

April 11, 2017

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai – 400 051

Dear Sir/Madam,

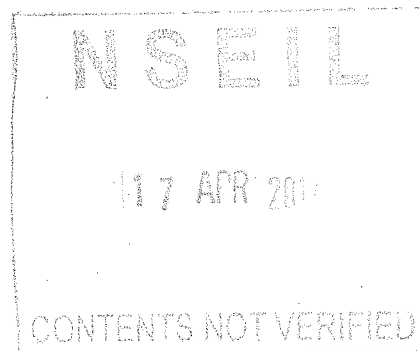
Ref : TATA CLEANTECH CAPITAL LIMITED
Sub : Compliance Certificate for the half year ended March 31, 2017 under
Regulation 7 (3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015

Please find enclosed, certificate under Regulations 7(2) and 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that all the activities in relation to both physical and electronic share transfer facility for the Non Convertible Debentures issued on a private placement basis by Tata Cleantech Capital Limited are maintained by TSR Darshaw Limited (CIN – U67120MH1985PLC037369) having its Registered Office at 6-10 Haji Moosa Patrawala Industrial Estate 20 Dr. E. Moses Road Mahalaxmi Mumbai – 400 011, the Registrar and Transfer Agent.

We request you to please take the same on record.

For Tata Cleantech Capital Limited

Sunil Raut
Company Secretary and Compliance Officer



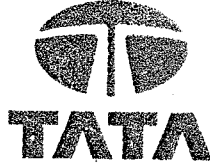
TATA CLEANTECH CAPITAL LIMITED

Corporate Identification Number U65923MH2011PLC222430

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

Tel 91 22 6606 9000 Web www.tatacapital.com

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

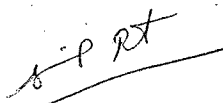



**CERTIFICATE UNDER REGULATION 7(3) OF
THE SECURITIES AND EXCHANGE BOARD OF INDIA
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS 2015**

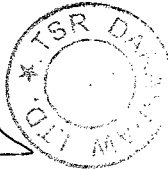
In accordance with Regulation 7(3) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, we hereby certify, that for the half year ended March 31, 2017, all the activities in relation to both, physical and electronic share transfer facility (Dematerialisation and Rematerialisation) for the Debentures issued on a private placement basis by Tata Cleantech Capital Limited are maintained by TSR Darashaw Limited (SEBI Registration No: INR000004009), the Registrar and Share Transfer Agent of the Company.

For TATA CLEANTECH CAPITAL LIMITED

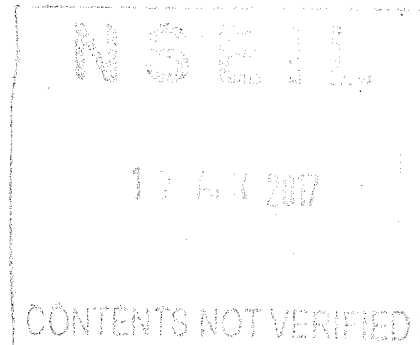
For TSR DARASHAW LIMITED


Sunil Raut
Company Secretary


Radha Shanbhag
Authorised Representative



Place: Mumbai
Date: April 11, 2017



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