



**ISSUE OF COMMERCIAL PAPER (CP)  
LETTER OF OFFER**

**PART I**

**Issuer Details**

Name and Address of Issuer	: TATA CAPITAL LIMITED 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel Mumbai 400013
Business Segment / Activity	: NBFC
Chief Executive (Managing Director / President / CEO / CFO Equivalent Official in the hierarchy as per Constitution of the Issuer entity)	: Mr. Rajiv Sabharwal Managing Director and CEO
Group Affiliation (If Any)	: Subsidiary of Tata Sons Ltd.

**PART II**

**Issue Details**

ISIN	: INE976I14QN8
Proposed Date of Issue	: September 18, 2025
Amount (Rs.)	: 2,50,00,00,000
Tenor and Date of Maturity	: Tenor 91 Days      December 18, 2025      Record Date :      December 17, 2025
Proposed to be Listed / Unlisted	: Proposed to be Listed
End Use of CP / NCD proposed (specific details)	: The funds raised through this Issue, after meeting the expenditures of and related to the Issue, will be used for (i) various financing activities, including lending (ii) to repay our existing loans; (iii) working capital management; and (iv) business operations, including for our capital expenditure (v) Investment in accordance with the investment policies approved by the company.

**Market Conventions**

**Credit Rating Details for the Proposed Issue**

Credit Rating Issuer	: FIMMDA Conventions
Rating	Credit Rating 1      Credit Rating 2 (obtained if any)
Date of Rating	: CRISIL Ratings Ltd      ICRA Ltd
Validity of Issuance	: A1+      A1+
Validity period for rating	: September 08, 2025      September 09, 2025
For Amount (Rs.)	: November 06, 2025      December 08, 2025
Conditions (If Any)	: November 06, 2026      December 08, 2026
Long term credit rating obtained by the Issuer	: Rs. 30,500 crores      Rs. 30,500 crores
Unaccepted Credit Rating assigned to the Issuer	: ----
Issuing and Paying Agent Details (Name and address)	: Refer Sr.No. 3 of Annexure C
	: NA
	: HDFC BANK LTD
	Lodha - I Think Techno Campus, Building - ALPHA, 4th Floor - Office, Near Kanjurmarg Railway Station, Kanjurmarg(E), Mumbai-400042

**Debenture Trustee Details (Name and Address)**

**(In case of NCD)**

**Credit Enhancement Details (If any)**

**Description of Instrument**

**Amount (Rs. In Lacs)**

**Issued by**

**In favor of**

**Name and Address of the Guarantor**

**Net worth of the Guarantor (Rs. In Lacs)**

**Extent of The Guarantee Offered by the**

**Guarantor for the Issue**

**Conditions under which the guarantee will be invoked**

**Trustee Details (Name and Address)**

**Whether guarantor is a group entity**

**If yes, Names of Companies to which Guarantor has issued similar guarantees,**

Name

Extent of Guarantee

Conditions under which the guarantee will be invoked

1  
2

**TATA CAPITAL LIMITED**

Corporate Identity Number U65990MH1991PLC060670

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

Tel 91 22 6606 9000 Web [www.tatacapital.com](http://www.tatacapital.com)

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



### PART III

#### A. Issuer Financial Details

CP / NCD Borrowing : CP Borrowing  
Date of Board Resolution : Dtd : August 13, 2025  
1. Limit approved by Board : Rs. 2,76,000 crores  
2. Limit as per CRA : Rs. 30,500 crores  
3. Limit approved by Regulator concerned (if applicable) : NA

B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date) : Refer Annexure A

C. Fund-based facilities from banks/Financial institutions, if any : Refer Annexure B

D. Shareholding details of promoters / details of shares pledged... : Refer Sr.No. 2 of Annexure C

E. FINANCIAL SUMMARY of TATA CAPITAL LIMITED	As on 31/03/2025 (Ind AS) (Rs. Crores)	As on 31/03/2024 (Ind AS) (Rs. Crores)	As on 31/03/2023 (Ind AS) (Rs. Crores)	As on 31/03/2022 (Ind AS) (Rs. Crores)
❖EQUITY	28,098.84	19,452.42	3,560.12	3,516.17
❖NET WORTH	27,734.65	19,777.85	10,110.53	7,017.10
❖INVESTMENT IN SUBSIDIARIES / AFFILIATES	4,669.48	4,070.55	10,995.37	9,338.63
❖TOTAL DEBT OUTSTANDING	1,47,337.92	1,00,914.31		
- SHORT TERM (< 1 YEAR)	57,560.76	35,901.95	1,231.96	47.57
- OTHER DEBT	89,777.16	65,012.36	3,161.68	4,042.72
❖GROSS INCOME	21,940.08	13,309.11	1,353.13	511.89
❖OPERATING PROFIT (PBITD)	14,605.28	10,097.97	1,201.73	399.76
❖GROSS PROFIT (PBTID)	3,715.80	3,452.30	896.89	110.06
❖NET PROFIT (POST TAX)	2,594.28	2,492.45	720.50	83.10
AUDIT QUALIFICATIONS (if any) : ---				

F. Details of statutory auditor and changes thereof in the last three financial years : Refer Sr.No. 5 of Annexure C

G. Details of Default in repayment of CP or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. : Nil

H. Details of any other material event/development having implications for the financials/credit quality resulting in material liabilities, corporate restructuring event or such other matters affecting the issue or investor's decision. : Refer Sr.No. 4 of Annexure C

I. Material Litigations if any : Refer Sr.No. 1 of Annexure C

J. Regulatory Strictures, if any : Refer Sr.No. 1 of Annexure C

K. An issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities : Refer Sr.No. 6 of Annexure C

For Tata Capital Limited

Authorised Signatories

Date : September 16, 2025

**TATA CAPITAL LIMITED**

Corporate Identity Number U65990MH1991PLC060670

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

Tel 91 22 6606 9000 Web www.tatacapital.com

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



**Tata Capital Limited**

**CPs and Other debt instruments outstanding as on 16 September 2025**

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)	IPA	CRA	Rating	Rated Amount (Rs. in Cr.)
INE976I14OZ7	11-Oct-24	2,00,00,00,000	10-Oct-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PB5	7-Nov-24	1,00,00,00,000	7-Nov-25	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PB5	7-Nov-24	1,30,00,00,000	7-Nov-25	1,30,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PK6	13-Jan-25	2,00,00,00,000	13-Jan-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PK6	13-Jan-25	2,00,00,00,000	13-Jan-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PL4	15-Jan-25	2,50,00,00,000	15-Jan-26	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PL4	15-Jan-25	1,00,00,00,000	15-Jan-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PN0	5-Feb-25	1,00,00,00,000	5-Feb-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PN0	5-Feb-25	1,00,00,00,000	5-Feb-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PO8	6-Feb-25	2,00,00,00,000	6-Feb-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PU5	11-Mar-25	1,50,00,00,000	11-Mar-26	1,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PU5	11-Mar-25	3,50,00,00,000	11-Mar-26	3,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PV3	13-Mar-25	2,00,00,00,000	13-Mar-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PV3	13-Mar-25	50,00,00,000	13-Mar-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PV3	13-Mar-25	50,00,00,000	13-Mar-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PV3	13-Mar-25	1,50,00,00,000	13-Mar-26	1,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PV3	13-Mar-25	1,00,00,00,000	13-Mar-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE477S14DG8	24-Mar-25	2,00,00,00,000	19-Mar-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE477S14DG8	24-Mar-25	1,00,00,00,000	19-Mar-26	1,00,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE477S14DG8	24-Mar-25	2,00,00,00,000	19-Mar-26	2,00,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PW1	26-Mar-25	2,00,00,00,000	26-Feb-26	2,00,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PW1	28-Mar-25	50,00,00,000	26-Feb-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PW1	8-Apr-25	5,00,00,00,000	26-Feb-26	5,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PY7	19-May-25	2,50,00,00,000	19-May-26	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976I14PZ4	21-May-25	1,50,00,00,000	21-May-26	1,50,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PZ4	21-May-25	50,00,00,000	21-May-26	50,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PZ4	21-May-25	50,00,00,000	21-May-26	50,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PZ4	21-May-25	1,00,00,00,000	21-May-26	1,00,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PZ4	21-May-25	50,00,00,000	21-May-26	50,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14PZ4	21-May-25	50,00,00,000	21-May-26	50,00,00,000	ICICI Bank	ICRA & CARE	A1+	10,500
INE976I14QB3	23-May-25	50,00,00,000	22-May-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QD9	10-Jun-25	1,00,00,00,000	10-Jun-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QD9	10-Jun-25	1,00,00,00,000	10-Jun-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QE7	11-Jun-25	2,50,00,00,000	11-Jun-26	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QF4	24-Jun-25	2,50,00,00,000	24-Jun-26	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QF4	24-Jun-25	2,50,00,00,000	24-Jun-26	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QG2	15-Jul-25	3,50,00,00,000	25-Sep-25	3,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QH0	18-Jul-25	1,00,00,00,000	17-Oct-25	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QH0	18-Jul-25	75,00,00,000	17-Oct-25	75,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QJ8	18-Jul-25	5,00,00,00,000	9-Oct-25	5,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QJ6	25-Aug-25	2,00,00,00,000	25-Feb-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QJ6	26-Aug-25	3,50,00,00,000	25-Feb-26	3,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QL2	15-Sep-25	2,50,00,00,000	12-Dec-25	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QK4	15-Sep-25	1,00,00,00,000	11-Sep-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
INE976I14QM0	16-Sep-25	3,75,00,00,000	16-Sep-26	3,75,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	30,500
<b>Total</b>		<b>78,80,00,00,000</b>		<b>78,80,00,00,000</b>				

**Secured NCD**

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N07KL9	19-Dec-18	1,12,00,00,000	19-Dec-28	1,12,00,00,000
INE306N07KL9	3-Jan-19	23,00,00,000	19-Dec-28	23,00,00,000
INE306N07KL9	15-Feb-19	55,00,00,000	19-Dec-28	55,00,00,000
INE306N07LF9	20-Jun-19	2,73,00,00,000	20-Jun-29	2,73,00,00,000
INE306N07LF9	19-Jul-19	1,00,00,00,000	20-Jun-29	1,00,00,00,000





INE306N07LO1	6-Nov-19	1,00,00,00,000	6-Nov-29	1,00,00,00,000
INE306N07LS2	6-Mar-20	10,00,00,00,000	6-Mar-30	10,00,00,00,000
INE306N07MN1	29-Sep-21	95,00,00,000	29-Sep-31	95,00,00,000
INE306N07MN1	3-Dec-21	2,19,00,00,000	29-Sep-31	2,19,00,00,000
INE306N07MN1	16-Dec-21	50,00,00,000	29-Sep-31	50,00,00,000
INE306N07MN1	29-Dec-21	85,00,00,000	29-Sep-31	85,00,00,000
INE306N07MO9	20-Jan-22	12,50,00,00,000	20-Jan-32	12,50,00,00,000
INE306N07MQ4	29-Apr-22	1,81,00,00,000	29-Apr-32	1,81,00,00,000
INE306N07MS0	1-Jun-22	2,50,00,00,000	1-Jun-32	2,50,00,00,000
INE306N07MX0	26-Jul-22	4,75,00,00,000	26-Jul-27	4,75,00,00,000
INE306N07MZ5	12-Aug-22	1,87,50,00,000	12-Aug-32	1,87,50,00,000
INE306N07MX0	23-Aug-22	2,50,00,00,000	26-Jul-27	2,50,00,00,000
INE306N07NA6	7-Sep-22	2,06,00,00,000	7-Sep-27	2,06,00,00,000
INE306N07NC2	13-Oct-22	35,00,00,000	13-Oct-25	35,00,00,000
INE306N07ND0	19-Oct-22	5,00,00,00,000	19-Oct-27	5,00,00,00,000
INE306N07NF5	18-Nov-22	1,50,00,00,000	18-Nov-25	1,50,00,00,000
INE306N07NF5	5-Dec-22	2,00,00,00,000	18-Nov-25	2,00,00,00,000
INE306N07ND0	8-Dec-22	2,50,00,00,000	19-Oct-27	2,50,00,00,000
INE306N07NF5	8-Dec-22	6,00,00,00,000	18-Nov-25	6,00,00,00,000
INE306N07NG3	8-Dec-22	2,00,00,00,000	8-Dec-25	2,00,00,00,000
INE306N07NH1	17-Jan-23	5,00,00,00,000	17-Apr-26	5,00,00,00,000
INE306N07NI9	8-Feb-23	1,10,00,00,000	8-Feb-28	1,10,00,00,000
INE306N07NK5	21-Feb-23	1,30,00,00,000	21-May-26	1,30,00,00,000
INE306N07NJ7	21-Feb-23	81,00,00,000	21-Feb-33	81,00,00,000
INE306N07NI9	21-Feb-23	1,52,00,00,000	8-Feb-28	1,52,00,00,000
INE306N07NL3	14-Mar-23	20,00,00,00,000	13-Mar-26	20,00,00,00,000
INE306N07NM1	14-Mar-23	20,00,00,00,000	16-Mar-27	20,00,00,00,000
INE306N07NK5	26-Apr-23	1,80,00,00,000	21-May-26	1,80,00,00,000
INE306N07NP4	19-Jul-23	6,10,00,00,000	19-Jul-28	6,10,00,00,000
INE306N07NO7	3-Aug-23	30,00,00,00,000	3-Dec-26	30,00,00,00,000
INE306N07NQ2	3-Aug-23	30,00,00,00,000	3-Dec-27	30,00,00,00,000
INE306N07NH1	11-Sep-23	3,00,00,00,000	17-Apr-26	3,00,00,00,000
INE306N07MZ5	25-Sep-23	40,00,00,000	12-Aug-32	40,00,00,000
INE306N07NT6	20-Oct-23	2,43,70,00,000	20-Oct-28	2,43,70,00,000
INE306N07NS8	28-Nov-23	15,00,00,00,000	22-Jan-27	15,00,00,00,000
INE976I07CY9	28-Nov-23	15,00,00,00,000	23-Sep-27	15,00,00,00,000
INE306N07NU4	7-Dec-23	25,00,00,00,000	7-Dec-33	25,00,00,00,000
INE857Q07232	15-Jul-19	1,40,00,00,000	13-Jul-29	1,40,00,00,000
INE857Q07240	16-Oct-19	60,00,00,000	16-Oct-29	60,00,00,000
INE857Q07273	10-Jun-20	1,75,00,00,000	10-Sep-27	1,75,00,00,000
INE306N07NN9	8-Feb-24	2,42,10,00,000	8-Feb-34	2,42,10,00,000
INE976I07CS1	13-Feb-24	1,15,00,00,000	13-Feb-29	1,15,00,00,000
INE976I07CT9	29-Feb-24	16,40,00,00,000	10-May-27	16,40,00,00,000
INE976I07CV5	21-May-24	4,16,00,00,000	21-Mar-29	4,16,00,00,000
INE306N07MX0	19-Jun-24	2,90,00,00,000	26-Jul-27	2,90,00,00,000
INE306N07NN9	27-Jun-24	5,02,00,00,000	8-Feb-34	5,02,00,00,000
INE976I07CX1	23-Jul-24	6,30,00,00,000	21-Jul-34	6,30,00,00,000
INE306N07NK5	23-Jul-24	10,00,00,00,000	21-May-26	10,00,00,00,000
INE306N07NI9	8-Aug-24	6,00,00,00,000	8-Feb-28	6,00,00,00,000
INE306N07LO1	26-Sep-24	13,00,00,00,000	6-Nov-29	13,00,00,00,000
INE306N07NA6	16-Oct-24	6,10,00,00,000	7-Sep-27	6,10,00,00,000
INE306N07ND0	27-Nov-24	2,85,00,00,000	19-Oct-27	2,85,00,00,000
INE306N07ND0	23-Dec-24	5,00,00,00,000	19-Oct-27	5,00,00,00,000
INE976I07CX1	23-Dec-24	1,51,00,00,000	21-Jul-34	1,51,00,00,000
INE306N07NS8	7-Mar-25	4,00,00,00,000	22-Jan-27	4,00,00,00,000
INE306N07ND0	19-Mar-25	2,78,00,00,000	19-Oct-27	2,78,00,00,000
INE306N07NT6	19-Mar-25	1,00,00,00,000	20-Oct-28	1,00,00,00,000
INE976I07CZ6	8-Apr-25	15,00,00,00,000	8-Apr-30	15,00,00,00,000
INE306N07NP4	8-Apr-25	11,75,00,00,000	19-Jul-28	11,75,00,00,000
INE857Q07273	2-May-25	8,75,00,00,000	10-Sep-27	8,75,00,00,000
INE306N07MX0	22-May-25	20,00,00,00,000	26-Jul-27	20,00,00,00,000
INE306N07NA6	15-Jul-25	13,00,00,00,000	7-Sep-27	13,00,00,00,000





INE306N07NT6	15-Jul-25	10,00,00,00,000	20-Oct-28	10,00,00,00,000
INE976I07CZ6	15-Sep-25	1,60,00,00,000	8-Apr-30	1,60,00,00,000
INE306N07NP4	15-Sep-25	4,25,00,00,000	19-Jul-28	4,25,00,00,000
		<b>4,25,62,30,00,000</b>		<b>3,76,12,30,00,000</b>

#### Unlisted Secured NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N07NV2	21-Dec-23	10,25,00,00,000	21-Dec-27	10,25,00,00,000
INE857Q07406	23-Mar-23	3,75,00,00,000	23-Mar-26	3,75,00,00,000
		<b>14,00,00,00,000</b>		<b>14,00,00,00,000</b>

#### Market Linked NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE976I07CU7	23-Apr-24	7,50,00,00,000	23-Apr-26	3,75,00,00,000
		<b>7,50,00,00,000</b>		<b>3,75,00,00,000</b>

#### Unsecured Fully Paid NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N08490	19-Mar-19	5,90,00,00,000	17-Mar-34	5,90,00,00,000
INE976I08409	23-Mar-20	5,00,00,00,000	23-Mar-35	5,00,00,00,000
INE601U08309	30-Aug-22	7,00,00,00,000	28-Aug-26	7,00,00,00,000
		<b>17,90,00,00,000</b>		<b>17,90,00,00,000</b>

#### Sub-Debt NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N08151	30-Mar-16	2,00,00,00,000	30-Mar-26	2,00,00,00,000
INE306N08193	11-Aug-16	2,00,00,00,000	11-Aug-26	2,00,00,00,000
INE306N08201	26-Oct-16	15,00,00,00,000	26-Oct-26	15,00,00,00,000
INE306N08300	28-Dec-18	2,00,00,00,000	28-Dec-28	2,00,00,00,000
INE306N08326	16-Apr-19	20,00,00,00,000	16-Apr-29	20,00,00,00,000
INE306N08326	13-Jun-19	65,00,00,00,000	16-Apr-29	65,00,00,00,000
INE306N08326	26-Jun-19	1,00,00,00,000	16-Apr-29	1,00,00,00,000
INE306N08326	29-Jul-19	29,50,00,00,000	16-Apr-29	29,50,00,00,000
INE306N08359	13-Nov-19	1,00,00,00,000	13-Nov-29	1,00,00,00,000
INE306N08359	3-Jan-20	70,00,00,00,000	13-Nov-29	70,00,00,00,000
INE306N08383	17-Sep-20	75,00,00,00,000	17-Sep-30	75,00,00,00,000
INE306N08383	13-Oct-20	1,25,00,00,00,000	17-Sep-30	1,25,00,00,00,000
INE306N08383	23-Mar-21	1,00,00,00,00,000	17-Sep-30	1,00,00,00,00,000
INE306N08433	28-Jun-21	1,50,00,00,00,000	27-Jun-31	1,50,00,00,00,000
INE306N08441	24-Nov-21	5,00,00,00,00,000	24-Nov-31	5,00,00,00,00,000
INE306N08516	27-Jul-23	5,00,00,00,00,000	27-Jul-33	5,00,00,00,00,000
INE306N08516	16-Nov-23	5,00,00,00,00,000	27-Jul-33	5,00,00,00,00,000
INE857Q08016	10-May-19	50,00,00,00,000	10-May-29	50,00,00,00,000
INE857Q08016	29-May-19	50,00,00,00,000	10-May-29	50,00,00,00,000
INE857Q08016	27-Jun-19	50,00,00,00,000	10-May-29	50,00,00,00,000
INE857Q08024	13-Nov-19	50,00,00,00,000	13-Nov-29	50,00,00,00,000
INE857Q08024	3-Feb-20	1,00,00,00,00,000	13-Nov-29	1,00,00,00,00,000
INE857Q08024	24-Feb-20	50,00,00,00,000	13-Nov-29	50,00,00,00,000
INE857Q08032	28-Jul-20	50,00,00,00,000	26-Jul-30	50,00,00,00,000
INE857Q08032	14-Oct-20	50,00,00,00,000	26-Jul-30	50,00,00,00,000
INE857Q08032	17-Dec-20	50,00,00,00,000	26-Jul-30	50,00,00,00,000
INE306N08516	22-Feb-24	2,40,00,00,00,000	27-Jul-33	2,40,00,00,00,000
INE306N08516	21-Mar-24	2,60,00,00,00,000	27-Jul-33	2,60,00,00,00,000
INE976I08417	13-Sep-24	2,50,00,00,00,000	13-Sep-34	2,50,00,00,00,000
INE976I08417	23-Jan-25	6,65,00,00,00,000	13-Sep-34	6,65,00,00,00,000
INE976I08417	27-Mar-25	2,50,00,00,00,000	13-Sep-34	2,50,00,00,00,000
INE601U08010	13-Nov-17	50,00,00,00,000	13-Nov-27	50,00,00,00,000
INE601U08051	29-Mar-19	1,50,00,00,00,000	29-Mar-29	1,50,00,00,00,000



INE601U08051	29-Mar-19	1,50,00,00,000	29-Mar-29	1,50,00,00,000
INE601U08077	31-May-19	2,00,00,00,000	31-May-29	2,00,00,00,000
		<b>55,14,50,00,000</b>		<b>55,14,50,00,000</b>

#### Unlisted Sub-Debt NCD

ISIN	Allotment Date	Total Consideration	Maturity Date	Amount Outstanding
INE601U08028	28-Mar-18	2,00,00,00,000	28-Mar-28	2,00,00,00,000
INE601U08036	31-Aug-18	1,00,00,00,000	31-Aug-28	1,00,00,00,000
INE601U08069	30-Apr-19	1,00,00,00,000	30-Apr-29	1,00,00,00,000
		<b>4000000000</b>		<b>4000000000</b>

#### Perpetual NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N08110	6-Jan-16	50,00,00,000	6-Jan-26	50,00,00,000
INE306N08128	2-Feb-16	50,00,00,000	2-Feb-26	50,00,00,000
INE306N08136	9-Feb-16	1,00,00,00,000	9-Feb-26	1,00,00,00,000
INE306N08144	23-Mar-16	1,00,00,00,000	23-Mar-26	1,00,00,00,000
INE306N08185	30-Jun-16	50,00,00,000	30-Jun-26	50,00,00,000
INE306N08219	13-Jan-17	10,00,00,000	13-Jan-27	10,00,00,000
INE306N08227	8-Mar-17	40,00,00,000	8-Mar-27	40,00,00,000
INE306N08235	21-Jun-17	50,00,00,000	21-Jun-27	50,00,00,000
INE306N08250	14-Jul-17	50,00,00,000	14-Jul-27	50,00,00,000
INE306N08268	11-Sep-17	93,00,00,000	13-Sep-27	93,00,00,000
INE306N08276	26-Mar-18	1,25,00,00,000	27-Mar-28	1,25,00,00,000
INE306N08391	30-Sep-20	1,00,00,00,000	30-Sep-30	1,00,00,00,000
INE306N08409	19-Oct-20	75,00,00,000	21-Oct-30	75,00,00,000
INE306N08466	28-Feb-22	1,00,00,00,000	1-Mar-32	1,00,00,00,000
		<b>9,93,00,00,000</b>		<b>9,93,00,00,000</b>

#### Hybrid Perpetual NCD

ISIN	Allotment Date	Total Consideration	Maturity Date	Amount Outstanding
INE601U08085	18-Jun-19	1,00,00,00,000	18-Jun-29	1,00,00,00,000
INE601U08101	21-Nov-19	45,00,00,000	21-Nov-29	45,00,00,000
INE601U08119	18-Dec-19	45,00,00,000	18-Dec-29	45,00,00,000
INE601U08127	14-Jul-20	15,00,00,000	14-Jul-30	15,00,00,000
INE601U08135	9-Sep-20	43,00,00,000	9-Sep-30	43,00,00,000
INE601U08143	24-Sep-20	1,00,00,00,000	24-Sep-30	1,00,00,00,000
INE601U08168	3-Dec-20	1,00,00,00,000	3-Dec-30	1,00,00,00,000
INE601U08176	21-Dec-20	60,00,00,000	21-Dec-30	60,00,00,000
INE601U08184	19-Jan-21	1,00,00,00,000	19-Jan-31	1,00,00,00,000
INE601U08192	2-Mar-21	2,10,00,00,000	2-Mar-31	2,10,00,00,000
INE601U08242	15-Jun-21	2,60,00,00,000	15-Jun-31	2,60,00,00,000
INE601U08275	3-Dec-21	1,25,00,00,000	3-Dec-31	1,25,00,00,000
		<b>12,03,00,00,000.00</b>		<b>12,03,00,00,000.00</b>

#### Public NCD - Secured

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N07LL7	26-Aug-19	92,48,14,000	26-Aug-27	92,48,14,000
INE306N07LM5	26-Aug-19	6,00,39,35,000	26-Aug-27	6,00,39,35,000
Total		<b>6,92,87,49,000</b>		<b>6,92,87,49,000</b>

#### Public NCD - Sub-Debt

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N08284	27-Sep-18	29,54,90,000	27-Sep-28	29,54,90,000
INE306N08292	27-Sep-18	3,41,84,88,000	27-Sep-28	3,41,84,88,000
INE306N08334	26-Aug-19	4,65,00,000	26-Aug-29	4,65,00,000
INE306N08342	26-Aug-19	1,72,69,73,000	26-Aug-29	1,72,69,73,000
Total		<b>5,48,74,51,000</b>		<b>5,48,74,51,000</b>





Name of the Bank	Nature of facility	Sanctioned Amount	O/s Amount	Asset classification
Indian Bank	Working Capital	375	345	Standard
Axis Bank Ltd.	Working Capital	385	-	Standard
Bank of Baroda	Working Capital	1,050	-	Standard
Bank of India	Working Capital	850	-	Standard
Bank of Maharashtra	Working Capital	50	-	Standard
Canara Bank	Working Capital	200	-	Standard
Central Bank of India	Working Capital	500	-	Standard
Citibank N.A.	Working Capital	775	200	Standard
Deutsche Bank	Working Capital	1,003	-	Standard
HDFC Bank	Working Capital	1,625	-	Standard
HSBC	Working Capital	370	-	Standard
ICICI Bank Limited	Working Capital	4,775	-	Standard
IDBI Bank Ltd.	Working Capital	15	-	Standard
Punjab National Bank	Working Capital	1,200	1,200	Standard
State Bank of India	Working Capital	3,210	2,000	Standard
Union Bank Of India	Working Capital	1,100	750	Standard
United Overseas Bank Limited	Working Capital	50	-	Standard
Indusind Bank Ltd.	Working Capital	590	-	Standard
Standard Chartered Bank	Working Capital	300	-	Standard
DBS Bank India Limited	Working Capital	350	-	Standard
Barclays Bank PLC	Working Capital	2	-	Standard
Bank Of America N.A.	Working Capital	500	-	Standard
UCO Bank	Working Capital	300	-	Standard
KARNATAKA BANK LIMITED	Working Capital	50	-	Standard
Mizuho Bank Limited	Working Capital	323	-	Standard
Industrial and Commercial Bank	Working Capital	80	80	Standard
The South Indian Bank Limited	Working Capital	200	-	Standard
Societe Generale	Working Capital	250	-	Standard
IDFC FIRST BANK LIMITED	Working Capital	812	-	Standard
NABARD GCF LOAN	Working Capital	818	631	Standard
Indian Bank	Term Loan	2,381	2,381	Standard
Axis Bank Ltd.	Term Loan	787	787	Standard
Bank of Baroda	Term Loan	1,000	1,000	Standard
Bank of India	Term Loan	1,848	1,848	Standard
Canara Bank	Term Loan	9,129	9,129	Standard
Citibank N.A.	Term Loan	550	550	Standard
HDFC Bank	Term Loan	8,009	8,009	Standard
HSBC	Term Loan	88	88	Standard
ICICI Bank Limited	Term Loan	1,898	1,198	Standard
IDBI Bank Ltd.	Term Loan	917	917	Standard
Punjab National Bank	Term Loan	8,812	8,362	Standard
State Bank of India	Term Loan	7,646	7,646	Standard
Union Bank Of India	Term Loan	1,916	1,916	Standard
Jammu & Kashmir Bank Ltd.	Term Loan	550	550	Standard
Yes Bank Ltd.	Term Loan	64	64	Standard
UCO Bank	Term Loan	195	195	Standard
KARNATAKA BANK LIMITED	Term Loan	200	200	Standard
Small Industries Development	Term Loan	6,456	4,533	Standard
Kookmin Bank	Term Loan	70	70	Standard
City Union Bank	Term Loan	75	75	Standard
The South Indian Bank Limited	Term Loan	38	38	Standard
India Infrastructure Finance Company	Term Loan	500	500	Standard
EXPORT IMPORT BANK OF INDIA	Term Loan	800	800	Standard
BANK OF BAHRAIN & KUWAIT B.S.C.	Term Loan	13	13	Standard
HDFC Bank	Term Loan	1,229	1,229	Standard
National Bank for Financing	Term Loan	3,500	3,500	Standard
Emirates NBD Bank (P.J.S.C) India Branch	Term Loan	14	14	Standard
INDIAN OVERSEAS BANK	Term Loan	250	250	Standard
ECB	ECB	20,561.24	19,038.74	Standard
<b>Total</b>		<b>1,01,605</b>	<b>80,109</b>	

## Notes\*

IDFC First Bank's limit is of Rs 875 Crs, out of which Rs 63.40 Crs has been utilised as bank guarantee and hence is excluded from above. The sanctioned amount also has been netted of to that extent.





## Annexure C

### 1. Ongoing and/ or outstanding material litigation and regulatory strictures, if any.

#### 1.1 Litigation details

The Company may, from time to time, be involved in various litigation proceedings in the ordinary course of our business. These legal proceedings are primarily in the nature of criminal cases, civil cases and tax proceedings.

Except as disclosed in this section, there are no outstanding legal proceedings which have been considered material in accordance with guidelines provided in SEBI LODR Regulations. Further, as on the date of this Document, except as disclosed hereunder, our Company, promoters, directors, subsidiaries and group companies are not involved in: (i) any outstanding action initiated by government department, regulatory or statutory authorities (such as SEBI, RBI, Stock Exchanges or such similar authorities) in the last three years immediately preceding the year of this Document against the promoters of the Company; (ii) any outstanding civil litigation or tax proceedings involving our Company, promoter, subsidiaries and group companies having an impact on the Company of an amount exceeding ₹ 165.46 Crore; (iii) any outstanding criminal litigation involving our Company, promoter and subsidiaries and group companies having an impact on the Company; (iv) pending proceedings initiated against the Issuer for economic offences and (v) any pending litigation involving the issuer, promoter, director, subsidiaries, group companies, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor's decision to invest / continue to invest in the Debt Securities/ Commercial Papers and/ or non-convertible redeemable preference shares and (vi) any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer or promoters, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the non-convertible securities/ commercial paper.

Except as disclosed in this Document, there are no (i) inquiries, inspections or investigations initiated or conducted (for which notices have been issued) under the Companies Act in the last three years immediately preceding the year of this Document involving our Company and its subsidiaries, and any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Document involving our Company and its subsidiaries; (ii) any material fraud committed against our Company in the last three years, and if so, the action taken by our Company; (iii) any significant and material order passed by the regulators, courts and tribunals impacting the going concern status of our Company or its future operations; (iv) any default by our Company including therein the amount involved, duration of default and present status, in repayment of: (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; or (d) loan from any bank or financial institution and interest thereon; (v) any default in annual filing of our Company under the Companies Act; and (vi) any litigation or legal actions, pending or taken, by any ministry or department of the government or a statutory authority against the Promoter of our Company during the last three years immediately preceding the year of this Document, and any direction issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action, if any.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, our Promoter, or our Directors as the case may be, have not been considered as litigation until such time that the above-mentioned entities are not impleaded as a defendant/respondent in litigation proceedings before any judicial or quasi-judicial forum.

Note: Tata Capital Financial Services Ltd (TCFSL) (now amalgamated into Tata Capital Limited) pursuant to the order dated 24 November, 2023 of the NCLT, Mumbai, duly sanctioned the scheme of arrangement w.e.f. 1 January 2024. In pursuance of the said order and the Scheme, all the facility documents executed by TCFSL and its borrowers and all its outstanding including legal proceedings stands transferred to TCL. necessary amendments are being carried out in the proceedings in due course. Reference to TCFSL be read as TCL.

(i) Litigation involving the Issuer:

(a) *Material civil litigations against the Issuer:*

Priyanka Communication (India) Private Limited ("**Petitioner**") filed a suit ("**Suit**")





before the High Court of Judicature at Bombay ("**High Court**") against our Company and others (being certain other secured lenders) ("**Respondents**") praying to stay the proceedings initiated or filed by the Respondents including the proceedings filed under the SARFAESI Act and claiming an amount of ₹516800 lakhs for damages arising out of alleged breach of contract and ₹20000 lakhs for damages towards alleged mental trauma and harassment and further alleging that the declaration of SMA-2 and classification of loan account as NPA has been wrongly done in violation of RBI norm along with interest at 18% p.a. This matter is currently pending.

(b) *Material civil litigations by the Issuer*

- (i) TCFSL ("**Claimant**") had advanced a loan amounting to ₹7000 lakhs to Siva Ventures Limited (subsequently merged with Siva Industries and Holdings Limited ("**SIHL**") and ₹1,3000 lakhs to SIHL. The said loans were secured by a pledge of 6,22,25,000 unlisted equity shares of Tata Teleservices Limited ("**TTSL**"). However, due to non-repayment of the outstanding amounts of ₹2,3290 lakhs, a dispute arose between the parties which was settled by execution of a settlement agreement dated June 10, 2014, whereunder, the Claimant acquired the pledged shares whereas a shareholders' agreement dated June 10, 2014 ("**Shareholders' Agreement**"), and a personal guarantee by C. Sivasankaran were executed. Subsequently, the Claimant invoked the put option under the Shareholders' Agreement which allegedly was not honored by SIHL and C. Sivasankaran.

Thereafter, arbitration proceedings were initiated by the Claimant against SIHL and C.Sivasankaran respectively for claiming an amount of ₹3,4334 lakhs. The Supreme Court of India ("**Supreme Court**") by way of an order dated April 2, 2018, appointed a sole arbitrator in the matter and the arbitration proceedings were concluded by passing an award dated May 30, 2023, in favor of the Claimant for the entire claim of ₹3,4300 lakhs with simple interest. The Claimant has filed execution petitions before the High Court of Madras against SIHL and C. Sivasankaran and interim orders of injunction both dated June 12, 2024 ("**Orders**"), have been passed therein. SIHL has now filed an application dated March 19, 2025, for modification of the Orders.

Further, an application to initiate corporate insolvency resolution process in respect of SIHL under Section 7 of the IBC was admitted by the NCLT and liquidation proceedings were initiated. An application of withdrawal under Section 12A of the IBC was filed by the resolution professional and pursuant to an order by the Supreme Court dated June 3, 2022, SIHL came out of the IBC proceedings in pursuance of a settlement plan agreed between SIHL and its creditors other than TCFSL. TCFSL has filed an impleadment application and an application for directions before the Supreme Court seeking certain reliefs qua the excess amount out of the sale proceeds of property mortgaged to another lender. The matters are currently pending.

- (ii) TCFSL invoked arbitration by way of a letter dated December 9, 2009 ("**Letter**") against Biotor Industries Limited ("**Biotor**") and others (collectively with Biotor, the "**Respondents**"), and filed a claim before a sole arbitrator ("**Arbitrator**") for default in repayment of dues under a bill discounting facility for an amount of ₹3000 lakhs, whose limit was further enhanced to ₹5000 lakhs ("**Facilities**") and calling for payment of the dues amounting to ₹3567 lakhs along with penal charges. TCFSL also filed an arbitration petition dated December 16, 2009, under Section 9 of the Arbitration and Conciliation Act, 1996 for certain interim reliefs, which were granted by way of an order dated October 15, 2010, by the Arbitrator, wherein the Respondents were directed not to deal with or dispose their assets. A statement of claim dated December 10, 2010 ("**Claim**") was filed by TCFSL against the Respondents for an amount of ₹4251 lakhs along with a penal interest of ₹3289 lakhs, and for seeking other reliefs. Subsequently, the Respondents filed a written statement and counter claim dated January 29, 2011 ("**Counter Claim**") for claiming damages due to alleged fraud committed upon them, amounting to more than ₹2,5000 lakhs comprising, inter alia, loss of goodwill, unilateral stoppage of bill discounting facility, and premium of insurance policy among others. TCFSL has also filed an application before the sole arbitrator to pass an award rejecting the Counter Claim.





The Respondents along with one of the directors of Biotor ("Plaintiffs") have also filed a suit in December 2012 ("Suit") before the High Court of Judicature at Bombay against our Company, certain employees of our Company and others (collectively with our Company, the "Defendants") ("Defendants"), alleging fraud by the Defendants for colluding with the employees of Biotor and coercing the Plaintiffs to avail the Facilities. TCFSL has filed an application before the High Court of Judicature at Bombay under Section 8 of the Arbitration and Conciliation Act, 1996 for rejection of the Suit under Order VII, Rule 11 of the Civil Procedure Code, 1908 and referring the matter to arbitration.

Further, a petition filed under Section 7 of the IBC ("Petition") before the Mumbai Bench of National Company Law Tribunal ("NCLT"), against Biotor was admitted and a moratorium was imposed under Section 14 of the IBC. Post the admission of the Petition, NCLT by way of its order dated December 31, 2018, ordered the liquidation of Biotor. A proof of claim has been filed by Our Company in this regard claiming ₹8608 lakhs from Biotor. The matters are currently pending.

- (iii) TCFSL ("Applicant") had sanctioned a ₹1,0000 lakhs working capital term loan ("Loan") under a term loan agreement dated April 15, 2011 ("Loan Agreement") to M/s. Deccan Chronicle Holdings Limited ("Deccan") in 2011. Subsequently, due to default in repayment of the Loan by Deccan, the Applicant initiated arbitration proceedings against Deccan. The arbitrator passed an interim award dated April 16, 2014, in favor of the Applicant for ₹1,0000 lakhs and a final award dated October 1, 2016, for the interest and cost component.

TCFSL has submitted a proof of claim by financial creditor amounting to ₹1,8272 lakhs dated August 2, 2017 to the interim resolution professional/ resolution professional under Regulation 8 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, in respect of the corporate insolvency resolution process ("CIRP") alleging that the Corporate Debtor failed to repay a ₹1,0000 lakhs working capital term loan under a term loan agreement dated April 15, 2011 ("Loan Agreement") and also breached the terms of the Loan Agreement. Deccan Chronicle Holdings Limited ("Corporate Debtor") is undergoing CIRP pursuant to an application filed by the resolution professional under Sections 30(6) and 31 of the IBC before the Hyderabad Bench of the National Company Law Tribunal at Hyderabad ("NCLT"). NCLT approved the resolution plan submitted by M/s SREI Multiple Asset Investment Trust Vision India Fund, one of the resolution applicants ("Resolution Applicant") by an order dated June 3, 2019 ("Resolution Plan") as it met the requirements under Section 30(2) of the IBC. Further, by an order dated January 23, 2024 ("Impugned Order"), NCLT ordered implementation of the Resolution Plan including payment of the entire amount due under the Resolution Plan within 30 days of receipt of the copy of order by the Resolution Applicant. Our Company has filed an interlocutory application dated November 5, 2024, before the Chennai Bench of National Company Law Appellate Tribunal ("NCLAT") to be impleaded as a respondent in an appeal connected with this matter. Subsequently, an order was passed by the NCLAT to implead our Company as a party to this proceeding. The matter is currently pending.

- (ii) Tax Litigation against the Promoter:

The Deputy Commissioner of Income Tax Circle 2(3)(1) ("**Income-Tax Officer**") in his intimation dated March 21, 2024 passed for processing of the return has denied the claim of set off of carry forward business loss against the dividend income earned by Tata Sons Private Limited for AY 2021-22. Tata Sons Private Limited has preferred an appeal before the First Appellate Authority (Commissioner of Income Tax – Appeals) on April 15, 2024 which is pending for disposal. Outstanding Tax demand is INR 4,530.8 million. Tata Sons Private Limited has filed a stay application dated April 18, 2024 before the Income-Tax Officer which is pending for disposal. As per the applicable Instruction no 1914 dated March 21, 1996 read with office memorandum dated July 31, 2017, the Income-Tax Officer could seek payment to the extent of 20% of the outstanding tax demand under protest. Tata Sons Private Limited has a refund which is receivable for the AY 2024-25 amounting to INR 1,811.79 million. The said refund is pending to be processed by Centralized Processing Center.





2. Shareholding pattern of the Company as on June 30, 2025 as per SEBI LODR Regulations

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities			No. of Shares Underlying Outstanding Convertible securities (as a percentage of diluted share capital)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights	Class eg: X	Class eg: Y	Total as a % of (A+B+C)		No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C)	(IX)			(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	8	3805727918	0	0	3805727918	95.53	3805727918	0	3805727918	95.53	95.53	0	0	0	0	3805727918
(B)	Promoter Group Public	35051	145640983	0	0	145640983	3.66	145640983	0	145640983	3.66	3.66	0	0	0	0	145640983
(C)	Non Promoter - Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares Held By Employee Trust	1	32425844	0	0	32425844	0.81	32425844	0	32425844	0.81	0.81	0	0	0	0	32425844
	Total	35060	3983794745	0	0	3983794745	100	3983794745	0	3983794745	100	100	0	0	0	0	3983794745



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

Category & Name of the shareholders	Entity Type	PAN	Nos. of shareholders	No. of fully paid equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Share holding % calculated as per SCRR, 1957 as % of (A+B+C2)	Number of Voting Rights held in each class of securities					No. of Shares Underlying Outstanding convertible securities (including Warrants)	Share holding % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of Total Voting Rights	Class eg: X			Class eg: Y	Total		
(I)		(III)	(III)	(IV)	(V)	(VI)	(VII) = (IV) + (V) + (VI)	(VIII) As a % of (A+B+C2)	(IX)	(X)	(XI) = (VII) + (X) As a % of (A+B+C2)	(XII)	(XIII)	(XIV)					
1	Indian Individuals / Hindu Undivided Family		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(a)	Central Government / State		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(b)	Government(s) Financial Institutions / Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0		
(c)	Any Other (Specify)		8	3805727918	0	0	3805727918	95.53	3805727918	0	95.53	0	0	0	0	0	3805727918		
(d)	(Bodies Corporate)		1	3528681463	0	0	3528681463	88.58	3528681463	0	88.58	0	0	0	0	0	3528681463		
	Tata Sons Private Limited	AAACT4060A	1				63					3							
	Tmf Holdings Limited	AACCT4644A	1	183867495	0	0	5	4.62	183867495	0	4.62	0	0	0	0	0	183867495		
	Tata Investment Corporation Limited	AAACT4120F	1	81860748	0	0	81860748	2.05	81860748	0	2.05	0	0	0	0	0	81860748		







**3. Long term credit rating, if any, obtained by the Issuer**

During the year under review, the rating agencies re-affirmed / issued ratings to the Company, as under:

Nature of securities	Rating Agency	Rating
Non-Convertible Debentures, Subordinated Non – Convertible Debentures	CRISIL, ICRA and CARE	CRISIL AAA/Stable, [ICRA]AAA/ Stable and CARE AAA; Stable
Market Linked Non-Convertible Debentures	CRISIL	CRISIL PPMLD AAA / Stable
Perpetual NCDs	CRISIL, ICRA and CARE	CRISILAA+/ Stable [ICRA]AA+/ Stable and CARE AA+; Stable
Public Non-Convertible Debentures	CRISIL, ICRA and CARE	CRISIL AAA/Stable, [ICRA]AAA/ Stable and CARE AAA; Stable
Fund based / non-fund based	CRISIL, ICRA and CARE	CRISIL AAA/Stable, [ICRA]AAA (Stable) and CARE AAA; Stable
Non-Convertible Debentures and Bank Loan	INDIA RATINGS	IND AAA/ Stable
CRPS	CRISIL	CRISIL AAA/Stable
Preference Shares	CRISIL	CRISIL AAA/Stable

**4. Any material event/ development having implications on the financials/ credit quality including any material regulatory proceedings against the Issuer/ promoter, tax litigations resulting in material liabilities, corporate restructuring event which may affect the issue or the investor's decision to invest/ continue to invest in the Commercial Papers.**

There are no material events / developments or changes at the time of the Issue other than those mentioned at Sr. No. 1.1 above of this Document, which may affect the issue or the investor's decision to invest in the Debt Securities and/ or Commercial Papers.

**(A) Litigations against the Issuer and Promoter:** Please refer to Sr. No. 1.1 above of this Document.

**(B) Details of any acquisition of or amalgamation with any entity in the preceding one year.**

- Pursuant to the Scheme of Arrangement for amalgamation of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") with Tata Capital Limited becoming effective with effect from January 01, 2024, TCFSL and TCCL has merged with TCL with effect from the said date and currently, TCL is carrying on all the business activities that were undertaken by TCFSL and TCCL, as an NBFC. TCL is registered with RBI as an NBFC – ICC.
- Scheme of Arrangement for amalgamation of Tata Motors Finance Limited with and into Tata Capital Limited**

Pursuant to Scheme of Arrangement for amalgamation of Tata Motors Finance Limited ("TMFL"), a subsidiary of TMF Holdings Limited with and into Tata Capital Limited ("TCL") becoming effective from May 8, 2025, TMFL has merged with TCL with effect from the said date and currently, TCL is carrying on all the business activities that were undertaken by TMFL, as an NBFC.

**(C) Proposed Initial Public Offering of Equity Shares of the Company**

The Board of Directors of the Company at its Meeting held on February 25, 2025, has inter alia approved the Initial Public Offering ("IPO") of the equity shares of face value of Rs.10 each ("Equity Shares") comprising of (i) a fresh issue of up to 23,00,00,000 (Twenty Three crore) Equity Shares and (ii) an offer for sale of Equity Shares by certain existing and eligible shareholders of the Company, subject to market conditions, receipt of applicable approvals, regulatory clearances and other relevant considerations. The Shareholders of the Company vide its Special Resolution passed at the Extra Ordinary General Meeting of the Company held on March 27, 2025 have approved the said fresh issue of Equity Shares of the Company.





The Company, on April 4, 2025, has filed the Pre-filed Draft Red Herring Prospectus dated April 4, 2025, under Chapter IIA of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, with the Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, in connection with the said IPO.

**5. Following details regarding the auditors of the Issuer:**

**(i) Details of the auditor of the Issuer:**

Name of the Auditor	Address	Date of Appointment
M/s. MSKA & Associates	602, Floor 6, Titanium, Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon (East), Mumbai, Maharashtra 400063	February 13, 2024  Appointed as Joint Statutory Auditor of the Company with effect from February 13, 2024, to hold office till conclusion of the 33 <sup>rd</sup> AGM of the Company.  Further, at the 33 <sup>rd</sup> AGM held on July 19, 2024, the Members have approved the appointment of M/s. MSKA & Associates as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of the 33 <sup>rd</sup> AGM till conclusion of the 35 <sup>th</sup> AGM of the Company i.e. for a period of two consecutive years viz. FY 2024-25 and FY 2025-26.
M/s. M P Chitale & Co., Chartered Accountants	1st Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai 400001	July 19, 2024  Appointed as Joint Statutory Auditor of the Company, for a period of three consecutive years viz. FY 2024-25, FY 2025-26 and FY 2026-27, from the conclusion of the 33 <sup>rd</sup> AGM till the conclusion of the 36 <sup>th</sup> AGM of the Company to be held in the year 2027.

**(ii) Details of change in auditor for preceding three financial years and current financial year (as on June 30, 2025):**

Name of the Auditor	Address	Date of Appointment	Date of cessation, if applicable	Date of Resignation, if applicable	Remarks
B S R & Co. LLP ("BSR")	5th Floor, Lodha Excelus Apollo Mills Compound N.M. Joshi Marg, Mahalaxmi Mumbai 400 011	August 29, 2017	-	November 12, 2021	BSR resigned as the Statutory Auditors in view of the ineligibility to continue as statutory auditors in terms of RBI circular dated April 27, 2021.



M/s KKC & Associates LLP (KKC) (Formerly Known as Khimji Kunverji & Co LLP)	Sunshine Tower, Level 19 Senapati Bapat Marg Elphinstone Road Mumbai-400013	November 12, 2021	July 19, 2024	-	KKC ceased to be the Joint Statutory Auditor of the Company on completion of their term, at the conclusion of the 33rd Annual General Meeting ("AGM") of the Company, held on July 19, 2024.
M/s. MSKA & Associates	602, Floor 06, Raheja Titanium Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon (E) Mumbai 400063	February 13, 2024	-	-	Pursuant to RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, M/s. MSKA & Associates, was appointed as Joint Statutory Auditor of the Company with effect from February 13, 2024, to hold office till conclusion of the 33rd AGM of the Company. Further, at the 33rd AGM held on July 19, 2024, the Members have approved the appointment of M/s. MSKA & Associates as one of the Joint Statutory Auditors of the Company to hold office from the conclusion of the 33rd AGM till conclusion of the 35th AGM of the Company i.e. for a period of two consecutive years viz. FY 2024-25 and FY 2025-26.





M/s. M P Chitale & Co., Chartered Accountants	1st Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai 400001	July 19, 2024	-	-	Pursuant to RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, M/s. M P Chitale & Co., Chartered Accountants was appointed as Joint Statutory Auditor of the Company, for a period of three consecutive years viz. FY 2024-25, FY 2025-26 and FY 2026-27, from the conclusion of the 33rd AGM till the conclusion of the 36th AGM of the Company to be held in the year 2027.
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**6. Residual maturity profile of assets and liabilities (in line with the RBI format): 30<sup>th</sup> June 2025**

(INR in crores)

	Up to 30/31 Days	>1 month	>2 month	>3 month	>6 month	>1 Years	>3 Years	> 5 Years	Total
		- 2 months	- 3 months	- 6 months	- 1 Year	- 3 Years	- 5 Years		
Loans	40,103	12,028	6,922	14,450	29,077	45,094	20,631	25,483	1,93,789
Invest	5,163	-	-	-	-	45	-	5,511	10,718
Borrowings	13,936	7,102	5,822	13,735	27,094	52,560	16,422	41,328	1,78,000
FCA								108	108
FCL	719	876	877	636	2,975	14,325	-	-	20,407

