TATA CAPITAL FINANCIAL SERVICES LIMITED

Registered Office: One Forbes, Dr. V B Gandhi Marg, Fort, Mumbai 400 001
Tel No: 91 22 67459000 Fax: 91 22 66106722 website: www.tatacapital.com

CONSENT / PUT OPTION EXERCISE FORM

1. **Name & Registered Address of the Sole / First named Debenture Holder:**

2. **Name(s) of the Joint Holder(s) (if any):**

3. **Registered Folio No. (if Debentures held in physical mode):**
   DP ID & Client ID No.:
4. **No. of Debentures Held:**

5. **Debenture Option:**

6. **Debenture Holder(s) are requested to select any one of the following options [by putting (√) mark in the box provided below]:**

Consent for Revised Coupon Rate:

☐ I/We, the undersigned, holding Secured Redeemable Non-Convertible Debentures ("NCDs") aggregating Rs.1,500 crore issued by Tata Capital Limited ("TCL") to the public pursuant to the Prospectus dated January 21, 2009 and Debenture Trust Deed dated February 12, 2009, which debentures have since, *inter alia*, been transferred from TCL to Tata Capital Financial Services Limited ("TCFSL") by virtue of the Scheme of Arrangement between TCL and TCFSL as sanctioned by the Hon'ble High Court of Judicature at Bombay, do hereby give my/our consent for continuing to hold the NCDs at the revised coupon rate, for the remaining tenure of the NCDs i.e. upto March 5, 2014, as per the Supplementary Debenture Trust Deed dated July 26, 2012, as under:

Option	Interest Frequency	Revised Coupon Rate (per annum)	Effective Date for Revised Coupon Rate
II	Quarterly	9.75%	September 6, 2012

OR

Exercise of Put Option:

☐ I/We, the undersigned, holding Secured Redeemable Non-Convertible Debentures ("NCDs") aggregating Rs.1,500 crore issued by Tata Capital Limited ("TCL") to the public, pursuant to the Prospectus dated January 21, 2009 and the Debenture Trust Deed dated February 12, 2009, which debentures have since, *inter alia*, been transferred from TCL to Tata Capital Financial Services Limited ("TCFSL") by virtue of the Scheme of Arrangement between TCL and TCFSL as sanctioned by the Hon'ble High Court of Judicature at Bombay, do hereby exercise my/our Put Option with respect to the said NCDs held by me/us, as per the Supplementary Debenture Trust Deed dated July 26, 2012.

1. _____ 2. _____ 3._____

Signature of the Debenture Holder(s)

Contact No. of the Debenture Holder: Off _____ Res_____ Mobile_____

Email id of the Debenture holder: _____

Place:

Date:

Notes: 1. Please read instructions mentioned overleaf.
2. Please note that in case no option is selected by putting (√) mark by the Debenture Holder(s), then in that event, the Debentures would be redeemed.

INSTRUCTIONS

1. A Debenture Holder wishing to exercise his/her written consent for continuing with the Revised Coupon Rate or for exercise of his/her Put Option, must complete the Consent / Put Option Exercise Form ("Form") and send it to the Company's Registrar and Transfer Agent i.e. Karvy Computershare Private Limited ("Karvy") at Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081 in the enclosed self-addressed pre-paid Business Reply Envelope. Envelopes containing the Form, if sent by courier or by any other means, shall be at the expense of the Debenture Holder. The Form is also available at the Registered Office of the Company and at the office of Karvy as mentioned above and can be downloaded from the Company's website: www.tatacapital.com.

2. This Form should be duly completed and signed by the Debenture Holder (as per the specimen signature registered with RTA / Depository). In case of joint holding, this form should be signed by all the Debenture Holders.

3. In case a Debenture Holder wishes to continue to hold his/her NCDs at the Revised Coupon Rate for the remaining tenor, then the duly completed and signed Form should reach Karvy not later than the close of working hours on **September 26, 2012**. In case the Form is received after the date mentioned above or is not received by the Company or a negative response is received, the NCDs shall be redeemed within a period of 90 days from September 5, 2012 (i.e on or before December 3, 2012).The Company shall not be held responsible for non receipt of the Form.

4. The Debenture Holder will be required to exercise his/her option in respect of all the NCDs held by him, under Option II. Part redemption of NCDs by a Debenture holder is not permitted.

5. Please note that Forms which are blank/unsigned/incomplete/illegible/ no Option selected / Option selected other than by putting (√) mark, will not be accepted by the Company and the Company shall exercise the Call Option for all such NCDs and redeem them.

6. In case of NCDs held by companies, trusts, societies, etc., the Form should be signed by a person authorised in this behalf, accompanied by a certified true copy of the supporting Board Resolution / Authority letter.

7. Consent to continue at revised Coupon Rate for the residual tenor or exercise of the Put Option, sent vide letters, emails, etc. will not be considered by the Company and shall be rejected.

8. In case you require any assistance in filling the Form, you may contact Karvy at the office address mentioned in (1) above or on Tel: 040-44655000 / E-mail: einward.ris@karvy.com or the Company Secretary at the Registered Office of the Company or e-mail us at compliance.ncd@tatacapital.com.