

**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	: INE976H14PW1
Proposed Date of Issue	: April 8, 2025
Amount (Rs.)	: 5,00,00,00,000
Tenor and Date of Maturity	: Tenor 324 Days February 26, 2026 Record Date : February 25, 2026
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	: FIMMDA Conventions
Credit Rating Details for the Proposed Issue	Credit Rating 1 Credit Rating 2 (obtained if any)
Credit Rating Issuer	: CRISIL ICRA
Rating	: A1+ A1+
Date of Rating	: March 26, 2025 April 01, 2025
Validity of Issuance	: May 24, 2025 June 30, 2025
Validity period for rating	: May 24, 2026 June 30, 2026
For Amount (Rs.)	: Rs. 20,000 crores
Conditions (If Any)	: ---
Long term credit rating obtained by the Issuer	: Refer Sr.No. 3 of Annexure C
Unaccepted Credit Rating assigned to the Issuer	: NA
Issuing and Paying Agent Details (Name and address)	: 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)	: NA
Credit Enhancement Details (If any)	: NA
Description of Instrument	: Commercial Paper
Amount (Rs. In Lacs)	: Rs. 50,000 Lacs
Issued by	: TATA CAPITAL LIMITED
In favor of	: INVESTORS IN COMMERCIAL PAPER
Name and Address of the Guarantor	: NA
Net worth of the Guarantor (Rs. In Lacs)	: NA
Extent of The Guarantee Offered by the Guarantor for the Issue	: NA
Conditions under which the guarantee will be invoked	: NA
Trustee Details (Name and Address)	: NA
Whether guarantor is a group entity	: NA
If yes, Names of Companies to which Guarantor has issued similar guarantees,	: NA

Name	Extent of Guarantee	Conditions under which the guarantee will be invoked
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1
2

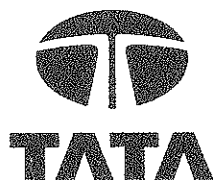
TATA CAPITAL LIMITED

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

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 : February 06, 2025
1. Limit approved by Board	: Rs. 2,00,000 crores
2. Limit as per CRA	: Rs. 20,000 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 31/12/2024 (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	21,655.67	19,452.42	3,560.12	3,516.17
❖NET WORTH	21,467.73	19,777.85	10,110.53	7,017.10
❖INVESTMENT IN SUBSIDIARIES / AFFILIATES	4,102.34	4,070.55	10,995.37	9,338.63
❖TOTAL DEBT OUTSTANDING	1,11,357.22	1,00,914.31		
- SHORT TERM (< 1 YEAR)	40,092.13	35,901.95	1,231.96	47.57
- OTHER DEBT	71,265.09	65,012.36	3,161.68	4,042.72
❖GROSS INCOME	12,694.15	13,309.11	1,353.13	511.89
❖OPERATING PROFIT (PBITD)	9,080.28	10,097.97	1,201.73	399.76
❖GROSS PROFIT (PBTID)	2,883.90	3,452.30	896.89	110.06
❖NET PROFIT (POST TAX)	2,074.84	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 : April 7, 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

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)	IPA	CRA	Rating	Rated Amount (Rs. in Cr.)
INE976140B8	6-Jun-24	2,00,00,00,000	30-Apr-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976140H5	12-Jul-24	50,00,00,000	11-Jul-25	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976140N3	26-Aug-24	4,50,00,00,000	25-Aug-25	4,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976140U8	17-Sep-24	60,00,00,000	16-Sep-25	60,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE976140Z7	11-Oct-24	2,00,00,00,000	10-Oct-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PB5	7-Nov-24	1,00,00,00,000	7-Nov-25	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PB5	7-Nov-24	1,30,00,00,000	7-Nov-25	1,30,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PK6	13-Jan-25	2,00,00,00,000	13-Jan-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PK6	13-Jan-25	2,00,00,00,000	13-Jan-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PL4	15-Jan-25	2,50,00,00,000	15-Jan-26	2,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PL4	15-Jan-25	1,00,00,00,000	15-Jan-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PM2	17-Jan-25	5,00,00,00,000	17-Apr-25	5,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PN0	5-Feb-25	1,00,00,00,000	5-Feb-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PN0	5-Feb-25	1,00,00,00,000	5-Feb-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PO8	6-Feb-25	2,00,00,00,000	6-Feb-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PP5	6-Feb-25	2,00,00,00,000	8-May-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PQ3	7-Feb-25	1,00,00,00,000	9-May-25	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PQ3	7-Feb-25	1,00,00,00,000	9-May-25	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PR1	25-Feb-25	1,50,00,00,000	27-May-25	1,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PR1	25-Feb-25	75,00,00,000	27-May-25	75,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PS9	27-Feb-25	2,00,00,00,000	28-May-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PS9	27-Feb-25	2,00,00,00,000	28-May-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PT7	27-Feb-25	2,00,00,00,000	26-May-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PR1	27-Feb-25	2,00,00,00,000	27-May-25	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PU5	11-Mar-25	1,50,00,00,000	11-Mar-26	1,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PU5	11-Mar-25	3,50,00,00,000	11-Mar-26	3,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PV3	13-Mar-25	2,00,00,00,000	13-Mar-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PV3	13-Mar-25	50,00,00,000	13-Mar-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PV3	13-Mar-25	50,00,00,000	13-Mar-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PV3	13-Mar-25	1,50,00,00,000	13-Mar-26	1,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PV3	13-Mar-25	1,00,00,00,000	13-Mar-26	1,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PW1	26-Mar-25	2,00,00,00,000	26-Feb-26	2,00,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PX9	27-Mar-25	3,50,00,00,000	20-Jun-25	3,50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
INE97614PW1	28-Mar-25	50,00,00,000	26-Feb-26	50,00,00,000	HDFC Bank	CRISIL & ICRA	A1+	20,000
Total		59,15,00,00,000		59,15,00,00,000				

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
INE306N07LV6	29-Apr-20	40,00,00,000	29-Apr-25	40,00,00,000
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
INE306N07MR2	10-May-22	2,00,00,00,000	9-May-25	2,00,00,00,000
INE306N07MS0	1-Jun-22	2,50,00,00,000	1-Jun-32	2,50,00,00,000
INE306N07MV4	30-Jun-22	2,50,00,00,000	25-Jul-25	2,50,00,00,000
INE306N07MW2	26-Jul-22	1,50,00,00,000	10-Sep-25	1,50,00,00,000
INE306N07MX0	26-Jul-22	4,75,00,00,000	26-Jul-27	4,75,00,00,000
INE306N07MV4	3-Aug-22	3,25,00,00,000	25-Jul-25	3,25,00,00,000
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
INE306N07MV4	23-Aug-22	2,25,00,00,000	25-Jul-25	2,25,00,00,000
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
INE306N07MW2	4-Nov-22	1,11,00,00,000	10-Sep-25	1,11,00,00,000
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
INE306N07NJ9	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
INE306N07MR2	4-May-23	2,40,00,00,000	9-May-25	2,40,00,00,000
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
INE857Q07356	21-Jun-22	50,00,00,000	20-Jun-25	50,00,00,000
INE306N07NN9	8-Feb-24	2,42,10,00,000	8-Feb-34	2,42,10,00,000
INE976I07C51	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
		3,57,18,30,00,000		3,07,68,30,00,000

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
		14,00,00,00,000		14,00,00,00,000

Market Linked NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N07NB4	19-Sep-22	43,00,00,000	19-Aug-25	43,00,00,000
INE857Q07380	30-Nov-22	50,00,00,000	30-May-25	50,00,00,000
INE857Q07380	14-Dec-22	1,61,00,00,000	30-May-25	1,61,00,00,000
INE857Q07398	26-Dec-22	50,00,00,000	28-Jul-25	50,00,00,000
INE976I07CU7	23-Apr-24	7,50,00,00,000	23-Apr-26	7,50,00,00,000
		10,54,00,00,000		10,54,00,00,000

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
INE976I08342	4-Aug-20	2,05,00,00,000	4-Aug-25	2,05,00,00,000
INE976I08342	21-Aug-23	2,95,00,00,000	4-Aug-25	2,95,00,00,000
		15,90,00,00,000		15,90,00,00,000



Sub-Debt NCD

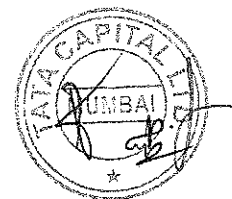
ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N08078	22-Jul-15	90,00,00,000	22-Jul-25	90,00,00,000
INE306N08151	30-Mar-16	2,00,00,00,000	30-Mar-26	2,00,00,00,000
INE306N08193	11-Aug-16	2,00,00,00,000	11-Aug-26	2,00,00,00,000
INE306N08201	26-Oct-16	15,00,00,000	26-Oct-26	15,00,00,000
INE306N08300	28-Dec-18	2,00,00,00,000	28-Dec-28	2,00,00,00,000
INE306N08326	16-Apr-19	20,00,00,000	16-Apr-29	20,00,00,000
INE306N08326	13-Jun-19	65,00,00,000	16-Apr-29	65,00,00,000
INE306N08326	26-Jun-19	1,00,00,00,000	16-Apr-29	1,00,00,00,000
INE306N08326	29-Jul-19	29,50,00,000	16-Apr-29	29,50,00,000
INE306N08359	13-Nov-19	1,00,00,00,000	13-Nov-29	1,00,00,00,000
INE306N08359	3-Jan-20	70,00,00,000	13-Nov-29	70,00,00,000
INE306N08383	17-Sep-20	75,00,00,000	17-Sep-30	75,00,00,000
INE306N08383	13-Oct-20	1,25,00,00,000	17-Sep-30	1,25,00,00,000
INE306N08383	23-Mar-21	1,00,00,00,000	17-Sep-30	1,00,00,00,000
INE306N08433	28-Jun-21	1,50,00,00,000	27-Jun-31	1,50,00,00,000
INE306N08441	24-Nov-21	5,00,00,00,000	24-Nov-31	5,00,00,00,000
INE306N08516	27-Jul-23	5,00,00,00,000	27-Jul-33	5,00,00,00,000
INE306N08516	16-Nov-23	5,00,00,00,000	27-Jul-33	5,00,00,00,000
INE857Q08016	10-May-19	50,00,00,000	10-May-29	50,00,00,000
INE857Q08016	29-May-19	50,00,00,000	10-May-29	50,00,00,000
INE857Q08016	27-Jun-19	50,00,00,000	10-May-29	50,00,00,000
INE857Q08024	13-Nov-19	50,00,00,000	13-Nov-29	50,00,00,000
INE857Q08024	3-Feb-20	1,00,00,00,000	13-Nov-29	1,00,00,00,000
INE857Q08024	24-Feb-20	50,00,00,000	13-Nov-29	50,00,00,000
INE857Q08032	28-Jul-20	50,00,00,000	26-Jul-30	50,00,00,000
INE857Q08032	14-Oct-20	50,00,00,000	26-Jul-30	50,00,00,000
INE857Q08032	17-Dec-20	50,00,00,000	26-Jul-30	50,00,00,000
INE306N08516	22-Feb-24	2,40,00,00,000	27-Jul-33	2,40,00,00,000
INE306N08516	21-Mar-24	2,60,00,00,000	27-Jul-33	2,60,00,00,000
INE976I08417	13-Sep-24	2,50,00,00,000	13-Sep-34	2,50,00,00,000
INE976I08417	23-Jan-25	6,65,00,00,000	13-Sep-34	6,65,00,00,000
INE976I08417	27-Mar-25	2,50,00,00,000	13-Sep-34	2,50,00,00,000
		52,04,50,00,000		52,04,50,00,000

Perpetual NCD

ISIN	Issue Date	Amount Issued (Rs.)	Maturity Date	Amount O/S (Rs.)
INE306N08060	16-Jul-15	1,00,00,00,000	16-Jul-25	1,00,00,00,000
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
		10,93,00,00,000		10,93,00,00,000

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
INE306N07LMS	26-Aug-19	6,00,39,35,000	26-Aug-27	6,00,39,35,000
Total		6,92,87,49,000		6,92,87,49,000



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		5,48,74,51,000		5,48,74,51,000

Bank Fund based facilities from banks as on 31 March 2025

Annexure B
(Rs in Crores)

Name of the Bank	Nature of facility	Sanctioned Amount	O/s Amount	Asset classification
Indian Bank (eAllahabad Bank)	Working Capital	350	350	Standard
Axis Bank Ltd.	Working Capital	325	-	Standard
Bank of Baroda	Working Capital	1,050	1,050	Standard
Bank of India	Working Capital	350	350	Standard
Central Bank of India	Working Capital	300	295	Standard
Citibank N.A.	Working Capital	20	-	Standard
HDFC Bank	Working Capital	830	600	Standard
HSBC	Working Capital	170	-	Standard
ICICI Bank Limited	Working Capital	200	-	Standard
IDBI Bank Ltd.	Working Capital	15	-	Standard
Punjab National Bank	Working Capital	500	500	Standard
State Bank of India	Working Capital	2,200	-	Standard
Union Bank Of India	Working Capital	600	600	Standard
United Overseas Bank Limited	Working Capital	50	-	Standard
DBS Bank Limited	Working Capital	100	-	Standard
UCO Bank	Working Capital	300	300	Standard
KARNATAKA BANK LIMITED	Working Capital	50	50	Standard
Mizuho Bank Limited	Working Capital	323	-	Standard
Industrial and Commercial Bank	Working Capital	80	80	Standard
Societe Generale	Working Capital	250	-	Standard
Indian Bank (eAllahabad Bank)	Term Loan	1,940	1,940	Standard
Bank of Baroda	Term Loan	1,208	1,208	Standard
Bank of India	Term Loan	2,250	2,250	Standard
Canara Bank	Term Loan	5,721	5,721	Standard
Citibank N.A.	Term Loan	275	275	Standard
Deutsche Bank	Term Loan	1,000	350	Standard
HDFC Bank	Term Loan	7,560	7,560	Standard
HSBC	Term Loan	47	47	Standard
ICICI Bank Limited	Term Loan	5,038	1,388	Standard
Punjab National Bank	Term Loan	2,958	2,458	Standard
State Bank of India	Term Loan	8,291	8,291	Standard
Union Bank Of India	Term Loan	3,854	3,854	Standard
Jammu & Kashmir Bank Ltd.	Term Loan	325	325	Standard
Yes Bank Ltd.	Term Loan	121	121	Standard
Bank Of America N.A.	Term Loan	500	-	Standard
UCO Bank	Term Loan	31	31	Standard
KARNATAKA BANK LIMITED	Term Loan	250	250	Standard
Small Industries Development	Term Loan	5,810	2,496	Standard
Kookmin Bank	Term Loan	70	70	Standard
THE SOUTH INDIAN BANK LIMITED	Term Loan	38	38	Standard
India Infrastructure Finance Company	Term Loan	1,000	1,000	Standard
EXPORT IMPORT BANK OF INDIA	Term Loan	800	800	Standard
BANK OF BAHRAIN & KUWAIT B.S.C.	Term Loan	13	13	Standard
NABARD GCF LOAN	Term Loan	518	518	Standard
National Bank for Financing	Term Loan	3,500	3,500	Standard
Emirates NBD Bank (P.J.S.C.) India Branch	Term Loan	29	29	Standard
INDIAN OVERSEAS BANK	Term Loan	250	250	Standard
ECB	ECB	16,803	15,514	Standard
MTN	MTN	3,459	3,459	Standard
Total		81,722	67,932	



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

Please refer to Section 15 (*Outstanding Litigations and Other Confirmations*) of the General Information Document

1.1 Litigation details

Details of any inquiry, inspections or investigations initiated or conducted under the securities law or Companies Act or any previous company law in the three financial years immediately preceding the year of circulation of this General Information Document in the case of Company and all of its subsidiaries. Also, if there were any prosecutions filed (whether pending or not), fines imposed, or offences compounded in the three financial years immediately preceding the year of this General Information Document and if so, section-wise details thereof for the company and all of its subsidiaries:

National Stock Exchange vide its letter dated March 15, 2024 had levied a fine on the Company for an inadvertent miss to report the details of one ISIN pertaining to Non-Convertible Debentures in the Statement of Utilisation of Issue Proceeds ("Statement") submitted to the Stock Exchanges along with the Financial Results for Q3FY24 on February 13, 2024 pursuant to Regulation 57 / 57A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company paid the fine under protest and filed a waiver application with NSE. Based on the Company's waiver application, NSE vide its letter dated May 21, 2024 has waived the fine.

In addition to the Litigation details mentioned in section 15 of the General Information Documents below mentioned are the changes in the details.

(a) Material civil litigations by the Issuer

- (i) TCL has granted various facilities to Coastal Projects Limited. The State Bank of India has filed an application under Section 7 of the IBC Code before the National Company Law Tribunal, Kolkata bench for initiation of corporate insolvency proceedings against Coastal Projects Limited. In furtherance of such application, corporate insolvency resolution process was initiated pursuant to an order passed by the National Company Law Tribunal, Kolkata bench dated January 05, 2018, TCL being a financial creditor has filed its claim for an amount of `13086.60 lakhs as on January 05, 2018. The corporate insolvency proceedings in this regard are currently pending. TCFSL had filed its claim and the said claim was admitted by the Resolution Professional. Subsequently, National Company Law Tribunal, Kolkata Bench passed an order dated December 06, 2018 for liquidation of Coastal Projects Limited. TCFSL has filed its claim of Rs. 14675.77 lakhs- before the Liquidator and the said claim has been admitted. The Liquidator in process of selling assets of Coastal Projects Ltd. under the provisions of IBC TCL has initiated arbitration proceedings against the personal guarantors namely Mr. Surendra Sabbineni and Mrs. Shantisree Sabbineni for recovery of dues before Ld. Arbitrator Mr. Gautam Mehta which is pending as on date. TCFSL has settled with the Guarantor Mrs. Shantisree Sabbineni for Rs. 500 lakhs towards release of Guarantee and closure of arbitration proceedings. The Arbitration proceedings against the other Guarantor - Mr. Surendra Sabbineni is being continued. SBI has filed application under Sec 95 of IBC against the Guarantor - Mr. Surendra Sabbineni and therefore the arbitration proceedings has been put on hold on account of interim moratorium imposed under provisions of IBC. The Liquidation process was successfully concluded by e-auction sale of Coastal Projects Ltd. at the highest bid amount of Rs.221 crores on June 29, 2024. The Liquidator issued Letter of Intent to the Successful bidder pursuant to the e-auction for payment of bid amount. TCL's share in the sale proceeds are 1.94% of the total amount recovered by e-auction.
- (ii) TCL had sanctioned a term loan amount of Rs.10000 lakhs to Deccan Chronicle Holding Limited ("Deccan") in 2011. Deccan defaulted in the payment of the loan and TCFSL initiated arbitration proceedings against Deccan. Under Section 9 of the Arbitration Act, Court Receiver High Court of Bombay took physical possession of the mortgaged property at Mathuradas Mill Compound, Mumbai. The arbitrator passed an interim award dated April 16, 2014 in favour of TCFSL for Rs. 10000 lakhs and a final award dated



October 01, 2016 for the interest component. Deccan had challenged the Interim Award but did not succeed. Thereafter, Deccan has also challenged the final award for interest payment. TCFSL has also filed a suit in the Bombay High Court for enforcement of mortgaged property by sale which is pending. TCFSL has also initiated SARFAESI proceedings against the mortgaged property and applied to the Court for handing over possession by Court Receiver to authorized officer of TCFSL which is pending. Canara Bank has initiated proceedings against Deccan under Section 7 of the IBC Code before the National Company Law Tribunal, Hyderabad bench. TCFSL being a financial creditor has filed its claim of Rs. 18200 lakhs before the insolvency resolution professional. The corporate insolvency proceedings are pending. The COC has approved Resolution Plan and NCLT has passed order for implementation of the Plan however the matter was challenged before NCLAT and Supreme Court and matter reverted back to NCLT. NCLT then passed order dated 23.1.2024 to implement the Resolution Plan in 30 days. Resolution Applicant and Octopus Production (Financial Creditor) has filed further appeal before NCLAT challenging the Order dated 23.1.2024 on the limited ground that Enforcement Directorate attachment should be vacated without which Resolution Plan cannot be implemented. Property mortgaged to TCFSL is not part of the attachment order of ED. One of the lenders has initiated insolvency proceedings against the personal guarantor, Mr.T.V. Reddy who failed to provide any repayment plan and hence the creditors/ lenders have decided to initiate the bankruptcy proceedings.

- (iii) TCL had advanced a loan amounting to `5000 lakh to Gupta Corporation Private Limited ("**Borrower**") for capex. The Borrower subsequently defaulted in the repayment of the sanctioned loan amount and arbitration was initiated by TCFSL against the Borrower. The Borrower filed an application under Section 7 of the IBC Code before the National Company Law Tribunal, Mumbai bench for initiation of corporate insolvency proceedings and the said application was admitted. TCFSL being a financial creditor had filed its claim and the said claim was admitted by the Resolution Professional. Subsequently, National Company Law Tribunal, Mumbai Bench passed an order dated December 01, 2018 for liquidation of the Borrower. We have filed our claim of Rs. 8151.98 lakhs /- with the Liquidator. National Company Law Tribunal, Mumbai Bench has also passed order for liquidation of the mortgagor company namely Gupta Infrastructure (India) Pvt. Ltd. (GIPL) and we have filed our claim before the Liquidator. TCFSL did not relinquish the exclusive mortgaged security to the liquidation estate in the liquidation process of GIPL. GIPL has been successfully sold to successful bidder by the Liquidator under the liquidation process. TCFSL re-initiated Arbitration proceedings against personal guarantors namely Mr. Padmesh Gupta and Mrs. Anuradha Gupta and the said proceeding is pending as on date. Pursuant to filing of application under section 95 of IBC by State Bank of India against the Guarantors viz. Mr. Padmesh Gupta and Mrs. Anuradha Gupta, the arbitration proceeding s initiated by TCFSL is presently under interim moratorium. TCFSL took symbolic possession of the mortgaged property owned by GIPL under the provisions of SARFAESI Act, 2002 and sale notice was published for e-auction of the mortgaged property under the provisions of SARFAESI Act, 2002. However, the auction failed for want of bids. TCFSL since received proposal for part settlement from GIPL for the mortgaged property, TCFSL has part settled for Rs.1000 lakhs from GIPL post which the mortgaged property has been released to GIPL as per terms of settlement proposal. The proceeding for insolvency against Mrs. Anuradha Gupta has been admitted vide NCLT order dated April 17, 2024 and TCL is in process of submission of claim before interim resolution professional.
- (iv) On March 29, 2010, Tulip Telecom Limited ("Tulip") issued 1,500 secured, redeemable and non-convertible debentures of face value of Rs. 10 Lakh each to ICICI Bank Limited. On June 25, 2010, Tata Capital Limited purchased 400 of the aforesaid NCDs amounting to Rs. 4000.00 lakhs from ICICI Bank Limited. On October 3, 2011, Tata Capital Limited directly subscribed to a fresh issue of 1,500 redeemable NCDs having face value of Rs. 10,00,000 amounting to 15000.00 lakhs issued by Tulip. Subsequently, due to non-repayment of redemption amounts by Tulip amounting to USD 97,001,000 (including non-repayment to TCFSL as well), Deutsche Bank initiated winding up proceedings against Tulip before the High Court of Delhi. The petition was admitted and allowed vide order dated February 12, 2015 and a provisional liquidator was appointed. The Liquidator has taken possession of the company's assets and is in process of valuation of the assets. The Liquidator has not yet invited claims. Edelweiss Asset Reconstruction Ltd. has sold a mortgaged property charged



to Consortium through auction under SARFAESI Act wherein TCL has second pari-passu charge. The lenders have approached liquidator for handover of the secured assets of the company to proceed for sale of the assets under SARFAESI Act for expedited resolution.

- (v) TCFSL had advanced a loan amounting to Rs. 4000.00 lakhs to Simtel Trading Corporation Private Limited for the purpose of purchase of mobile phones and accessories from Lenoovo India Private Limited. Simtel defaulted in repayments and hence TCFSL has initiated arbitration proceedings claiming Rs. 3560 lakhs and has also obtained interim reliefs under section 9 of the Arbitration Act before Madras High Court restraining Simtel and other respondents from alienating the property. Thereafter Arbitration Award has been passed. TCFSL has also issued demand notice under section 13(2) of SARFAESI and has taken physical possession of the mortgaged properties. The properties were put up for auction, but no bids were received. Thereafter these mortgaged properties have been sold under private treaty. Application under section 7 of the Insolvency and Bankruptcy Code, 2016 for initiation of the corporate insolvency resolution process has been filed before Kochi NCLT against Simtel Trading and the liquidation order has been passed. TCL has filed the Claim form and claim is admitted. Claim u/s 95 of the Insolvency and Bankruptcy Code, 2016 has been filed against all guarantors and the admission orders for 3 of the guarantors, namely Bobby Varghese, Joby Varghese and Rajesh Madhusoodan have been passed by NCLT Kochi, while admission orders for the remaining 3 guarantors is pending.
- (vi) TCFSL had advanced a total loan of Rs.3950.00 lakhs to Balaji Digital Solutions Pvt. Ltd. Upon default, recovery action under SARFAESI has been initiated and secured asset was possessed through order of District Magistrate. Petition has been filed under Section 9 of the Arbitration Act before the Hon'ble High Court of Bombay and interim relief of injunction has been allowed. Judgement before Decree Order was obtained for deposit of dues. Thereafter, Borrower had filed his own CIRP under IBC and it got admitted, IRP was appointed. IRP was replaced by majority of the lenders and accordingly new IRP requested for handover of mortgaged property of Borrower under CIRP hence possession was handed over to RP. CoC with 100% share resolved for Liquidation of Borrower. NCLT allowed Liquidation, auction notice has been issued for sale of secured assets and one of unsuccessful Resolution Applicant has filed its objection alleging that value of the mortgaged property is much higher, application of unsuccessful Resolution Applicant has been set aside. Liquidator has auctioned the secured asset and share of TCFSL has been paid by Liquidator, RBL Bank and Standard Chartered Bank have filed their objection to the quantum of share of TCFSL, matter is pending for hearing before NCLT.
- (vii) TCFSL had advanced a facility to Talwalkar's Healthclubs Limited (formerly known as Talwalkar's Better Value Fitness Limited) granting Gym equipment on lease, of Rs.5250.00 lakhs. Since the Customer defaulted in payment of lease rentals, TCFSL has issued notice for termination of lease and demanded entire future lease rentals of around Rs.368 lakhs. and then filed petition under Section 9 of Arbitration and Conciliation Act, 1996 ("**Arbitration Act**") before the Hon'ble High Court of Bombay and has obtained interim orders for repossession and sale of the Gym equipment's. Talwalkar's Healthclubs Limited was admitted in IBC, no resolution plan was received, hence liquidation order was passed. TCFSL has filed the Claim form and claim is admitted.
- (viii) TCFSL has advanced facility of Rs.3000.00 lakhs to Morarjee Textiles Ltd. Upon default TCFSL has filed Petition under Section 9 of the Arbitration Act before the Hon'ble Bombay High Court. Sec 34 appeal has been filed in Bombay High Court challenging award by TCFSL and same is pending for hearing. IBC has been initiated by lead lender and the same has been admitted and moratorium has been ordered. TCFSL has also filed a Commercial Suit for recovery of dues under the Undertaking of Harshwardhan Piramal assuring payment of shortfall amount due and payable by the Borrower wherein High Court has granted interim order of disclosures of assets by Harshwardhan Piramal and the same is pending hearing. One of the lenders has filed IBC proceedings against the Morarjee Textiles Ltd and the same has been admitted before NCLT Mumbai. TCFSL has filed the Claim form before the interim resolution professional and meetings of Committee of Creditors are ongoing. Information Memorandum has been issued. Resolution Plans are awaited.



(b) Litigations involving the directors

- (i) Criminal litigations against the directors: None of the criminal litigations against the directors are expected to have a material impact on the Issue or the investor's decision to invest / continue to invest in the Debt Securities/ Commercial Papers.



2. Shareholding pattern of the Company as on March 28, 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 under lying 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 and convertible securities (as a % of diluted share Warrant))	Shareholding as a % assuming conversion of convertible securities (as a % of diluted share capital)	Number of Locked in shares		Number of Shares or pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights	Class eg: X	Class eg: Y	Total		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 2)	(IX)			(X)	(XI) = (VII)+(X) As a % of (A+B+C 2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	7	3621860423	0	0	3621860423	95.31		3621860423	0	3621860423	95.31	0	0	0	0	3621860423
(B)	Public	30904	140579844	0	0	140579844	3.70		140579844	0	140579844	3.70	0	0	0	0	140579844
(C)	Non Promoter - Non Public	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0
(C1)	Shares Underlying DRs	0	0	0	0	0	0		0	0	0	0	0	0	0	0	0
(C2)	Shares Held By Employee Trust	1	37486983	0	0	37486983	0.99		37486983	0	37486983	0.99	0	0	0	0	37486983
	Total	30912	3799927250	0	0	3799927250	100		3799927250	0	3799927250	100	0	0	0	0	3799927250



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

Category & Name of the shareholders	Entity Type	PAN	Nos. of shares held	No. of fully paid up equity shares held	Partly paid up equity shares held	No. of shares underlying Depository Receipt	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 % as convertible securities (as percentage of diluted share capital)	Number of Locked shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialised form
									Class eg: X	Class eg: Y	Total	Total as % of Total Voting Rights			No. (a)	As a % of total Shares held(b)		
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) as % of (A+B+C2)	(VIII) as % of (A+B+C2)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)					
1	Indian Individuals / Hindu Undivided Family		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(a)	Central Government / State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(b)	Financial Institutions / Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(c)	Any Other (Specify)		7	3621860423	0	0	3621860423	3621860423	3621860423	0	3621860423	95.31	0	95.31	0	0	0	3621860423
(d)	(Bodies Corporate)		1	3528681463	0	0	3528681463	3528681463	3528681463	0	3528681463	92.86	0	92.86	0	0	0	3528681463
	Tata Sons Private Limited	Promoter	1	3528681463	0	0	3528681463	3528681463	3528681463	0	3528681463	92.86	0	92.86	0	0	0	3528681463
	Tata Investment Corporation Limited	Promoter Group	1	81860748	0	0	81860748	81860748	81860748	0	81860748	2.15	0	2.15	0	0	0	81860748
	Tata Motors Limited	Promoter Group	1	4326651	0	0	4326651	4326651	4326651	0	4326651	0.11	0	0.11	0	0	0	4326651
	Tata Chemicals Limited	Promoter Group	1	3230859	0	0	3230859	3230859	3230859	0	3230859	0.09	0	0.09	0	0	0	3230859



Category & Name of the shareholders	Entity Type	PAN	Nos. of shareholders	No. of fully paid up 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 a % 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 Right			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: Y	Total								
(I) Total Shareholding Of Promoter And Promoter Group (A)=(A1)+(A2)		(II)	(III) 7	(IV) 3621860423	(V) 0	(VI) 0	(VII) 3621860423	(VIII) 95.31 % of (A+B+C2)	(IX) 3621860423	0	3621860423	(X) 0	(XI) 95.31	(XII) 0	(XIII) 0	(XIV) 3621860423			



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
Bank Facilities	ICRA and CRISIL	[ICRA]AAA (Stable)/[ICRA]A1+ and CRISIL AAA/Stable
Non-Convertible Debentures and Bank Facilities	INDIA RATINGS	IND AAA/ Stable
CRPS	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.*

(A) **Litigations against the Issuer and Promoter:** Please refer to Section 15 (*Outstanding Litigations and Other Confirmations*) of the General Information Document and 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.

2. **Scheme of Arrangement for amalgamation of Tata Motors Finance Limited with and into Tata Capital Limited**

The Board of Directors of Tata Capital Limited ("the Company" / "TCL") at its meeting held on June 4, 2024, has approved a Scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL"), a subsidiary of TMF Holdings Limited with and into TCL and their respective shareholders ("the Scheme"), under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder.

The Scheme will become effective, from the Appointed Date i.e. April 1, 2024 and will be operative from Effective Date which is conditional upon fulfilment of all the conditions set out inter alia, in the Scheme, approval of the Scheme by the National Company Law Tribunal ('NCLT'), requisite approvals of respective shareholders and creditors of the Company and TMFL, as applicable and as may be directed by the NCLT, and upon the receipt of other applicable regulatory approvals.

Upon the Scheme becoming effective:



- (i) The entire business of TMFL including all the assets, liabilities and undertakings of TMFL will stand transferred and vested in TCL and thereafter TCL will carry on all the business activities undertaken by TMFL.
- (ii) Equity shares of TCL would be issued to equity shareholders of TMFL as per the Exchange Ratio determined based on the Valuation Reports and the Fairness Opinions obtained by TCL and TMFL.
- (iii) The holders of Non-Convertible Debentures (NCDs) of TMFL will become the holders of NCDs of TCL on the same terms, including the coupon rate, tenure, redemption price, quantum, nature of security, adequately safeguarding the interest of the NCD holders.

(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 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.

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 rd AGM of the Company. Further, at the 33 rd 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 rd AGM till conclusion of the 35 th 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 rd AGM till the conclusion of the 36 th 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 March 31, 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): 31st December 2024

(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		
Deposit	-	-	-	-	-	-	-	-	0
Advances	31013	8712	6239	11268	24864	28831	15972	23608	150508
Investments	3270	0	0	0	0	28	0	4223	7521
Borrowings/Out flow	8424	6056	7278	12211	16772	40757	8475	34914	134886
Foreign Currency Assets	-	-	-	-	-	-	-	108	108
Foreign Currency Liabilities	56	121	10	908	2652	12326	143	0	16216

