an "employer of choice" in the times to come.

Branding and Advertising

We use the brand name "Tata Capital" for our products and services and an application for this trademark has been made by Tata Sons Limited, the ultimate holding company. Our brand is well recognised in India given its association with the "TATA" brand and was recognized amongst the most valuable brands in the world. (Source: Brand survey undertaken by Brand Finance Plc., a United Kingdom based consultancy Livemint, September 16, 2008).

Competition

We face competition in all our lines of businesses. Our primary competitors are other NBFCs, public sector banks, private sector banks, co-operative banks and foreign banks.

In Corporate Finance, the large public and private sector banks have traditionally been the market leaders. Their extensive branch network, greater local currency funding capabilities and wider range of products and services enable them to be more competitive and to capture the large as well as emerging corporate segment and to expand their business.

In retail CFAB, our main competitors are Asset Lending NBFCs, as well as existing and new private sector banks, who have a deeper understanding of customer needs and enjoy advantages which afford a faster turnaround to meet customer requirements.

For our fee based business, other investment banking firms, merchant bankers, brokerage firms and other financial advisory firms are our main competitors. We compete with them either on the basis of reach or on the basis of product portfolios and business lines. The customer relationship, capability of people, service quality, market focus and pricing are a few key factors that influence the competitive intensity in this segment.

People being the prime asset of any service oriented businesses, our ability to strengthen our existing businesses and establish new businesses largely depends on our ability to attract qualified and highly skilled workforce and motivate and retain the existing ones. Competition is also witnessed in the recruitment and retention of skilled and professional human resources.

GENERAL INFORMATION

Tata Capital Financial Services Limited
The Company was incorporated on November 19, 2010 under the Companies Act, 1956.

Registered Office
One Forbes, Dr. V. B. Gandhi Marg,
Fort, Mumbai – 400 001
Tel: 91 22 67459000, Fax: 91 22 6656 2699

Address for Correspondence
11th Floor, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
Tel: 91 22 6606 9000, Fax 91 22 6656 2699

Registration
Corporate Identity Number: U67100MH2010PLC210201 dated November 19, 2010 issued by the Deputy Registrar of Companies, Maharashtra, Mumbai.

The Company received a Certificate for Commencement of Business on December 16, 2010 from the Registrar of Companies, Maharashtra, Mumbai.

NBFC registration: N-13.02005 dated November 4, 2011, issued by the RBI.

Chief Financial Officer & Chief Operating Officer – Corporate Affairs
Mr. Govind Sankaranarayanan
11th Floor, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
Tel: 91 22 6606 9000, Fax 91 22 6656 2699

Compliance Officer
Mr. Kamlesh Parekh, Head – Legal & Compliance
11th Floor, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
Tel: 91 22 6606 9000, Fax 91 22 66562698

Company Secretary
Ms. Avan Doomasia
11th Floor, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai 400 013
Tel: 91 22 6606 9000, Fax 91 22 6656 2699

Grievance Redressal
In case of any grievances relating to the NCDs, the same may be addressed to compliance.ncd@tatacapital.com or Tel: 91 22 6606 9027

Credit Rating Agency to the NCDs
ICRA Limited
Electric Mansion, 3rd Floor, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025
Tel No: 91 22 30470000, 91 22 2433 10 46

Auditors of the Company
Deloitte Haskins & Sells
Indiabulls Finance Centre, Tower 3, 32nd Floor, Elphinstone Mill Compound, Senapati Bapat Marg, Elphinstone (West), Mumbai 400 013
Tel No: 91 22 6185 4000, 91 22 6185 4300

Board of Directors
Details of the Directors of the Company as on December 31, 2013 are, as under:

Name, Designation, and DIN	Age	Address	Director of the Company since	Details of other Directorships in Indian Companies
Mr. F. K. Kavarana, Non - Executive Director 00027689	69 years	Bombay House, 24, Homi Mody Street, Mumbai–400001	26/3/2011	• Tata Sons Limited • Tata Industries Limited • Tata Global Beverages Limited • Trent Limited - Chairman • Tata Projects Limited – Chairman • Tata AIA Life Insurance Company Limited - Chairman • Tata AIG General Insurance Company Limited - Chairman • Tata Asset Management Limited - Chairman • Tata Capital Limited • ACC Limited • Sika Properties Private Limited • Centre for Promotion of Entrepreneurship
Mr. Ishaat Hussain, Non-Executive Director 00027891	66 years	Bombay House, 24, Homi Mody Street, Mumbai–400001	15/3/2012	• Tata Sons Limited • Tata Steel Limited • Titan Industries Limited • Voltas Limited - Chairman • Tata Teleservices Limited

				• Tata Industries Limited • Tata AIA Life Insurance Company Limited • Tata AIG General Insurance Company Limited • Tata Consultancy Services Limited • Tata Sky Limited – Chairman • The Bombay Dyeing and Manufacturing Company Limited • Tata Capital Limited • Viom Networks Limited • Speech and Software Technologies (India) Private Limited
Mr. F.N. Subedar Non-Executive Director 00028428	58 years	Bombay House, 24, Homi Mody Street, Mumbai–400001	26/3/2011	• Tata Services Limited – Chairman • Tata Capital Limited • Ewart Investments Limited • Panatone Finvest Limited • Tata Consulting Engineers Limited • Zoroastrian Investment Corporation Private Limited • Tata Petrodyne Limited • Tata Investment Corporation Limited – Vice Chairman • Tata Sky Limited • Tata AIG General Insurance Company Limited • Simto Investment Company Limited– Chairman • Ecofirst Services Private Limited –Chairman • Bombay Chambers of Commerce & Industry
Mr. H.N. Sinor Independent Director 00074905	69 years	Association of Mutual Funds in India, One Indiabulls Centre, Tower 2, Wing B, 701, 7th Floor, 841, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013	26/3/2011	• 3i Infotech Ltd - Chairman • ICICI Venture Funds Management Company Limited • ICICI Lombard General Insurance Company Limited • Tata Capital Limited • Tata Investment Corporation Limited • Tata Motors Finance

				Limited • Tata Securities Limited • CRISIL Limited • Themis Medicare Limited – Chairman • Zoroastrian Cooperative Bank Limited • JM Financial Asset Reconstruction Company Private Limited • IFMR Rural Channels and Services Private Limited– Chairman • MF Utilities India Pvt Limited • Institute for Mutual Fund Intermediaries
Mr. Janki Ballabh Independent Director 00011206	71 years	Flat No. 605, Versova Vinayak Co-op Housing Society, Near Versova Telephone Exchange, Versova, Andheri (West), Mumbai-400 053	26/3/2011	• Tata AIA Life Insurance Company Limited • Tata AIG General Insurance Company Limited • Nucleus Software Export Limited – Chairman • Tata Capital Limited • Tata Capital Housing Finance Limited
Mr. Praveen P. Kadle Managing Director &CEO 00016814	56 years	One Forbes, Dr V B Gandhi Marg, Fort, Mumbai-400 001	19/11/2010	• Tata Capital Limited – Managing Director • Tata Securities Limited – Chairman • e-Nxt Financials Limited – Chairman • Tata Technologies Limited • TC Travel and Services Limited • Tata AutoComp Systems Limited • Tata Toyo Radiator Limited - Chairman • Tata Capital Forex Limited – Chairman • Tata Capital Housing Finance Limited - Chairman • Tata Cleantech Capital Limited • The Andhra Pradesh Paper Mills Limited • International Asset Reconstruction Company Private Limited

Credit Rating for continuation of Debentures

The Rating Committee of ICRA, after due consideration, has assigned a **"[ICRA]AA+" (pronounced as ICRA double A plus)** rating to the outstanding NCDs issued to the public. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The outlook on the long term rating is 'Stable'.

The NCD holders are requested to click on the following link to view the Credit Rating Letter issued by ICRA:

http://www.tatacapitalfinancialservices.com/export/system/modules/org.tclcorpsite.templates/resources/Forms-Brochure/Credit_Rating-ICRA_Limited.pdf

Rating Rationale issued by ICRA

The NCD holders are requested to click on the following link to view the Rating Rationale issued by ICRA:

http://www.icra.in/Files/Reports/Rationale/Tata%20Capital%20Financial_r_31122013.pdf

Debenture Trustee

IL&FS Trust Company Ltd
ILFS Financial Centre
Plot C-22, G-Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400 051
Tel: 022-2659 3082
Fax: 022- 2653 3297
Website : www.itclindia.com.
Contact : Ms. Sonal Gokhale
Email: sonal.gokhale@ilfsindia.com
SEBI Reg.No. IND000000452

(VI) FINANCIAL INFORMATION

(Rs. in crore)

For Financial Entities	Sept 30, 2013	FY 12-13	FY 11-12	FY 10-11
Networth	3,199	3,073	2,839	2.5
Total Debt of which:	16,995	17,470	16,359	
- Non Current Maturities of Long Term Borrowings	6,720	7,269	8,472	-
- Short Term Borrowings	5,964	5,800	4,986	-
- Current Maturities of Long Term Borrowings	4,311	4,401	2,901	-
Net Fixed Assets	351	333	329	-
Non Current Assets	10,830	10,133	9,990	0.03
Cash and Cash Equivalents	159	204	30	2.55
Current Investments	276	456	656	-
Current Assets	9,829	10,496	9,420	0.05
Current Liabilities	919	1,059	684	0.07
Assets Under Management	-	-	-	-
Off Balance Sheet Assets	-	-	-	-
Interest Income	1,351	2,618	2,130	-
Interest Expense	837	1,640	1,399	-
Provisioning & Write-offs	94	139	68	-
Profit After Tax	123	276	169	0.01
Gross NPA (%)	3.34	2.31	1.29	-
Net NPA (%)	2.60	1.72	0.95	-
Tier I Capital Adequacy Ratio (%)	13.81	13.24	13.46	-
Tier II Capital Adequacy Ratio (%)	4.29	4.25	4.64	-

Financials of the Company

The Financials and the Annual Reports are available on the link below:

http://www.tatacapital.com/Financialresult.htm

(VII) BRIEF HISTORY AND CAPITAL STRUCTURE

Brief History

Tata Capital Financial Services Limited is a wholly owned subsidiary of Tata Capital Limited and a Systemically Important Non Deposit Accepting Non Banking Finance Company, having received a Certificate of Registration dated November 4, 2011 from the RBI.

Pursuant to the Notifications issued by the RBI for a Core Investment Company ("CIC"), TCL was reorganized as a CIC by transferring, at book value, the business of its Corporate Finance Division and Consumer Finance Division, along with its investments in non-group companies to TCFSL, with effect from the Appointed Date of April 1, 2011. This transfer was effected through a Scheme of Arrangement between TCL and TCFSL ("Scheme") under a court process under Sections 391-394 of the Companies Act, 1956 ("Act"). The said Scheme was sanctioned by the Hon'ble High Court of Judicature at Bombay vide its Orders dated October 14, 2011, February 24, 2012 and March 12, 2012. The Scheme became effective on March 27, 2012 and accordingly, the aforementioned businesses, employees, non-group investments, assets, liabilities, etc. (more particularly referred to as 'Transferred Undertaking' in the Scheme), stood transferred from TCL to the Company, with effect from the Appointed Date.

Share Capital of the Company as on December 31, 2013 was, as under:

Particulars	Amount (Rs.)
Share Capital	
Authorised	
2,50,00,00,000 Equity Shares of Rs. 10 each	25,00,00,00,000
Total	**25,00,00,00,000**
Issued	
1,29,75,50,000 Equity Shares of Rs. 10 each	12,97,55,00,000
Total	**12,97,55,00,000**
Subscribed & Paid Up	
1,29,75,50,000 Equity Shares of Rs. 10 each	**12,97,55,00,000**
Total	**12,97,55,00,000**

Changes in the Authorised Capital of the Company as on December 31, 2013

Date of AGM / EGM	Amount in Rs	Particulars
Upon Incorporation (19/11/2010)	5,00,00,000	The Authorised Share Capital of the Company at the time of incorporation was Rs. 5,00,00,000/- divided into 50,00,000 Equity shares of Rs.10/- each.
15/3/2012 (EGM)	2500,00,00,000	The Authorised Share Capital of the Company was increased from Rs.5,00,00,000 divided into 50,00,000 Equity Shares of Rs.10/- each to Rs.2500,00,00,000/- divided into 250,00,00,000 Equity Shares of Rs.10/- each.

Equity Share Capital History of the Company as on December 31, 2013

Date of Allotment	No. of Shares (in Thousands)	Face Value (Rs.)	Issue Price Per Share (Rs.)	Consideration (Rs. in Thousands)	Nature of Allotment	Cumulative Capital (Rs.)		
						No of Equity Shares (in Thousands)	Equity Share Capital (Rs. in Thousands)	Equity Share Premium (Rs. in Thousands)
19/11/10	50	10	10	500	Subscription to the Memorandum of Association	50	500	-
07/02/11	25,00	10	10	25,000	Rights Issue at par	2,550	25,500	-
28/03/12	12,95,000	10	20 (inclusive of premium)	2,59,00,000	Rights Issue at premium	12,97,550	1,29,75,500	1,29,50,000

Shareholding pattern of the Company as on last quarter end: December 31, 2013

Sr. No.	Names of Members	Total No. of Equity Shares	No of Shares in Demat form	Total Shareholding as % of total no of Equity Shares
1	Tata Capital Limited	129,75,49,994	NA	100%
2	Tata Capital Limited jointly with Mr. Praveen P Kadle	1	NA	
3	Tata Capital Limited jointly with Mr. Shailesh H Rajadhyaksha	1	NA	
4	Tata Capital Limited jointly with Mr. Govind Sankaranarayanan	1	NA	
5	Tata Capital Limited jointly with Mr. Kiran Joshi	1	NA	
6	Tata Capital Limited jointly with Ms. Avan Doomasia	1	NA	
7	Tata Capital Limited jointly with Mr. Rakesh Bhatia	1	NA	
	Total	**129,75,50,000**		**100**

Listing

The NCDs to be continued will be listed on NSE and BSE under new ISINs. The Company shall comply with the requirements of the Listing Agreement for Debt Securities to the extent applicable to it on a continuous basis.

The Company shall complete all the formalities relating to listing of the Debentures under the new ISINs, within the prescribed timelines, if any.

Material Event / Development or change

There are no material events / developments or changes other than those mentioned in this Detailed Information Sheet which may materially affect the continuation of NCDs or the NCD Holder's decision to continue their investment in the NCDs.

(VIII) NCD RELATED INFORMATION

The Company proposes to continue the outstanding NCDs aggregating Rs. 605,02,00,000/- (Rupees Six Hundred and Five crore and Two lakh only) issued through its Prospectus dated January 21, 2009.

1. **Debenture Redemption Reserve (DRR)**

In terms of the Circular dated February 11, 2013 issued by MCA, under Section 117C of the Act, the Company has created DRR upto the extent of Rs. 300 crore. In addition, the Company has also deposited/invested an amount of Rs. 120 crore in Fixed Deposits, as required under the said Circular (i.e. a sum which is not less than 15% of the amount of its Debentures maturing during the year).

2. **Terms of the NCDs**

For terms of continuation of NCDs, please refer paragraph titled 'Summary Term Sheet' on Page 15.

3. **Rights of Debenture Holders**

Some of the significant rights available to the NCD holders, are as follows:

i. The NCDs shall not, except as provided in the Act, confer upon the holders thereof any rights or privileges available to our Members, including the right to receive notices or annual reports of, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the NCDs is to be placed before the Members, the said resolution will first be placed before the concerned registered NCD holders for their consideration. In terms of Section 219(2) of the Act, holders of NCDs shall be entitled to a copy of the balance sheet on a specific request made to us.

ii. The rights, privileges and conditions attached to the NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the NCDs or with the sanction of a special resolution passed at a meeting of the concerned NCD holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the NCDs, if the same are not acceptable to us.

iii. The registered NCD holder or in case of joint-holders, the one whose name stands first in the Register of Debenture Holders shall be entitled to vote in respect of such NCDs, either in person or by proxy, at any meeting of the concerned NCD holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights shall be in proportion to the outstanding nominal value of NCDs held by him/her on every resolution placed before such meeting of the NCD holders.

iv. The NCDs are subject to the provisions of the Act, the Memorandum, Articles, the terms of the Prospectus. Over and above such terms and conditions, the NCDs shall also be subject to other terms and conditions as may be incorporated in the Debenture Trust Deed dated February 12, 2009 and Supplementary Debenture Trust Deed dated July 26, 2012, NCD certificates, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Stock Exchanges and/or other authorities and other documents that may be executed in respect of the NCDs.

v. A register of NCD holders will be maintained in accordance with Section 152 of the Act and all interest and principal sums becoming due and payable in respect of the NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of NCD holders as on the Record Date.

vi. NCDs can be rolled over only with the consent of 75% of the NCD holders after providing at least 21 days prior notice for such roll over and in accordance with the Debt Regulations.

4. <u>Provisions in the Prospectus and Debt Regulations for continuation of NCDs</u>

Given below are the provisions under the Prospectus, Listing Agreement for Debt Securities and the Debt Regulations for continuation (roll-over) of NCDs:

(i) The Prospectus for the Public NCDs provides for Roll-over of the NCDs with the consent of 75% of the NCD holders after providing atleast 21 days prior notice for such Roll-over and in accordance with the Debt Regulations.

(ii) Clause 18 of Chapter II of the Debt Regulations stipulate the following:

- Special resolution of NCD holders required (through postal ballot having consent of not less than 75% of the holders by value of such NCDs)
- 21 days notice to be given, which Notice shall contain credit rating (not less than 6 months old) and rationale for Roll-over
- Notice to be filed with the Stock Exchanges before sending to NCD holders
- Fresh Trust Deed to be executed or existing one can continue if it provides for continuation
- Adequate security to be created/ maintained in respect of such NCDs
- NCDs to be redeemed of all those NCD holders who have not given their positive consent to the Roll-over.

In terms of the Prospectus read with the SEBI (Issue and Listing of Debt Securities), Regulations, 2008, the approval of 75% of the NCD holders voting (in number and in value) is being sought by way of a Special Resolution through postal ballot.

Further, as per the Regulations, it would also be necessary to obtain the positive consent from each of the NCD holder to continue to hold the NCDs. Accordingly, TCFSL will redeem the NCDs held by all the holders who have not given their positive consent to the continuation, on the maturity date i.e. March 5, 2014.

The Listing Agreement for Debt Securities provides that prior approval of the Stock Exchanges needs to be taken after obtaining the approval of Directors and Debenture Trustees, for such Roll-over.

5. <u>Procedure for Continuation of NCDs</u>

Only the holders of the NCDs as on the Record Date of January 10, 2014, are eligible to continue with the NCDs held by them.

The NCD holder needs to give consent for Continuation of the NCDs for a further period of 5 years in the Consent Form by putting a tick mark against the option "**Consent for Continuation**". The NCD holder will have to send the duly completed and signed Consent Form to the Company's Registrar and Transfer Agents viz. Karvy Computershare Private Limited ("Karvy") at Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 not later than the close of working hours (6:00 p.m.) on **Friday, February 21, 2014** in the enclosed self-addressed postage pre-paid Business

Reply Envelope provided with the Postal Ballot Form. Envelopes containing the Consent Forms, if sent by courier or by Registered /Speed Post or any other means, will also be accepted, but shall be sent at the expense of the Debenture Holder.

The NCDs will be continued subject to the approval by way of Postal Ballot by 75% of the NCD holders voting (in number and value) under the Postal Ballot.

In the event, the Company does not receive approval of 75% of the NCD holders voting (in number and value), all the NCDs shall be redeemed. If the approval is received, but the NCD Holder does not exercise either option or the Company does not receive any response from the NCD Holder, the NCDs held by such NCD holders shall be redeemed, along with the accrued interest.

6. <u>Interest on the Coupon Bearing Debentures</u>

Interest will be paid at such Coupon Rate and on the days as is mentioned in the Summary Term Sheet. The last interest payment will be made at the time of redemption of the NCDs, on a pro rata basis.

Payment of interest on the NCDs will be made to those of the Debenture Holders whose name(s) appear in the Register of Debenture Holder(s) (or to the first holder in case of joint holders) as on the Record Date fixed by the Company for this purpose and /or as per the list provided by NSDL/CDSL to the Company of the beneficiaries who hold NCDs in Demat form on such Record Date, and are eligible to receive interest. Payment will be made by the Company after verifying the bank details of the NCD Holders by way of direct credit through Electronic Clearing Service (ECS), RTGS or National Electronic Funds Transfer (NEFT) and where such facilities are not available the Company shall make payment of all such amounts by way of cheque(s)/demand draft(s)/interest warrant(s), which will be dispatched to the Debenture Holder(s) by registered post/ speed post/ courier or hand delivery on or before the Interest Payment Dates.

If the date of interest payment falls on a Saturday, Sunday or a public holiday in Mumbai or any other payment centre notified in terms of the Negotiable Instruments Act, 1881, then interest would be paid on the next working day. Payment of interest would be subject to the deduction of I.T. Act or any statutory modification or re-enactment thereof for the time being in force.

Record Date

The Record Date for payment of interest or repayment of principal shall be 15 days prior to the date on which interest is due and payable, or the date of redemption.

7. <u>Tax and Tax Deduction at Source (TDS)</u>

The interest income of an NCD is taxed at normal rates under 'Income from other sources'. Capital gains tax is applicable when NCDs are sold at the stock exchange. There are no specific tax benefits attached to the NCDs. NCD Holders are advised to consider the tax implications of their respective investment in the NCDs and consult their tax advisors in this regard.

As per clause (ix) of Section 193 of the I. T. Act 1961, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form held by an Indian Resident and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made there under. Accordingly, no tax would be deducted at source from the interest on NCDs held in dematerialized form held by Indian Residents.

In all other cases, tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption or a lower rate of TDS, relevant certificate / document must be lodged by the Debenture Holders at the office of the Registrar and Transfer Agent, at least 15 days prior to the interest payment date. The NCD Holders are advised to consult their tax advisor as regards TDS before continuing the NCDs.

8. **Redemption**

In cases where the NCD holders do not wish to continue their Debentures, the Company will redeem their NCDs on March 5, 2014, by paying the Principal amount alongwith the accrued interest.

In cases where the NCD holders request for continuation, their NCDs will be redeemed on March 5, 2019, subject to the requisite approval for continuation of NCDs being received from the NCD holders under the Postal Ballot. The NCD holders would be paid interest accrued upto March 5, 2014.

9. **Security**

The principal amount of the NCDs together with all interest, costs, charges, fees, remuneration of Debenture Trustees and expenses payable in respect thereof have been secured by way of first *pari passu* charge on the receivables of the Company and an identified immovable property and also the future receivables of the Company, in favour of the Debenture Trustees and as may be decided by and between the Company and the Debenture Trustees.

The Company intends to execute a Supplementary Debenture Trust Deed with the Debenture Trustees for giving effect to the said continuation of the NCDs.

10. **Right of the Company to purchase and re-issue NCDs**

TCFSL will have the power exercisable at its absolute discretion, from time to time, to purchase some or all of the NCDs held by the Debenture Holder at any time prior to the specified date(s) of redemption. Such buy-back of NCDs may be at par or at premium/discount to the par value at the sole discretion of TCFSL. In the event of the NCDs being so purchased and/or redeemed before maturity in any circumstances whatsoever, TCFSL shall have the right to re-issue the NCDs under Section 121 of the Act .

11. **Notices**

Notices to the Debenture Holders required to be given by TCFSL or the Trustees shall be deemed to have been given if sent by ordinary post to the sole/first allottee or sole/first registered holder of the NCDs, as the case may be. All notices to be given by Debenture Holders shall be sent by registered post or by hand delivery to TCFSL at its Registered Office.

12. **Trustee**

IL&FS Trust Company Limited has been appointed to act as the Trustees for the Debenture Holders. All remedies of the Debenture Holder(s) for the amounts due on the NCDs will be vested with the Trustees on behalf of the Debenture Holder(s).

All the rights and remedies of the Debenture Holders shall vest in and shall be exercised by the Debenture Trustee without reference to the Debenture Holders. No Debenture Holder shall be entitled to proceed directly against the Company unless the Debenture Trustee, having become so bound to proceed, failed to do so. The Debenture Trustee will endeavour to protect the interests of the Debenture Holders in the event of default in regard to timely payment in relation to the NCDs by the Company.

13. Register of Debenture Holders

TCFSL shall maintain a Register of Debenture Holders containing necessary particulars at its Registered Office / RTA’s office.

14. Governing Laws

The NCDs are governed by and shall be construed in accordance with the existing Indian laws. Any dispute between the Company and the Debenture Holder will be subject to the jurisdiction of the courts in the city of Mumbai.

(IX) OUTSTANDING LITIGATION

As on date, there are no defaults in meeting undisputed statutory dues, institutional dues and dues towards holders of instruments like debentures, etc, by the Company or by public companies promoted by the same promoter and listed on Stock Exchange:

There are no material outstanding litigations pertaining to:

i. matters likely to affect operation and finances of the Company including disputed tax liabilities of any nature; and
ii. criminal prosecution launched against the Company and the Directors for alleged offences under the enactments specified in Paragraph 1 of Part I of Schedule XIII to the Act.

(X) LEGAL AND OTHER INFORMATION

I. GENERAL DISCLAIMER

This Detailed Information Sheet has been prepared by the Company with respect to the NCDs proposed to be continued for a further period of five years and is neither a Prospectus nor a Statement in lieu of Prospectus. It has been prepared to provide general information about the Company and the NCDs and does not constitute an offer to the Debenture Holders to subscribe to fresh issue of NCDs or to continue to hold the NCDs nor does it purport to be exhaustive. Where this Detailed Information Sheet summarizes the provisions of any other document, that summary should not be solely relied upon and the relevant document should be referred to for the full effect of the provisions.

The views contained in this Detailed Information Sheet do not necessarily reflect the views of the directors, officers, employees, affiliates, subsidiaries or representatives of the Company.

The person who is in receipt of this Detailed Information Sheet shall not reproduce or distribute the same in whole or in part or make any announcement in public or to a third party regarding the contents without the consent of the Company.

The information relating to the Company contained in this Detailed Information Sheet is believed by the Company to be accurate in all respects as of the date hereof.

This Detailed Information Sheet has been prepared to provide general information about the Company and the NCDs. This Detailed Information Sheet is not for the purpose of soliciting any subscription. This Detailed Information Sheet shall not be considered as a recommendation to continue the NCDs and recipients are urged to determine, investigate and evaluate for themselves, the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of information contained in this Detailed Information Sheet. The recipients are required to make their own independent valuation and judgment of the Company and the NCDs. It is the responsibility of the NCD Holders to ensure that if they sell/ transfer these NCDs, they shall do so in strict accordance with applicable laws. The NCD Holders should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of NCDs and in respect of income arising thereon. NCD Holders are also required to make their own assessment regarding their eligibility for continuing investment(s) in the NCDs of the Company. The Company or any of its directors, employees, advisors, affiliates, subsidiaries or representatives do not accept any responsibility and/ or liability for any loss or damage however arising and of whatever nature and extent with respect to the decision made by the NCD Holders to invest or otherwise with respect to the investment.

No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Detailed Information Sheet or in any material made available by the Company to any NCD Holder pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Company. The information contained herein has not been separately verified by any Arranger or intermediary

Each person acting on this Detailed Information Sheet acknowledges that such person:

- has been afforded an opportunity to request and to review and has received all additional information considered by him/her/it to be necessary to verify the accuracy of or to supplement the information herein; and

- has not relied on any intermediary that may be associated with the continuation of the NCDs/continuation of NCDs or otherwise in connection with its investigation of the accuracy of such information or its investment decision.

The Company does not undertake to update the Detailed Information Sheet to reflect subsequent events after the date of the Detailed Information Sheet and thus it should not be relied upon with respect to such subsequent events without first confirming their accuracy with the Company.

This Detailed Information Sheet does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction outside India in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. Persons into whose possession this Detailed Information Sheet comes are required to inform themselves about and to observe any such restrictions.

Continuation of these NCDs has been/will be made to NCD Holders as specified under the "Procedure for Continuation of NCDs" of this Detailed Information Sheet.

The Company confirms that the information contained in this Detailed Information Sheet is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the NCDs and the Company has been made available in this Detailed Information Sheet for the use and perusal of the NCD Holders and no selective or additional information would be available for a section of NCD Holders in any manner whatsoever. The Company accepts no responsibility for statements made otherwise than in this Detailed Information Sheet or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

This Detailed Information Sheet has been prepared to provide general information about the Company and of the NCDs. This Detailed Information Sheet does not purport to contain all the information that any NCD Holder may require. Neither this Detailed Information Sheet nor any other information supplied in connection with the NCDs is intended to provide the basis of any credit or other evaluation and any recipient of this Detailed Information Sheet should not consider such receipt a recommendation to continue to hold the NCDs. Each NCD Holder contemplating to continue with the NCDs should make its own independent investigation of the financial condition and affairs of the Company, and its own appraisal of the creditworthiness of the Company. NCD Holders should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the NCDs and should avail appropriate resources to analyse such investment and the suitability of such investment to such NCD Holder's particular circumstances.

Eligibility of the Company to propose Continuation of the NCDs

Neither the Company nor any of its directors have been prohibited from accessing the capital market under any order or directions passed by SEBI.

Force Majeure

The Company reserves the right to withdraw the proposed continuation of the NCDs in the event of any unforeseen development adversely affecting the economic and regulatory environment or otherwise. In such an event, the Company may redeem the NCDs, without assigning any reason.

SEBI Disclaimer Clause

As per the provisions of SEBI Regulations, a copy of this Detailed Information Sheet is not required to be filed with or submitted to SEBI. It is to be distinctly understood that this Detailed Information Sheet has not been cleared or vetted by SEBI. The SEBI does not take any responsibility either for financial soundness of any scheme or the project for which the continuation of NCDs is proposed to be made, or for the correctness of the statements made or opinions expressed in the Detailed Information Sheet.

This Detailed Information Sheet is to facilitate NCD Holders to take an informed decision for continuation of their investment in the NCDs.

Disclaimer Clause of the RBI

The Company is having a valid certificate of registration dated November 4, 2011 issued by the RBI under section 45 IA of the Reserve Bank of India Act, 1934.

a) "Reserve Bank of India does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayments / discharge of liabilities by the Company."

b) "Neither is there any provision in law to keep, nor does the company keep any part of the deposits with the Reserve Bank and by issuing the Certificate of Registration of the Company, the Reserve Bank neither accepts any responsibility nor guarantees for the payment of the deposit amount to any depositor."

II. List of Material Contracts and Documents

The following material contracts (not being contracts entered into in the ordinary course of business carried on by our Company which are or may be deemed material have been entered or are to be entered into by our Company) and documents referred to hereunder may be inspected by the NCD holders on any working days at the Registered Office of the Company situated at One Forbes, Dr V B Gandhi Marg, Fort, Mumbai 400 001, India, from 10.00 a.m. and 6.00 p.m. on any working day (Monday to Friday) upto Friday, February 14, 2014.

The list of material contracts and documents is, as under:

1. Copy of the Board Resolution dated December 23, 2013 approving the continuation of NCDs

2. Approval from Debenture Trustees approving the continuation of NCDs

3. Approval from NSE and BSE approving the continuation of NCDs

4. Letter dated December 26, 2013 from ICRA Limited assigning the credit rating to the NCDs of the Company and the Rating Rationale.

5. Debenture Trust Deed dated February 12, 2009 and Supplementary Trust Deed dated July 26, 2012

6. Prospectus dated January 21, 2009

7. Memorandum and Articles of Association of the Company

8. Certificate of Registration N-13.02005 dated November 4, 2011 issued by RBI, under section 45-IA of the Reserve Bank of India Act, 1934

9. Annual Report of the Company for FY 2010-11, FY 2011-12 and FY 2012-13

10. Half yearly Results (September 30, 2013)