

This is an advertisement issued pursuant to Regulation 8(1) of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, for information purposes only.



## TATA CAPITAL FINANCIAL SERVICES LIMITED

Tata Capital Financial Services Limited (TCFSL) was incorporated at Mumbai, Maharashtra on November 19, 2010, as a public limited company, under the provisions of the Companies Act, 1956 bearing CIN U67100MH2010PLC210201, under the name "Tata Capital Financial Services Limited". TCFSL also received a Certificate for Commencement of Business on December 16, 2010. TCFSL has obtained a Certificate of Registration dated November 4, 2011 bearing Registration No. B-13.02005 issued by the Reserve Bank of India ("RBI") to commence the business of a non-banking financial institution without accepting public deposits under Section 45 IA of the RBI Act, 1934. TCFSL is a Systemically Important Non-Deposit taking Non-Banking Financial Company ("NBFC"). For further details regarding changes to the Registered Office of TCFSL, please see the section "History and Main Objects" on page 75 of the Shelf Prospectus.

Corporate Identity Number of TCFSL is U67100MH2010PLC210201; Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013, Maharashtra, India.

Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Website: www.tatacapital.com; Company Secretary and Compliance Officer: Ms. Avani Doomasia; Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Email: compliance.ncd@tatacapital.com

Our Promoter is Tata Capital Limited. For further details please see the section "Our Promoter" on page 89 of the Shelf Prospectus and on page 42 of the Tranche II Prospectus.

**PUBLIC ISSUE BY TATA CAPITAL FINANCIAL SERVICES LIMITED ("COMPANY" OR THE "ISSUER") OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("SECURED NCDs") UP TO ₹ 299,790 LAKH AND UNSECURED, SUBORDINATED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("UNSECURED NCDs") UP TO ₹ 112,810 LAKH, AGGREGATING UP TO ₹ 412,600 LAKH ("TRANCHE II ISSUE"). THE BASE ISSUE SIZE OF TRANCHE II ISSUE IS ₹ 50,000 LAKH WITH AN OPTION TO RETAIN OVER SUBSCRIPTION UPTO ₹ 362,600 LAKH, AGGREGATING UPTO ₹ 412,600 LAKH ("RESIDUAL SHELF LIMIT"). THE SECURED NCDs AND UNSECURED NCDs ARE TOGETHER REFERRED TO AS THE "NCDs". THE TRANCHE II ISSUE IS BEING MADE PURSUANT TO THE TERMS AND CONDITIONS OF THIS TRANCHE II PROSPECTUS ("TRANCHE II PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED AUGUST 29, 2018 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI ("ROC"), THE STOCK EXCHANGES AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") UNDER THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE "SEBI DEBT REGULATIONS") AND THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED. THE SHELF PROSPECTUS AND THIS TRANCHE II PROSPECTUS CONSTITUTE THE PROSPECTUS ("PROSPECTUS"). THE UNSECURED, SUBORDINATED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER II CAPITAL.**

### CREDIT RATING: "CRISIL AAA / Stable" and "CARE AAA; Stable"

#### SPECIFIC TERMS FOR EACH SERIES OF NCDs

Options / Series	I	II	III	IV
Frequency of Interest Payment	Annual	Annual	Annual	Annual
Who can apply	All category of investors can subscribe to all Options of NCDs			
Minimum Application	₹ 10,000 (across all Options collectively)			
In multiples of thereafter	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)
Face Value of NCDs (₹ / NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Issue Price (₹ / NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Tenor from Deemed Date of Allotment	3 years	5 years	8 years	10 years
Coupon Rate				
Category I and Category II	8.35%	8.40%	8.55%	8.75%
Category III and Category IV	8.45%	8.50%	8.65%	8.85%
Effective Yield (Per annum)				
Category I and Category II	8.34%	8.39%	8.54%	8.74%
Category III and Category IV	8.44%	8.49%	8.64%	8.84%
Mode of Interest Payment	Through various options available			
Redemption Amount (₹ / NCD)***	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Maturity Date (From Deemed Date of Allotment)	3 years	5 years	8 years	10 years
Nature of indebtedness	Secured	Secured	Secured	Unsecured Subordinated

Note: Our Company would allot the Option I NCDs, as specified in this Tranche II Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Option of NCDs

In case of Option I NCDs, interest would be paid on an annual basis at 8.35% to Category I and Category II investors and on an annual basis at 8.45% to Category III and Category IV investors. Option I NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 3 years from the Deemed Date of Allotment.

In case of Option II NCDs, interest would be paid on an annual basis at 8.40% to Category I and Category II investors and on an annual basis at 8.50% to Category III and Category IV investors. Option II NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 5 years from the Deemed Date of Allotment.

In case of Option III NCDs, interest would be paid on an annual basis at 8.55% to Category I and Category II investors and on an annual basis at 8.65% to Category III and Category IV investors. Option III NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 8 years from the Deemed Date of Allotment.

In case of Option IV NCDs, interest would be paid on an annual basis at 8.75% to Category I and Category II investors and on an annual basis at 8.85% to Category III and Category IV investors. Option IV NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 10 years from the Deemed Date of Allotment.

If the date of payment of interest does not fall on a Working Day, then the interest payment will be made on a succeeding Working Day; however, the calculation for payment of interest will be only till the originally stipulated Interest Payment Date. The dates of the future interest payments would be as per the originally stipulated schedule. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force.

In case the Maturity Date (also being the last Interest Payment Date) does not fall on a Working Day, the payment will be made on the immediately preceding Working Day, along with coupon/interest accrued on the NCDs until, but, excluding the date of such payment.

ISSUE  
PROGRAMME\*

Tranche II Issue Opens On  
**August 13, 2019**

Tranche II Issue Closes On  
**August 23, 2019\*\***

\*For further details refer to section titled "Issue Related Information" on page 89 of the Tranche II Prospectus dated August 02, 2019. Allotment in the public issue of debt securities should be made on the basis of date of upload of each application into the electronic book of the stock exchanges. However, in the event of oversubscription, on such date, the allotments would be made to the Applicants on proportionate basis.

\*\*The Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (IST), during the period indicated above, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of TCFSL ("Board") or the Working Committee, as the case may be. In the event of such an early closure or extension of the Tranche II Issue, TCFSL shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of Tranche II Issue closure. Application Forms for the Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (IST) or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Tranche II Issue Period. On the Tranche II Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) and uploaded until 5:00 p.m. (IST) or such extended time as may be permitted by the Stock Exchanges.

Information required under Section 30 of Companies Act, 2013: Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of our Company, see "HISTORY AND MAIN OBJECTS" on page 75 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of the Company is a document for inspection in relation to the Tranche II Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 146 of the Tranche II Prospectus.

Liability of Members: Limited by Shares

Amount of share capital of the Company as at the date of the Prospectus is: The Authorised Share Capital of our Company is ₹ 55,000,000,000 divided into 2,500,000,000 Equity Shares of face value ₹ 10 each and 3,000,000,000 Preference Shares of face value ₹ 10 each. The issued, subscribed and paid up share capital of our Company is ₹ 32,645,616,580 divided into 1,375,561,658 equity shares of ₹ 10 each and 1,889,000,000 preference shares of ₹ 10 each. For further details, see the section titled "Capital Structure" and page 27 of Tranche II Prospectus.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed for by them at the time of signing of the Memorandum of Association: Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of the Company: Tata Capital Limited - 49,994 shares, Mr. Praveen P. Kadle - 1 share, Mr. Shailesh H. Rajadhyaksha - 1 share, Mr. Govind Sankaranarayanan - 1 share, Mr. Kiran Joshi - 1 share, Ms. Avani K. Doomasia - 1 share and Mr. Rakesh Bhatia - 1 share, allotted at the time of incorporation of the Company aggregating 50,000 Equity Shares of face value ₹ 10 each.

LISTING: The NCDs offered through the Tranche II Prospectus are proposed to be listed on BSE Limited ("BSE") and national Stock Exchange of India Limited ("NSE"). For the purposes of the Tranche II Issue, BSE shall be the Designated Stock Exchange. TCFSL has received 'In - Principle' approval from BSE vide its letter no. DCS/BM/PI-BOND/8/18-19 dated August 27, 2018 and from NSE vide their letter no. NSE/LIST/58508 dated August 27, 2018 and extended vide letter no. NSE/LIST/81132 dated May 14, 2019.

For further details please refer Shelf Prospectus dated August 29, 2018 and Tranche II Prospectus dated August 02, 2019.

ASBA#

Simple, Safe, Smart way of Application

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For future details, check section on ASBA.

Mandatory in public issues from October 01, 2018. No cheque will be accepted.

**DISCLAIMER:** Tata Capital Financial Services Limited, subject to market conditions and other considerations is proposing a public issue of secured and unsecured rated, listed and redeemable non-convertible debentures ("NCDs") and has filed the Shelf Prospectus dated August 29, 2018 and the Tranche II Prospectus dated August 02, 2019 (collectively, the "Prospectus") with the Registrar of Companies, Maharashtra at Mumbai, BSE Limited, National Stock Exchange of India Limited and SEBI. The Prospectus is available on our website at www.tatacapital.com, on the website of the stock exchanges at www.nseindia.com and www.bseindia.com, on the website of the SEBI at www.sebi.gov.in and the respective websites of the lead managers at www.edelweissfn.com, www.akgroup.co.in and www.axisbank.com. Investors proposing to participate in the public issue of the NCDs, should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to Prospectus, including the section on "Risk Factors" beginning on page 11 of the Shelf Prospectus and on page 23 of the Tranche II Prospectus.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE should not in anyway be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE.

**DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in anyway be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the Disclaimer Clause of the NSE.

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of NSE.

**DISCLAIMER CLAUSE OF CRISIL:** A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL website, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.

**DISCLAIMER CLAUSE OF CARE:** CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments. In case of partnerships/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

**DISCLAIMER CLAUSE OF THE RBI:** The Company is having a valid certificate of registration dated November 4, 2011 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI 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 repayment of deposits/discharge of liability by the company. It is distinctly understood that the Tranche II Prospectus should not in any way be deemed or construed to be approved or vetted by RBI.

**CREDIT RATING:** The NCDs proposed to be issued under the Tranche II Issue have been rated "CRISIL AAA / Stable" for an amount of up to ₹ 7,50,000 lakh by CRISIL Limited vide its letter dated August 15, 2018, revaluated vide its letter dated August 27, 2018 and further revaluated by letter dated July 25, 2019 and have been rated "CARE AAA; Stable" for an amount up to ₹ 7,50,000 lakh by CARE Ratings Limited vide its letter dated August 14, 2018, revaluated vide its letter dated August 27, 2018, and further revaluated by letter dated July 26, 2019. The rating provided by CRISIL Limited and CARE Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agencies and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A and B of the Shelf Prospectus and Tranche II Prospectus for rating letters and rationale for the above ratings.

**AVAILABILITY OF APPLICATION FORM:** Application Forms can be obtained from: Tata Capital Financial Services Limited, Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Lead Managers to the Issue: Edelweiss Financial Services Limited, Tel: (+91 22) 4086 3535, Fax: (+91 22) 4086 3610, A. K. Capital Services Limited, Tel: (+91 22) 6754 6500, Fax: (+91 22) 6610 0594 and Axis Bank Limited, Tel: (+91 22) 6604 3293, Fax: (+91 22) 2425 3800 and offices of Consortium Members, Sub-Consortium Members, Trading Members and Designated Branches of the SCBSs. Application Forms may be downloaded from the websites of the Company, NSE, BSE and Members of the Consortium.

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Physical copy of the Prospectus may be obtained from the Registered Office of the Company and the Lead Managers. Full copy of the Prospectus will be available on the website of the Issuer at www.tatacapital.com, of the Lead Managers at www.edelweissfn.com, www.akgroup.co.in and www.axisbank.com, of the Debenture Trustee at www.vistraitcl.com, of NSE at www.nseindia.com, of BSE at www.bseindia.com and of SEBI at www.sebi.gov.in.

**PUBLIC ISSUE ACCOUNT BANK AND REFUND BANK:** HDFC Bank Limited.

#### LEAD MANAGERS TO THE ISSUE

Edelweiss	A.K.	AXIS BANK	KARVY FINTECH	VISTRA ITCL
<b>Edelweiss Financial Services Limited</b> Edelweiss House, Off CST Road, Kalina, Mumbai - 400 098 Tel: (+91 22) 4086 3535 Fax: (+91 22) 4086 3610 Email: tcfslncd@edelweissfn.com Investor Grievance Email: customerservice.mb@edelweissfn.com Website: www.edelweissfn.com Contact Person: Mr. Lokesh Singhi SEBI Registration No.: INM0000010650	<b>A. K. Capital Services Limited</b> 30-38, Free Press House, 3rd Floor, Free Press Journal Marg 215 Nariman Point, Mumbai 400 021 Tel: (+91 22) 6754 6500 Fax: (+91 22) 6610 0594 Email: Tcfslncd2018@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Mr. Malay Shah /Mr. Krish Sanghvi SEBI Registration No.: INM000010411	<b>Axis Bank Limited</b> 'Axis House', C-2, Wadia International Centre Pandurang Budhkar Marg, Worli, Mumbai - 400 025 Tel: (+91 22) 6604 3293 Fax: (+91 22) 2425 3800 Email: tcfslncd2018@axisbank.com Investor Grievance Email: investor.grievance@axisbank.com Website: www.axisbank.com Contact Person: Mr. Vikas Shinde SEBI Registration No.: INM000006104	<b>Karvy Fintech Private Limited (formerly known as KCL Advisory Services Private Limited)</b> Karvy Selenium Tower-8, Plot 31&32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032 Tel: (+91 40) 6716 2222 Fax: (+91 40) 2343 1551 Email: tcfslncdipo@karvy.com Investor Grievance Email: einward.ris@karvy.com Website: www.karvyfintech.com Contact Person: Mr. M Murali Krishna SEBI Registration No.: INR000000221	<b>Vistra ITCL (India) Limited</b> The IL&FS Finance Centre, Plot C-22, G Block, Bandra Kurla Complex (Bandra East), Mumbai 400 051 Tel: (+91 22) 2659 3333 Fax: (+91 22) 2653 3297 Email: itclcomplianceofficer@vistra.com Investor Grievance Email: investorgrievancesitcl@vistra.com Website: vistraitcl.com Contact Person: Mr. Jatin Chonani SEBI Registration No.: IND000000578

Company Secretary and Compliance Officer: Ms. Avani Doomasia; Tel: (+91 22) 6606 9000; Fax: (+91 22) 6656 2699; Email: compliance.ncd@tatacapital.com

\*\*\*Vistra ITCL (India) Limited under Regulation 4(4) of the SEBI Debt Regulations has by its letter dated July 12, 2018, given its consent for its appointment as Debenture Trustee to the Issue.

For further details please refer to the Tranche II Prospectus dated August 02, 2019. Allotment shall be made in consultation with the Stock Exchanges. \*The Tranche II Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (IST), during the period indicated above, except that the Tranche II Issue may close on such earlier date or extended date as may be decided by the Board of Directors of TCFSL ("Board") or the Working Committee, as the case may be. In the event of such an early closure or extension of the Tranche II Issue, TCFSL shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or initial date of Tranche II Issue closure. Application Forms for the Tranche II Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (IST) or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) and uploaded until 5:00 p.m. (IST) or such extended time as may be permitted by the Stock Exchanges.

**Disclaimer:** Tata Capital Financial Services Limited, subject to market conditions and other considerations, is proposing a public issue of Secured Redeemable Non-Convertible Debentures and Unsecured Subordinated Redeemable Non-Convertible Debentures eligible for inclusion as Tier II capital ("NCDs") and has filed the Shelf Prospectus dated August 29, 2018 and Tranche II Prospectus dated August 02, 2019 with the Registrar of Companies, Maharashtra, Mumbai, BSE Limited, National Stock Exchange of India Limited and SEBI. The Shelf Prospectus dated August 29, 2018 and Tranche II Prospectus dated August 02, 2019 are available on our website at www.tatacapital.com, on the website of the stock exchanges at www.nseindia.com and www.bseindia.com and the respective websites of the Lead Managers at www.edelweissfn.com, www.akgroup.co.in and www.axisbank.com. Investors proposing to participate in the Issue should invest only on the basis of information contained in the Shelf Prospectus dated August 29, 2018 and Tranche II Prospectus dated August 02, 2019. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Shelf Prospectus dated August 29, 2018, including the section "Risk Factors" beginning on page 11 of the said Shelf Prospectus and the section "Material Developments" beginning on page 23 of the Tranche II Prospectus dated August 02, 2019.

Place: Mumbai  
Date: August 9, 2019

For Tata Capital Financial Services Limited  
Sd/-  
Managing Director