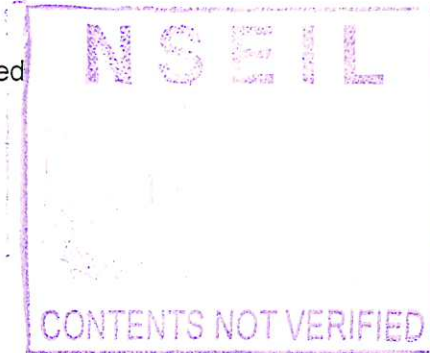




October 14, 2016

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 September 30, 2016 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 Identity 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 September 30, 2016, 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 and Compliance Officer

Radha Shanbhag
Authorised Representative

Place : Mumbai
Date : October 13, 2016

TSR DARASHAW LTD.
6/10, HAJI MOOSA PATRAWALA INDL. ESTATE
20, DR. E. MOSES ROAD,
NEAR FAMOUS STUDIO,
MAHALAXMI (W), MUMBAI-400 011

TATA CLEANTECH CAPITAL LIMITED

Corporate Identity 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