



TATA CAPITAL HOUSING FINANCE LIMITED

Tata Capital Housing Finance Limited (our “Company”) was incorporated as Tata Capital Housing Finance Limited on October 15, 2008 at Mumbai, Maharashtra, as a public limited company, under the provisions of the Companies Act, 1956. Our Company also received a certificate for commencement of business on November 10, 2008. Our Company has obtained a certificate of registration dated April 2, 2009, bearing registration number 04.0073.09 from the National Housing Bank (the “NHB”) to carry on the business of a housing finance institution without accepting public deposits in accordance with Section 29A of the National Housing Bank Act, 1987. For further details regarding changes to our Registered Office, see “History and Main Objects” beginning on page 91 of the Shelf Prospectus.

Corporate Identity Number: U67190MH2008PLC187552

Registered Office: 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013

Tel: (91 22) 6606 9000; **Fax:** (91 22) 6656 2699; **Website:** www.tatacapital.com

Company Secretary and Compliance Officer: Mr. Jinesh Meghani; **Tel:** (91 22) 6606 9000; **Fax:** (91 22) 6656 2699; **Email:** tchflncdcompliance@tatacapital.com

PUBLIC ISSUE BY TATA CAPITAL HOUSING FINANCE LIMITED (“COMPANY” OR THE “ISSUER”) OF SECURED RATED LISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH (“SECURED NCDs”) AND UNSECURED, SUBORDINATED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 (INDIAN RUPEES ONE THOUSAND) EACH (“UNSECURED NCDs”), (TOGETHER REFERRED AS “NCDs”) FOR AN AMOUNT OF ₹ 50,000 LAKH (“BASE ISSUE SIZE”) WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 1,50,000 LAKH AGGREGATING UP TO 2,00,00,000 NCDs AMOUNTING TO ₹ 2,00,000 LAKH (“TRANCHE 1 ISSUE LIMIT”) (“TRANCHE 1 ISSUE”) WHICH IS WITHIN THE SHELF LIMIT OF ₹ 5,00,000 LAKH AND IS BEING OFFERED BY WAY OF THIS TRANCHE 1 PROSPECTUS DATED DECEMBER 30, 2019 CONTAINING INTER ALIA THE TERMS AND CONDITIONS OF TRANCHE 1 ISSUE (“TRANCHE 1 PROSPECTUS”), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED DECEMBER 30, 2019 (“SHELF PROSPECTUS”) FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA AT MUMBAI (“ROC”), STOCK EXCHANGES AND SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”). THE SHELF PROSPECTUS AND TRANCHE 1 PROSPECTUS CONSTITUTE THE PROSPECTUS (“PROSPECTUS”). THE UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES WILL BE IN THE NATURE OF SUBORDINATED DEBT AND WILL BE ELIGIBLE FOR INCLUSION AS TIER II CAPITAL. THIS TRANCHE 1 ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED (THE “SEBI DEBT REGULATIONS”), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED AND TO THE EXTENT NOTIFIED.

PROMOTER			
Our Promoter is Tata Capital Limited. For further details, see “Our Promoter” beginning on page 102 of the Shelf Prospectus.			
GENERAL RISK			
Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of our Company and the Tranche 1 Issue including the risks involved. Specific attention of the investors is invited to “Risk Factors” beginning on page 14 of the Shelf Prospectus and “Material Developments” beginning on page 126 of the Shelf Prospectus and page 31 of this Tranche 1 Prospectus before making an investment in this Tranche 1 Issue. This Tranche 1 Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India (“SEBI”), the NHB, the RoC or any stock exchange in India.			
ISSUER’S ABSOLUTE RESPONSIBILITY			
Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Tranche 1 Prospectus read with the Shelf Prospectus for this Tranche 1 Issue contains and will contain all information with regard to our Company and this Tranche 1 Issue, which is material in the context of this Tranche 1 Issue. The information contained in this Tranche 1 Prospectus for this Tranche 1 Issue is true and correct in all material respects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Tranche 1 Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.			
CREDIT RATING			
The NCDs proposed to be issued pursuant to this Tranche 1 Issue have been rated “CRISIL AAA/Stable” by CRISIL for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number TCHFL/225196/RB/27112019 and have been revalidated by way of its letter dated December 24, 2019 bearing reference number TCHFL/23551/RB/121947355 and have been rated “[ICRA] AAA (stable)” by ICRA for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number 2019-20/MUMR/1504 and have been revalidated by way of its letter dated December 24, 2019 bearing reference number 2019-20/MUM/1780. The rating of the NCDs by ICRA indicates highest degree of safety regarding timely servicing of financial obligations. The ratings provided by CRISIL and ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency 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 see Annexures A to D in this Tranche 1 Prospectus for rating letters and rationale letters for the aforementioned ratings.			
PUBLIC COMMENTS			
The Draft Shelf Prospectus dated December 17, 2019 was filed with the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of 7 (seven) Working Days from the date of filing the Draft Shelf Prospectus with the NSE and BSE until 5:00 pm on December 24, 2019.			
LISTING			
The NCDs offered through this Tranche 1 Prospectus along with the Shelf Prospectus are proposed to be listed on NSE and BSE. For the purposes of this Tranche 1 Issue, NSE shall be the Designated Stock Exchange. Our Company has received an ‘in-principle’ approval from NSE by way of its letter bearing reference number NSE/LIST/98209 dated December 24, 2019 and from BSE by way of its letter bearing reference number DCS/BM/PI-BOND/15/19-20 dated December 24, 2019.			
COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT AND ELIGIBLE INVESTORS			
For details pertaining to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the NCDs, see “Issue Related Information” beginning on page 32 of this Tranche 1 Prospectus. For details relating to eligible investors, see “Issue Procedure” beginning on page 52 of this Tranche 1 Prospectus.			
LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE**
Edelweiss Financial Services Limited Edelweiss House, Off CST Road Kalina Mumbai 400 098 Tel: (91 22) 4086 3535 Fax: (91 22) 4086 3610 Email: tchfl.ncd@edelweissfn.com Investor Grievance Email: customerservice.mb@edelweissfn.com Website: www.edelweissfn.com Contact Person: Mr. Lokesh Singhi Compliance officer: Mr. B. Renganathan SEBI Registration Number: INM0000010650	A. K. Capital Services Limited 30-38, Free Press House, 3 rd Floor, Free Press Journal Marg 215, Nariman Point, Mumbai 400 021 Tel: (91 22) 6754 6500 Fax: (91 22) 6610 0594 Email: tchfl.ncd2019@akgroup.co.in Investor Grievance Email: investor.grievance@akgroup.co.in Website: www.akgroup.co.in Contact Person: Ms. Aanchal Wagle/ Mr. Lokesh Shah Compliance officer: Mr. Tejas Davda SEBI Registration Number: INM000010411	KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) Selenium Tower B, Plot 31 & 32 Gachibowli Financial District Nanakramguda, Serilingampally, Hyderabad 500 032, Telangana Tel: (91 40) 6716 2222 Fax: (91 40) 2343 1551 Email: tchfl.ncd@kfintech.com Investor Grievance Email: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: Mr. M. Murali Krishna Compliance Officer: Mr. Rakesh Santhalia SEBI Registration Number: INR000000221	IDBI Trusteeship Services Limited Asian Building, Ground Floor 17, R. Kamani Marg, Ballard Estate Mumbai 400 001 Tel: (91 22) 4080 7000 Fax: (91 22) 6631 1776 Email: nikhil@idbitrustee.com Investor Grievance Email: itsl@idbitrustee.com Website: www.idbitrustee.com Contact Person: Mr. Nikhil Lohana Compliance Officer: Mr. Jatin Bhat SEBI Registration Number: IND000000460
TRANCHE 1 ISSUE PROGRAMME*			
TRANCHE 1 ISSUE OPENS ON: TUESDAY, JANUARY 7, 2020		TRANCHE 1 ISSUE CLOSES ON: FRIDAY, JANUARY 17, 2020	

*This Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board of Directors. In the event of such an early closure or extension of this Tranche 1 Issue, our Company 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 closure. Application Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.

** IDBI Trusteeship Services Limited pursuant to Regulation 4(4) of the SEBI Debt Regulations and by way of its letter dated December 17, 2019 has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Shelf Prospectus and this Tranche 1 Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche 1 Issue. For details of the consent, see “Annexure E” on page 99 of this Tranche 1 Prospectus.

A copy of the Shelf Prospectus and this Tranche 1 Prospectus has been filed with the RoC, in terms of Section 26 and Section 31 of the Companies Act, 2013, along with the certified copies of all requisite documents. For further details see, “Material Contracts and Documents for Inspection” beginning page 92 of this Tranche 1 Prospectus.

TABLE OF CONTENTS

SECTION I: GENERAL	2
DEFINITIONS/ABBREVIATIONS	2
FORWARD-LOOKING STATEMENTS	13
PRESENTATION OF FINANCIAL AND OTHER INFORMATION.....	14
SECTION II: INTRODUCTION	16
GENERAL INFORMATION	16
THE ISSUE.....	25
OBJECTS OF THE ISSUE.....	28
MATERIAL DEVELOPMENTS	31
SECTION III: ISSUE RELATED INFORMATION	32
GENERAL TERMS OF THE ISSUE	32
ISSUE STRUCTURE	38
ISSUE PROCEDURE	52
STATEMENT OF TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS	72
SECTION IV: LEGAL AND OTHER INFORMATION	81
OTHER REGULATORY AND STATUTORY DISCLOSURES	81
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION.....	92
DECLARATION	94
ANNEXURE A	95
CRISIL RATING LETTER.....	95
ANNEXURE B	96
CRISIL RATING RATIONALE	96
ANNEXURE C.....	97
ICRA RATING LETTER.....	97
ANNEXURE D	98
ICRA RATING RATIONALE	98
ANNEXURE E	99
CONSENT OF THE DEBENTURE TRUSTEE	99
ANNEXURE F	100
ILLUSTRATION OF CASH FLOWS AND DAY COUNT CONVENTION	100
ANNEXURE G	113
SHELF PROSPECTUS DATED DECEMBER 30, 2019	113

SECTION I: GENERAL

DEFINITIONS/ABBREVIATIONS

This Tranche 1 Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning ascribed to such definitions and abbreviations set forth. References to any legislation, act, regulation, rules, guidelines, clarifications or policies shall be to such legislation, act, regulation, rules, guidelines, clarifications or policies as amended, supplemented or re-enacted from time to time until the date of this Tranche 1 Prospectus, and any reference to a statutory provision shall include any subordinate legislation notified from time to time pursuant to such provision.

The words and expressions used in this Tranche 1 Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such words and expressions under the SEBI Debt Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, the NHB Act and the RBI Act and the rules and regulations notified thereunder.

General terms

Term	Description
Company / Issuer	Tata Capital Housing Finance Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at 11 th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
We / us / our	Unless the context otherwise indicates or implies, refers to our Company

Company related terms

Term	Description
AoA / Articles / Articles of Association	Articles of association of our Company
Asset Liability Committee	Asset liability committee of our Company constituted in accordance with applicable law
Audit Committee	Audit committee of our Company constituted in accordance with applicable law
Audited Financial Statements under Ind AS	The balance sheet of the Company as at March 31, 2019 and the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the financial years ended March 31, 2019 and the summary of significant accounting policies including notes thereto prepared in accordance with Ind AS
Board / Board of Directors	Board of directors of our Company and includes any committee constituted thereof
CCCPS	Compulsorily convertible cumulative preference shares of our Company bearing face value ₹ 10 each
Condensed Interim Financial Statements	The balance sheet of the Company as at September 30, 2019 and the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the half year ended September 30, 2019 and the summary of significant accounting policies including notes thereto prepared in accordance with Ind AS
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Company constituted in accordance with the applicable law
Director(s)	Director(s) of our Company
Equity Shares	Equity shares of face value ₹ 10 each of our Company
Financial Statements	Audited Financial Statements under Ind AS, Reformatted Financial Information and Condensed Interim Financial Statements
Independent Directors(s)	Independent directors of our Company, appointed in accordance with provisions of the Companies Act, 2013
Information Technology Strategy Committee	Information technology strategy committee of our Company constituted in accordance with applicable law
Key Managerial Personnel	Key managerial personnel of our Company appointed in accordance with the provisions of the Companies Act, 2013
Lending Committee	Committee of the Board of Directors of our Company, constituted and re-constituted by the Board of Directors, from time to time
Memorandum / MoA / Memorandum of Association	Memorandum of association of our Company
Nomination and	Nomination and remuneration committee of our Company constituted in accordance with

Term	Description
Remuneration Committee	applicable law
Non-Executive Director(s)	Non-executive directors of our Company, appointed in accordance with provisions of the Companies Act, 2013
Promoter	Tata Capital Limited
Reformatted Financial Information	Reformatted Financial Information under Indian GAAP and Reformatted Financial Information under Ind AS
Reformatted Financial Information under Indian GAAP	The reformatted statement of assets and liabilities as at March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 the reformatted information of profit and loss and the reformatted information of cash flows for each of the years ended March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 and the summary of significant accounting policies including notes thereto prepared in accordance with Indian GAAP as examined by our Company's Statutory Auditors, B S R & Co. LLP, Chartered Accountants The audited financial statements as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 form the basis for such Reformatted Financial Information under Indian GAAP. The audited financial statements as at and for the years ended March 31, 2017, March 2016 and March 2015 were audited by Deloitte Haskins & Sells LLP, Chartered Accountants
Reformatted Financial Information under Ind AS	The reformatted statement of assets and liabilities as at March 31, 2019, the reformatted information of profit and loss and the reformatted information of cash flows for each of the years ended March 31, 2019 and the summary of significant accounting policies including notes thereto prepared in accordance with Ind AS as examined by our Company's Statutory Auditors, B S R & Co. LLP Chartered Accountants The audited financial statements as at and for the years ended March 31, 2019, form the basis for such Reformatted Financial Information under Ind AS
Registered Office	Registered office of our Company located at 11 th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013
Registrar of Companies/RoC	The registrar of companies, Maharashtra at Mumbai
Risk Management Committee	Risk management committee of our Company constituted in accordance with applicable law
Shareholders	Shareholders of our Company from time to time
Statutory Auditors	B S R & Co. LLP., having their office at 5 th Floor, Lodha Excelus, Apollo Mills Compound, N.M. Joshi Marg, Mahalaxmi, Mumbai 400 011
TCL	Tata Capital Limited
Tata Capital Group	Tata Capital Limited and its subsidiaries, being Tata Capital Financial Services Limited, Tata Capital Housing Finance Limited, Tata Cleantech Capital Limited, Tata Securities Limited and Tata Capital Pte. Limited
Working Committee	Working committee of the Board of Directors of our Company constituted and re-constituted by the Board of Directors, from time to time

Issue related terms

Term	Description
Abridged Prospectus	A memorandum containing the salient features of the Shelf Prospectus and this Tranche 1 Prospectus
Acknowledgement Slip	The slip or the document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment Advice	The communication sent to the Allottees conveying the details of NCDs allotted to the Allottees, in accordance with the Basis of Allotment
Allotment / Allot/ Allotted	Unless the context otherwise requires, the allotment of the NCDs pursuant to this Tranche 1 Issue to the Allottees
Allotment Advice	The communication sent to the Allottees conveying details of NCDs allotted to the Allottees in accordance with the Basis of Allotment
Allottee(s)	The successful applicant to whom the NCDs are Allotted
Applicant (s) / Investor (s)	The person who applies for Allotment of NCDs pursuant to the terms of the Draft Shelf

Term	Description
	Prospectus, the Shelf Prospectus, this Tranche 1 Prospectus and Abridged Prospectus and the Application Form for this Tranche 1 Issue
Application/ ASBA Form/ ASBA Application	An application (whether physical or electronic) to subscribe to the NCDs offered through the ASBA process offered pursuant to this Tranche 1 Issue by submission of a valid Application Form and authorizing an SCSB to block the Application Amount in the ASBA Account
Application Amount	The aggregate value of the NCDs applied for, as indicated in the Application Form for this Tranche 1 Prospectus
Application Form	Forms in terms of which an Applicant shall make an offer to subscribe to NCDs through the ASBA process and which will be considered as the Application for the Allotment in terms of the Shelf Prospectus and this Tranche 1 Prospectus
ASBA/ Application Supported by Blocked Amount	The Application in terms of which the Applicant shall make an Application by authorizing SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of an ASBA Applicant
ASBA Applicant	Any Applicant who applies for NCDs through the ASBA process
Banker(s) to the Issue	The banks with which are clearing members and registered with SEBI as bankers to the issue, with whom the Public Issue Accounts and/or Refund Accounts will be opened by our Company in respect of the Issue, and as specified in this Tranche 1 Prospectus
Base Issue	₹ 50,000 lakh
Basis of Allotment	The basis on which the NCDs will be allotted to the Applicant under this Tranche 1 Issue and as described under “ <i>Issue Procedure – Basis of Allotment</i> ” on page 67 of this Tranche 1 Prospectus
Bidding Centres	Centre at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Consortium, Broker Centres for Registered Brokers, Designated CRTA Locations for CRTAs and Designated CDP Locations for CDPs.
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Applications to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges.
Category I Investor	<ul style="list-style-type: none"> • Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs • Provident funds and pension funds with a minimum corpus of ₹ 2,500 lakh, superannuation funds and gratuity funds, which are authorised to invest in the NCDs • Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 • Resident Venture Capital Funds registered with SEBI • Insurance companies registered with the IRDAI • State industrial development corporations • Insurance funds set up and managed by the army, navy, or air force of the Union of India • Insurance funds set up and managed by the Department of Posts, the Union of India • Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 50,000 lakh as per the last audited financial statements; • National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India • Mutual funds registered with SEBI
Category II Investor	<ul style="list-style-type: none"> • Companies within the meaning of Section 2(20) of the Companies Act, 2013 • Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs

Term	Description
	<ul style="list-style-type: none"> • Co-operative banks and regional rural banks • Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs • Scientific and/or industrial research organisations, which are authorised to invest in the NCDs • Partnership firms in the name of the partners • Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009) • Association of Persons • Any other incorporated and/ or unincorporated body of persons
Category III Investor - High Net-Worth Individual Investors	Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in this Tranche 1 Issue
Category IV Investor - Retail Individual Investors	Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10,00,000 across all options of NCDs in this Tranche 1 Issue
CDP/Collecting Depository Participant	A depository participant as defined under the Depositories Act, 1996 and registered with SEBI and who is eligible to procure Applications in the Issue, at the Designated CDP Locations
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications, at the Designated CRTA Locations
Consortium Agreement	The consortium agreement dated December 30, 2019 between our Company and the Consortium
Consortium Members	Edelweiss Securities Limited and A.K. Stockmart Private Limited
Consortium/ Members of the Consortium (each individually, a Member of the Consortium)	The Lead Managers and the Consortium Members
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Credit Rating Agencies	For this Tranche 1 Issue, the credit rating agencies being CRISIL and ICRA
CRISIL	CRISIL Limited
Debenture(s)/ NCD(s)	Secured, rated, listed, redeemable, NCDs of face value of ₹ 1,000 each and unsecured, subordinated, rated, listed, redeemable NCDs eligible for inclusion in Tier II Capital of face value of ₹ 1,000 each, aggregating up to ₹ 5,00,000 lakh
Debenture Holder(s)/ NCD Holder(s)	The holders of the Secured NCDs and Unsecured NCDs whose name appears in the database of the relevant Depository
Debenture Trust Deed	The trust deed to be entered between the Debenture Trustee and our Company which shall be executed in relation to the NCDs within the time limit prescribed by applicable statutory and/or regulatory requirements, including creation of appropriate security, in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100 % asset cover for the NCDs and the interest due thereon issued pursuant to the Issue
Debenture Trustee Agreement	The agreement dated December 17, 2019 entered into between the Debenture Trustee and our Company
Debt Application Circular (s)	Circular no. CIR/IMD/DF-1/20/2012 issued by SEBI on July 27, 2012 and Circular no. CIR/DDHS/P/121/2018 issued by SEBI on August 16, 2018
Deemed Date of Allotment	The date on which the Board of Directors approves the Allotment of the NCDs for this Tranche 1 Issue or such date as may be determined by the Board. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment
Demographic Details	Details of the investor such as address, bank account details, category, PAN for printing on refund orders and occupation, which are based on the details provided by the Applicant in the Application Form

Term	Description
Designated Branches	Such branches of SCSBs which shall collect the ASBA Application and a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Applications. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Date	The date on which Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Account to the Public Issue Account or to the Refund Account, as appropriate, in terms of the Shelf Prospectus and this Tranche 1 Prospectus and the Public Issue Account Agreement
Designated Intermediary(ies)	Collectively, the Lead Managers, the Consortium Members, Lead Brokers, agents, SCSBs, Registered Brokers, CDPs and CRTAs, who are authorised to collect Application Forms from the Applicants in the Issue
Designated CRTA Locations	Such locations of the CRTAs where Applicants can submit the Application Forms to CRTAs. The details of such Designated CRTA Locations, along with names and contact details of the CRTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchange at www.bseindia.com and www.nseindia.com
Designated Stock Exchange	NSE
Direct Online Application	The Application made using the online interface and online payment facility of the Stock Exchange, as applicable. Please note that the Direct Online Application facility will not be available to the Applicants for the Issue. For further details, see “ <i>Issue Procedure</i> ” beginning on page 52 of this Tranche 1 Prospectus.
DP / Depository Participant	A depository participant as defined under the Depositories Act
Draft Shelf Prospectus	The draft shelf prospectus dated December 17, 2019 filed with the Designated Stock Exchange and with BSE for receiving public comments, and submitted with SEBI for its records, in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations
ICRA	ICRA Limited
Issue	Public issue by our company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“Secured NCD”) and unsecured, subordinated, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“Unsecured NCD”), (together referred as “NCDs”) for an amount aggregating upto ₹ 5,00,000 lakh (“Shelf Limit”) (“Issue”). The unsecured, rated, listed, redeemable, nonconvertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as tier ii capital. The NCDs will be issued in one or more tranches, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each such tranche issuance “Tranche Issue”) which should be read together with the Shelf Prospectus
Issue Agreement	Agreement dated December 17, 2019 entered into by our Company and the Lead Managers
Issue Document	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche 1 Prospectus, the Abridged Prospectus, the Application Form and supplemental information, if any
Issue Period	The period between the Tranche 1 Issue Opening Date and the Tranche 1 Issue Closing Date inclusive of both days, as provided in this Tranche 1 Prospectus
Lead Managers	Edelweiss Financial Services Limited and A. K. Capital Services Limited
Market Lot	1 (one) NCD
Option(s)/ Series	Collectively the Series/Options of NCDs being offered to the Applicants, see “ <i>Issue Related Information</i> ” beginning on page 32 of this Tranche 1 Prospectus
Public Issue Account	Bank account opened with the Banker to the Issue by our Company under Section 40 of the Companies Act, 2013, to receive monies from the ASBA Accounts on the Designated Date as specified in this Tranche 1 Prospectus
Public Issue Account Agreement	Agreement dated December 30, 2019 entered into amongst our Company, the Registrar to the Issue, the Public Issue Account Bank, the Refund Bank and the Lead Managers for collection of the Application Amounts from ASBA Accounts and where applicable, refunds of the amounts collected from the Applicants, on the terms and conditions thereof
Public Issue Account Bank	HDFC Bank Limited
Record Date	The date for payment of interest in connection with the NCDs or repayment of principal in

Term	Description
	connection therewith which shall be 15 days prior to the date of payment of interest, and/or the date of redemption under this Tranche 1 Prospectus. In case the Record Date falls on a day when the Stock Exchanges are having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchanges, will be deemed as the Record Date Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016
Redemption Date/ Maturity Date	Please see “ <i>General Terms of the Issue</i> ” on page 32 of this Tranche 1 Prospectus
Redemption Amount	Please see “ <i>General Terms of the Issue</i> ” on page 32 of this Tranche 1 Prospectus
Refund Account	The account(s) opened by our Company with the Refund Bank(s), from which refunds of the whole or part of the Application Amounts (excluding for the ASBA Applicants), if any, shall be made
Refund Bank	HDFC Bank Limited
Register of Debenture holder	A register of debenture holders maintained by our Company in accordance with the provisions of the Companies Act, 2013 and for further details see, “ <i>General Terms of the Issue</i> ” beginning on page 32 of this Tranche 1 Prospectus
Registrar Agreement	Agreement dated December 17, 2019 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar to the Issue/ Registrar	KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Registered Brokers or Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 as amended from time to time, and the stock exchanges having nationwide terminals, other than the Consortium and eligible to procure Applications from Applicants
Secured NCDs	Secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each
Secured Debenture Holder (s) /Secured NCD Holder(s)	The holders of the Secured NCDs whose name appears in the database of the Depository and/or the register of Secured NCD Holders (if any) maintained by our Company if required under applicable law
Self-Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Banker to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on http://www.sebi.gov.in/sebi_data/attachdocs/1365051213899.html or at such other website as may be prescribed by SEBI from time to time.
Shelf Limit	The aggregate limit of the Issue, being ₹ 5,00,000 lakh to be issued pursuant to the Shelf Prospectus through one more tranche issues.
Shelf Prospectus	The shelf prospectus dated December 30, 2019 that shall be filed by our Company with SEBI, BSE, NSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations
Specified Cities/ Specified Locations	Centres where the member of the Consortium shall accept ASBA Forms from Applicants a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time.
Stock Exchanges	NSE and BSE
Subordinated Debt	A fully paid up instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of a housing finance company. The book value of such instrument shall be subjected to discounting as provided hereunder: Remaining maturity of the instruments and rate of discount: <ul style="list-style-type: none"> • up to one year 100 %; • more than one year but up to two years 80 %; • more than two years but up to three years 60 %; • more than three years but up to four years 40 %; and

Term	Description
	<ul style="list-style-type: none"> more than four years but up to five years 20 % to the extent such discounted value does not exceed fifty per cent of Tier I capital
Syndicate ASBA	Applications submitted by an ASBA Applicant through the Lead Managers, Consortium Members, brokers or the Trading Members of the Stock Exchange or the Designated Intermediaries.
Syndicate ASBA Locations	Bidding centres where the Members of the Syndicate and Trading Members shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Syndicate SCSB Branches	In relation to Applications submitted to a Member of the Syndicate or Trading Members, such branches of the SCSBs at the Syndicate ASBA Application Locations named by the SCSBs to receive deposits of the Application Forms from the Members of the Consortium, and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other website as may be prescribed by SEBI from time to time
Tier I Capital	Tier I capital means owned fund as reduced by investment in shares of other HFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the owned fund
Tier II Capital	<p>Tier-II capital includes the following:</p> <ul style="list-style-type: none"> (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55 %; (c) general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; and (e) subordinated debt <p>to the extent the aggregate does not exceed Tier-I capital</p>
Tranche 1 Issue	Public issue by our company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“ Secured NCDs ”) and unsecured, subordinated, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (“ Unsecured NCDs ”), (together referred as “ NCDs ”) for an amount aggregating up to ₹ 5,00,000 lakh (“ Shelf Limit ”). The unsecured, rated, listed, redeemable, non-convertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as Tier II capital. The base issue size of this tranche 1 issue is ₹ 50,000 lakh with an option to retain oversubscription up to ₹ 1,50,000 lakh, aggregating up to 2,00,00,000 NCDs and amounting to ₹ 2,00,000 lakh which is within the Shelf Limit (“ Tranche 1 Issue ”). This Tranche 1 Issue is being made pursuant to the terms and conditions of this tranche 1 prospectus (“ Tranche 1 Prospectus ”) which should be read together with the shelf prospectus dated December 30, 2019 (“ Shelf Prospectus ”) filed with Registrar of Companies, Maharashtra at Mumbai (“ RoC ”), the Stock Exchanges and the Securities and Exchange Board of India 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 ”), the Companies Act, 2013 and rules made thereunder, each as amended, and to the extent notified (the “ Companies Act, 2013 ”). The Shelf Prospectus and this Tranche 1 Prospectus constitute the prospectus (“ Prospectus ”)
Tranche 1 Issue Opening Date	Tuesday, January 7, 2020
Tranche 1 Issue Closing Date	Friday, January 17, 2020
Transaction Documents	Transaction documents shall mean the Issue Agreement, Registrar Agreement, Debenture Trustee Agreement, Consortium Agreement, Public Issue Account Agreement and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee. For further details see, “ <i>Material Contracts and Documents for Inspection</i> ” on page 92 of this Tranche 1 Prospectus
Transaction Registration Slip or TRS	The acknowledgment slip or document issued by any of the Members of the Consortium, the SCSBs, or the Designated Intermediaries as the case may be, to an Applicant upon demand as proof of registration of his application for the NCDs

Term	Description
Tripartite Agreements	Tripartite agreement dated August 24, 2018 among our Company, the Registrar and CDSL and tripartite agreement dated August 24, 2018 among our Company, the Registrar and NSDL
Trustees / Debenture Trustee	Trustees for the Debenture Holders in this case being, IDBI Trusteeship Services Limited appointed by the Board of Directors of our Company
Unsecured NCDs	NCDs offered under the Issue which are rated, listed, redeemable and are not secured by any charge on the assets of our Company, which will be in the nature of Subordinated Debt and will be eligible for Tier II Capital
Unsecured Debenture Holder(s) / Unsecured NCD Holder(s)	The holders of the Unsecured NCDs whose name appears in the database of the Depository and/or the register of Unsecured NCD Holders (if any) maintained by our Company if required under applicable law.
Wilful Defaulter	A Person or a company categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI/ NHB and includes a company whose director or promoter is categorized as a wilful defaulter
Working Day	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from the Tranche 1 Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchanges excluding Sundays and bank holidays in Mumbai

Industry related terms

Term	Description
AMC	Asset management company
Assets Under Management or AUM	Total Loan Assets including retained interest under assignment transactions
CRAR	Capital to risk adjusted ratio
ECBs	External commercial borrowings
ECS	Electronic clearance service
EMI	Equated monthly instalment
Gross NPA	Outstanding loans including future principal and overdue charges and excluding unrealised interest accrued and due under NPA accounts (represents assets that are Credit impaired (Stage 3))
HFC	Housing finance company
IBPC	Inter bank participation certificate
ICAI	Institute of Chartered Accountants of India
KYC	Know your customer
LTV	Loan to value ratio
Net Loan Assets	Total Loan Assets as adjusted for provisions for non-performing assets
Net NPA	Gross non-performing asset net off provision held for non-performing asset accounts (represents assets that are Credit impaired (Stage 3) net-off Impairment loss allowance thereof)
NPA	Non-performing asset/ Stage 3 Assets
Stage 1 Assets	Stage 1 assets includes financial instruments that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date as defined under Ind AS
Stage 1 Provision	Stage 1 provision are 12-month Expected Credit Loss resulting from default events that are possible within 12 months after the reporting date as defined under Ind AS
Stage 2 Assets	Stage 2 assets includes financial instruments that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment as defined under Ind AS
Stage 2 Provision	Stage 2 provision are life time Expected Credit Loss resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
Stage 3 Assets	Stage 3 assets includes financial assets that have objective evidence of impairment at the reporting date as defined under Ind AS
Stage 3 Provision	Stage 3 provision are life time Expected Credit Loss resulting from all default events that are possible over the expected life of the financial instrument as defined under Ind AS
Substandard Asset	Substandard asset means an asset which has been classified as non-performing asset for a period not exceeding 12 months
Doubtful Asset	Doubtful asset means an asset which remains a sub-standard asset for a period exceeding 12 months
Loss Asset	Loss asset means an asset which has been identified as loss asset by the housing finance company or its internal or external auditor or by the NHB, to the extent it is not written off by the HFC; and an asset which is adversely affected by a potential threat of non-recoverability
NRI/Non-Resident	A person resident outside India, as defined under the FEMA
RRB	Regional rural bank
SCB	Scheduled commercial banks
Total Loan Assets	Secured loans, retained interest on securitization and unsecured loans

Conventional terms

Term	Description
₹/ Rs. / INR/ Rupees	The lawful currency of the Republic of India
AGM	Annual general meeting
AS	Accounting standard
BSE	BSE Limited
CAGR	Compounded annual growth rate
CDSL	Central Depository Services (India) Limited
Companies Act, 2013	Companies Act, 2013, along with the relevant rules made thereunder, as amended
Companies Act, 1956	Companies Act, 1956, along with the relevant rules made thereunder
Consumer Protection Act	Consumer Protection Act, 1986, as amended
CrPC	Code of Criminal Procedure, 1973, as amended
Depository(ies)	National Securities Depository Limited and /or Central Depository Services (India) Limited
Depositories Act	Depositories Act, 1996, as amended
DIN	Director identification number
DP ID	Depository participant's identity number
DSA	Direct sales agent
EGM	Extraordinary general meeting
EPS	Earnings per share
ESOP	Employee stock option scheme
FDI	Foreign direct investment
FDI Policy	Government policy and the regulations (including the applicable provisions of Foreign Exchange Management (Debt Instruments) Regulations, 2019 issued by the Government of India prevailing on that date in relation to foreign investments in our Company's sector of business)
FEMA	Foreign Exchange Management Act, 1999, as amended
Finance Act	Finance (No. 2) Act, 2019
Fiscal / Financial Year / FY	Financial year ending March 31
GDP	Gross domestic product
GoI	Government of India
HUF	Hindu undivided family
IFRS	International financial reporting standards
IFSC	Indian financial system code
Ind AS	Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as notified under Rule 3 of Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally accepted accounting principles in India
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International securities identification number
IST	Indian standard time
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended
MCA	Ministry of Corporate Affairs, Government of India
MICR	Magnetic ink character recognition
NACH	National automated clearing house
NBFC	Non-banking financial company as defined under Section 45-IA of the RBI Act
NEFT	National electronic funds transfer
NHB	The National Housing Bank
NHB Act	National Housing Bank Act, 1987, as amended
NHB Act Amendment	Amendments to the NHB Act included in the Finance (No. 2) Act, 2019

Term	Description
NHB Directions	Master Circular - Housing Finance Companies (NHB) Directions, 2010, updated as on June 30, 2019
NHB IT Guidelines	Information Technology Framework for HFCs dated June 15, 2018 issued by the NHB
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent account number
PAT	Profit after tax
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SARFAESI Act	Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002, as amended
SEBI	Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended
SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
TDS	Tax deducted at source

FORWARD-LOOKING STATEMENTS

Certain statements in this Tranche 1 Prospectus that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek”, “should”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Tranche 1 Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- Default and non-payment by borrowers and other counterparties;
- Inability to maintain our growth;
- Volatility in interest rates, market risks and asset liability management risks;
- Increase in the levels of NPAs in our loan portfolio;
- Indebtedness and conditions and restrictions imposed by our financing arrangements;
- Difficulties in geographically expanding our business and the products offered;
- Risk of inability to raise capital when necessary in order to maintain such capital adequacy ratio;
- Future regulatory changes;
- Periodic inspections by the NHB; and
- Non-renewal of lease or license agreements of the Company or their renewal on terms unfavourable to us.

For further discussion of factors that could cause our actual results to differ, see “Risk Factors” beginning on page 14 of the Shelf Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the “Industry Overview”, “Our Business” and “Legal and Other Information” on pages 64, 77 and 164, respectively of the Shelf Prospectus.

The forward-looking statements contained in this Tranche 1 Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, our Company’s actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, our Directors and officers, nor any of their respective affiliates or the Lead Managers nor any of its Directors and its officers have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI Debt Regulations, our Company and the Lead Managers will ensure that investors in India are informed of material developments between the date of filing the Shelf Prospectus and this Tranche 1 Prospectus with RoC and the date of receipt of listing and trading permission being obtained from the Stock Exchanges.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

General

In this Tranche 1 Prospectus, unless the context otherwise indicates or implies, references to "you", "offeree", "purchaser", "subscriber", "recipient", "investors" and "potential investor" are to the prospective investors in this Offering, references to our "Company", the "Company" or the "Issuer" are to Tata Capital Housing Finance Limited.

In this Tranche 1 Prospectus, references to "US\$" is to the legal currency of the United States and references to "₹", "Rs.", "INR" and "Rupees" are to the legal currency of India. All references herein to the "U.S." or the "United States" are to the United States of America and its territories and possessions and all references to "India" are to the Republic of India and its territories and possessions, and the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

In this Tranche 1 Prospectus, any discrepancy in any table between total and the sum of the amounts listed are due to rounding off.

Unless otherwise stated, references in this Tranche 1 Prospectus to a particular year are to the calendar year ended on December 31 and to a particular "fiscal" or "fiscal year" are to the fiscal year ended on March 31.

Unless otherwise stated all figures pertaining to the financial information in connection with our Company are on a standalone basis. Additionally, unless stated otherwise all references to time in this Tranche 1 Prospectus are to IST.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

Presentation of Financial Information

In accordance with the notification issued by the Ministry of Corporate Affairs, our Company has adopted Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. Our Company has adopted Ind AS from April 1, 2018 with effective transition date as April 1, 2017. Our Company publishes its financial statements in Rupees, in lakh. Our Company's Condensed Interim Financial Statements for the period ended September 30, 2019, the Reformatted Financial Information under Ind AS and the Audited Financial Statements under Ind AS for the year ended March 31, 2019 have been prepared in accordance with Ind AS and the Reformatted Financial Information under Indian GAAP for the years ended March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 have been prepared in accordance with Indian GAAP.

Unless stated otherwise or unless context requires otherwise, the financial data used in the Shelf Prospectus and this Tranche 1 Prospectus for the financial year ended on March 31, 2019 and for the six months ended September 2019 is derived from the Reformatted Financial Information under Ind AS, Audited Financial Statements under Ind AS and Condensed Interim Financial Statements, and has been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standard) Rules, 2015 (as amended for time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by Section 133 read with Sub-section (1) of Section 210A of Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) have also been applied along with compliance with other statutory promulgations.

Unless stated otherwise or unless context requires otherwise, the financial data used in this Tranche 1 Prospectus is derived from our Company's Reformatted Financial Information under Indian GAAP as at and for the years ended March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 prepared in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under Section 133 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014.

Industry and Market Data

There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Unless stated otherwise, all industry and market data cited throughout the Shelf Prospectus and this Tranche 1 Prospectus has been obtained from industry publications and certain public sources and accordingly, all financial data forming part of the industry and market data cited throughout the Shelf Prospectus and this Tranche 1 Prospectus, is based on such industry publications and certain public sources and represented in Rupees, in million, billions and trillions, as applicable. Industry publications generally state that the information contained in those publications have been obtained from sources believed to be reliable, but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although our Company believes that the industry and market data used in the Shelf Prospectus and this Tranche 1 Prospectus is reliable, it has not been verified by us or any independent sources. Further, the extent to which the market and industry data presented in the Shelf Prospectus and this Tranche 1 Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

Exchange Rates

The exchange rates (in ₹) of USD are provided below:

Currency	September 30, 2019	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
USD	70.87	69.15	65.04	64.84	66.33	62.59

Source: www.rbi.org.in and www.fbil.org.in.

Note: In the event that March 31 of any of the respective years is a public holiday, the previous working day not being a public holiday has been considered.

SECTION II: INTRODUCTION

GENERAL INFORMATION

Our Company was incorporated as Tata Capital Housing Finance Limited on October 15, 2008 at Mumbai, Maharashtra, as a public limited company, under the provisions of the Companies Act, 1956. Our Company also received a certificate for commencement of business on November 10, 2008. Our Company has obtained a certificate of registration dated April 2, 2009, bearing registration number 04.0073.09 from NHB to carry on the business of a housing finance institution without accepting public deposits in accordance with Section 29A of NHB Act. For further details regarding changes to our Registered Office, see “*History and Main Objects*” beginning on page 91 of the Shelf Prospectus.

For details of the business of our Company, see “*Our Business*” beginning on page 77 of the Shelf Prospectus.

Registered Office

Tata Capital Housing Finance Limited

11th Floor, Tower A
Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai - 400 013
Tel: (91 22) 6606 9000
Fax: (91 22) 6656 2699
Website: www.tatacapital.com

For details regarding changes to our Registered Office see, “*History and Main Objects*” beginning on page 91 of the Shelf Prospectus.

Corporate Office

Our Company does not have a separate corporate office.

Corporate Identity Number, Registration Number and Legal Entity Identifier Number

Corporate Identity Number: U67190MH2008PLC187552
Registration Number: 187552
Legal Entity Identifier Number: 335800YJGNTNX2QHR79

Certificate of registration bearing registration number 04.0073.09 issued by NHB as per Section 29A of the NHB Act dated April 2, 2009 to carry on the business of a housing finance institution without accepting public deposits.

Chief Financial Officer

Mr. S. Balakrishna Kamath
11th Floor, Tower A
Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel,
Mumbai - 400 013
Tel: (91 22) 6606 9000
Fax: (91 22) 6656 2699
Email: balakrishna.kamath@tatacapital.com

Company Secretary and Compliance Officer

Mr. Jinesh Meghani
11th Floor, Tower A
Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel,
Mumbai - 400 013
Tel: (91 22) 6606 9000
Fax: (91 22) 6656 2699
Email: tchflncdcompliance@tatacapital.com

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-Issue or post-Issue related issues such as non-receipt of Allotment Advice, demat credit of allotted NCDs or refund orders, as the case maybe.

All grievances relating to this Tranche 1 Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on Application, Depository Participant and the collection centre of the Members of the Consortium where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicant.

All grievances arising out of Applications for the NCDs made through the Online Mechanism of the Stock Exchanges or through Designated Intermediaries may be addressed directly to the respective Stock Exchanges.

Lead Managers

Edelweiss Financial Services Limited

Edelweiss House
Off. C.S.T. Road
Kalina
Mumbai 400 098
Tel: (91 22) 4086 3535
Fax: (91 22) 4086 3610
E-mail: tchfl.ncd@edelweissfin.com
Website: www.edelweissfin.com
Investor Grievance Email: customerservice.mb@edelweissfin.com
Contact Person: Mr. Lokesh Singhi
Compliance Officer: Mr. B. Renganathan
SEBI Registration No.: INM0000010650
CIN: L99999MH1995PLC094641

A. K. Capital Services Limited

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: tchfl.ncd2019@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Aanchal Wagle/ Mr. Lokesh Shah
Compliance Officer: Mr. Tejas Davda
SEBI Registration No.: INM000010411
CIN: L74899MH1993PLC274881

Consortium Members

Edelweiss Securities Limited

Registered Office:
2nd Floor, M B Towers
Plot no 5, Road No 2, Banjara Hills
Hyderabad 500 034
Corporate Office: Edelweiss House
Off. C.S.T. Road
Kalina
Mumbai 400 098
Tel: (91 22) 4063 5411/ (91 22) 4063 5569
Fax: NA
Email: amit.dalvi@edelweissfin.com; prakash.boricha@edelweissfin.com
Investor Grievance Email: customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com/ www.edelweiss.in
Contact Person: Mr. Amit Dalvi/ Mr. Prakash Boricha
Compliance Officer: Mr. Atul Bapna

SEBI Registration No.: INZ000166136
CIN: U67110AP1993PLC052266

A.K. Stockmart Private Limited

30-39, Free Press House, 3rd Floor
Free Press Journal Marg
215, Nariman Point
Mumbai 400 021
Tel: 022-6754 6500
Fax: 022-6754 4666
Email: ankit@akgroup.co.in, ranjit.dutta@akgroup.co.in
Investor Grievance Email: investorgrievance@akgroup.co.in
Website: NA
Contact Person: Mr. Ankit Gupta/ Mr. Ranjit Dutta
Compliance Officer: Mr. Ankit Gupta
SEBI Registration No.: INZ000240830
CIN: U67120MH2006PTC158932

Debenture Trustee

IDBI Trusteeship Services Limited

Asian Building, Ground Floor
17 R, Kamani Marg, Ballard Estate
Mumbai 400 001
Tel: (91 22) 4080 7000
Fax: (91 22) 6631 1776
Email: nikhil@idbitrustee.com Investor Grievance Email: itsl@idbitrustee.com
Website: www.idbitrustee.com
Contact Person: Mr. Nikhil Lohana
Compliance Officer: Mr. Jatin Bhat
SEBI Registration No.: IND000000460

IDBI Trusteeship Services Limited has, pursuant to Regulation 4(4) of SEBI Debt Regulations, 2008, by its letter dated December 17, 2019 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche 1 Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche 1 Issue.

All the rights and remedies of the Debenture Holders under this Tranche 1 Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Tranche 1 Issue without having it referred to the Debenture Holders. All investors under this Tranche 1 Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Tranche 1 Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed see, “*Issue Related Information*” beginning on page 32 of this Tranche 1 Prospectus.

Registrar to the Issue

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)

Selenium Tower B, Plot 31-32
Gachibowli Financial District, Nanakramguda
Serilingampally, Hyderabad 500 032
Telangana
Tel: (91 40) 6716 2222
Fax: (91 40) 2343 1551
Email: tchfl.ncd@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: Mr. M. Murali Krishna
Compliance Officer: Mr. Rakesh Santhalia
SEBI Registration No.: INR000000221

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), has by its letter dated December 17, 2019 given its consent for its appointment as Registrar to the Issue and for its name to be included in the Draft Shelf

Prospectus, the Shelf Prospectus or this Tranche 1 Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche 1 Issue.

Applicants or prospective investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer in case of any pre-Issue or post-Issue related problems, such as non-receipt of Allotment Advice, demat credit or refund orders, transfers, etc. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant (“DP”) and the collection centre of the relevant members of the Lead Managers, brokers appointed in relation to the Issue (“Syndicate”) where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for and amount blocked on Application.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism or through Designated Intermediaries of the Stock Exchanges may be addressed directly to the relevant Stock Exchange.

Statutory Auditors

B S R & Co. LLP.

5th Floor, Lodha Excelus
Apollo Mills Compound
N.M. Joshi Marg
Mahalaxmi
Mumbai 400 011
Tel: (91 22) 4345 5300
Fax: (91 22) 4345 5399

B S R & Co. LLP. has been the statutory auditor of our Company since August 21, 2017 prior to which, Deloitte Haskins & Sells LLP, was the statutory auditor of our Company.

Credit Rating Agencies

CRISIL Limited

CRISIL House, Central Avenue
Hiranandani Business Park
Powai
Mumbai 400 076
Tel: (91 22) 3342 3000
Fax: (91 22) 3342 5800
Email: Krishnan.sitaraman@crisil.com
Website: www.crisil.com
Contact Person: Mr. Krishnan Sitaraman
SEBI Registration No.: IN/CRA/001/1999

ICRA Limited

1105, Kailash Building
11th Floor, 26 Kasturba Gandhi Marg
New Delhi – 110 001
Tel: (91 11) 2335 7940/50
Fax: NA
Email: shivakumar@icraindia.com
Website: www.icra.in
Contact Person: Mr. L Shivakumar
SEBI Registration No.: IN/CRA/008/2015

Credit Rating and Rationale

The NCDs proposed to be issued pursuant to this Tranche 1 Issue have been rated “CRISIL AAA/Stable” by CRISIL for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number TCHFL/225196/RB/27112019 and have been revalidated by way of its letter dated December 24, 2019 bearing reference number TCHFL/235551/RBond/121947355 and have been rated “[ICRA] AAA (stable)” by ICRA for an amount of up to ₹ 5,00,000 lakh by way of its letter dated November 27, 2019 bearing reference number 2019-20/MUMR/1504 and have been revalidated by way of its letter dated December 24, 2019 bearing reference number 2019-20/MUM/1780. The rating of the

NCDs by ICRA indicates highest degree of safety regarding timely servicing of financial obligations. The ratings provided by CRISIL and ICRA may be suspended, withdrawn or revised at any time by the assigning rating agency 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 see Annexures A to D in this Tranche 1 Prospectus for the rating letter and the rationale letters for the aforementioned ratings.

Disclaimer clause of CRISIL

“CRISIL Limited (CRISIL) has taken due care and caution in preparing the Material based on the information provided by its client and/ or obtained by CRISIL from sources which it considers reliable (information). 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 the 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. The Rating is not recommended to invest/ disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers/ users/ transmitters/ distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL providing or intending to provide any service in jurisdictions where CRISIL does not have the necessary permission and/ or registration to carry out its business activities in this regard. Tata Capital Housing Finance Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and 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 ICRA

“ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA’s current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with respect to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided ‘as is’ without any warranty of any kind, and ICRA in particular makes no representation or warranty, express or implied as to the accuracy, timelines or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statement of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.”

Legal Counsel to the Issue

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Tel: (91 22) 2496 4455
Fax: (91 22) 2496 3666

Banker(s) to our Company

Central Bank of India

Corporate Finance Branch
1st Floor, MMO Building
M.G.Road, Fort, Mumbai-400023
Contact person: Mr. Aksh
Tel: 022 -40785858
Fax: 022 40785840
Website: www.centralbankofindia.com

ICICI Bank Limited

ICICI Bank Towers
Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Contact person: Mr. Nikhil Shetty
Tel: (91 22) 4008 6468
E-mail: nikhil.shetty@icicibank.com
Website: www.icicibank.com

Bank of Maharashtra

Apeejay House, Dr. V.B. Gandhi Marg
Fort, Mumbai – 400 001
Contact Person: Mrs. Anasuya Rai (DGM IFB Mumbai)
Tel: 91 022 – 22844882/ 09890473227

Canara Bank

Specialised Prime Corporate Branch
7th Floor, Maker Chambers III
Nariman Point, Mumbai-400021
Contact Person: Mr. Shrikanth R Rao

Fax: 022 2850750
E-mail: bomifb972@gmail.com
Website: www.bankofmaharashtra.in

DBS Bank India Limited

19th floor, Express Towers,
Nariman Point, Mumbai 400021
Contact Person: Mr. Sameer Masand
Tel: +91 (22) 6613 1244
Fax: 022 67528430/70
Email: dbsnodalofficer@dbs.com
Website: www.dbs.com

HDFC Bank Limited

4th Floor, Tower B, Peninsula Business Park
Lower Parel, Mumbai – 400 013
Contact Person: Mr. Mousom Mitra
Tel: (91 22) 3395 8126
Fax: 022 30788579
E-mail: mousom.mitra@hdfcbank.com
Website: www.hdfcbank.com

The Jammu and Kashmir Bank Limited

79-A, Mehta House,
Bombay Samachar Marg
Fort Mumbai-400023
Contact Person: Mr. Ajay Kohli
Tel: (91 22) 6659 5971 – 74
Fax: 022-66595975
E-mail: investorrelations@jkbmail.com
Website: www.jkbank.net

Punjab National Bank

Large Corporate Branch, Ground floor
Maker tower, E - wing, Cuffe Parade
Mumbai – 400005
Contact Person: Mr. Vivek Gupta
Tel: (91 22) 2218 5977
Fax: 022 22180402
E-mail: care@pnb.co.in
Website: www.pnbindia.in

BNP Paribas

BNP Paribas House
1 North Avenue Maker Maxity
Bandra Kurla Complex, Bandra East
Mumbai – 400051
Contact Person: Mr. Arkadeep Biswas / Mr. Manish Gupta
Tel: 022-61964000
Fax: 022-61965194
E-mail: manish.gupta@asia.bnpparibas.com
Website: https://www.bnpparibas.co.in/en/

UCO Bank

FC Branch, Mafatlal Centre
1st Floor, Nariman Point
Mumbai 400021
Contact person: Mr. P M Shah
Tel: 022-40549101
Fax: 022-40549122

Tel: 022 22875096/22871107
Fax: 022-22875094
Email: cb1903@canarabank.com
Website: www.canarabank.com

The Federal Bank Limited

C Wing, 2nd Floor, Laxmi Towers,
BKC, Bandra East - 400051
Contact Person: Mr. Vishu Gupta
Tel: 022-61748624 / 9819360697
Fax: NIL
E-mail: vishi@federalbank.co.in
Website: www.federalbank.co.in

The Hongkong and Shanghai Banking Corporation Limited

52/60 Mahatma Gandhi, 6th Floor,
Fort, Mumbai 400 001
Contact person: Mr. Reshab Madhogaria/Mr. Ganesh Sardesai
Tel: +91 (22) 22685555/91 (33) 44142201/ +91 9831477889
Fax: 022 49146200 /022 66476200
E-mail: reshab.madhogaria@hsbc.co.in /
ganeshsardesai@hsbc.co.in
Website: www.hsbc.co.in

Karnataka Bank Limited

Corporate Finance Br.,
294/A Haroon House,
Perin Nariman Street,
Fort, Mumbai-400 001
Contact Person: Mr. Manoj Kumar P V
Tel: +91 (22) 22662283 / 22663256
E-mail: mum.cfb@ktkbank.com
Website: www.karnatakabank.com

Punjab & Sind Bank

Corporate Banking Branch
27/29, Ambalal Doshi Marg
Fort, Mumbai
Contact Person: Mr. Mukesh Kumar, Assistant General
Manager
Tel: (91 22) 2269 3438/2265 8721
Fax: 022-22651752
E-mail: b0385@psb.co.in
Website: www.psbindia.com

Union Bank of India

Industrial Finance Branch,
Union Bank Bhavan
First Floor, 239, Vidhan Bhavan Marg
Nariman Point, Mumbai 400 021
Contact Person: Mr Ravi Shanker/ Mr. Kailash Mehetre/ Mr.
Saggella Raju
Tel: 022-2289 2029/ 6724/ 2021
Fax: 022-2285 5037
E-mail: cbsifbmumbai@unionbankofindia.com
Website: www.unionbankofindia.com

Bank of India

Bank of India Building
4th Floor, 70-80
MG Road, Fort, Mumbai - 400001
Contact person: Mr. Rishabh Sisodiya
Tel: 91 022 - 61870426/ 9712935083
E-mail: Mumbai.lcbb@bankofindia.co.in
21

E-mail: mumfcc@ucobank.co.in
Website: <https://www.ucobank.com>

Website: <http://www.bankofindia.co.in/english/home.aspx>

Axis Bank

Axis bank, Wadia International Centre
P. B. Marg, Worli, Mumbai – 400025
Contact person: Mr. Anuj Jain
Tel: 9769163473 / 022- 24251720
Fax: 022-37004700
E-mail: shareholders@axisbank.com
Website: www.axisbank.com

Bank of Baroda

Corporate Financial Services Branch (FI) 8, Meghdoot
1st floor, Junction of Linking Road & Turner Road
Bandra (West), Mumbai 400050
Contact person: Shri Mohit Bhargava
Tel: 022-26409385 / 9829909000
Fax: 022-2645-3677
E-mail: midbdr@bankofbaroda.com
Website: www.bankofbaroda.com

Andhra Bank

Andhra Bank, Fort Branch
Nanavati Mahalaya, 18 –Homi Modi Street,
Fort,Mumbai -400023
Contact person: Mr. P.S. Raju
Tel: 022-22026088/ 22047626
Fax: 022-22044535
E-mail: mbd@andhrabank.co.in
Website: www.andhrabank.in

Syndicate Bank

Large Corporate Branch, Maker Towers “E”,
2nd Floor, Cuff Parade, Mumbai - 400005
Contact person: Mr. Lakhbir Singh
Tel: 022-22166649/ 22163984
Fax: 022-22185798
E-mail: br.5088@syndicatebank.co.in
Website: www.syndicatebank.in

CSB Bank Limited

1st Floor, Mafatlal House
H.T. Parekh Marg
Back Bay Reclamation
Churchgate, Mumbai - 400020
Contact person: CA Kishore Purimetla
Tel: 022-68395300
Fax: N.A.
E-mail: wholesalebanking@csb.co.in
Website: www.csb.co.in

Allahabad Bank

Large Corporate Branch, 2nd Floor
Allahabad Bank Building, 37, Mumbai Samachar Marg Fort,
Mumbai 400 023
Contact person: Mr. Rupesh Kumar
Tel: 022-22702745/46/47
Fax: 022-22702733/35
E-mail: br.mumifb@allahabadbank.in,
albmumifb@gmail.com
Website: www.allahabadbank.in

Banker to the Issue

Public Issue Account Bank and Refund Bank

HDFC Bank Limited

HDFC Bank Limited, FIG-OPS Department- Lodha
I Think Techno Campus O-3 Level
Next to Kanjunmarg, Railway Station
Kanjunmarg (East)
Mumbai 400 042
Contact person: Vincent Dsouza, Siddharth Jadhav,
Prasanna Uchil
Tel: 022-30752927/29/2914
Fax: 022-25799801
E-mail: Vincent.Dsouza@hdfcbank.com,
Siddharth.Jadhav@hdfcbank.com,
Prasanna.Uchil@hdfcbank.com,
Neerav.Desai@hdfcbank.com
Website: www.hdfcbank.com
SEBI Registration No.: INBI00000063
CIN: L65920MH1994PLC080618

Arrangers to the Issue

There are no arrangers to this Tranche 1 Issue.

Impersonation

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-Section (1) of Section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Section 38(1) of the Companies Act, 2013 provides that:

“Any person who —

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under section 447.”

Minimum Subscription

In terms of the SEBI Debt Regulations for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75 % of the Base Issue (i.e. Rs 37,500 lakhs). If our Company does not receive the minimum subscription of 75 % of the Base Issue (i.e. Rs 37,500 lakhs) as specified in this Tranche 1 Prospectus, prior to the Tranche 1 Issue Closing Date for this Tranche 1 Issue, the entire subscription amount shall be unblocked in the relevant ASBA account of the Applicants within 6 days from the date of closure of this Tranche 1 Issue. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event there is a delay by our Company in making the aforesaid refund within prescribed time limit, our Company will pay interest at the rate of 15 % per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar to the Issue does not have the necessary information for making such refunds, our Company and/or Registrar to the Issue will follow the guidelines prescribed by SEBI in this regard including the Debt Application Circular and the circular regarding Strengthening the Guidelines and Raising Industry Standard for RTA, Issuer Companies and Banker to an Issue bearing no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link.

In relation to Bids submitted under the ASBA process to a Member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of the ASBA Forms from the Members of the Syndicate is available on the website of SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

For more information on such branches collecting Bid cum Application Forms from the members of the Syndicate at Specified Locations, see the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Syndicate SCSB Branches

In relation to Applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

Broker Centres/ Designated CDP Locations/ Designated CRTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL /11/2015 dated November 10, 2015 and the ASBA Circular, Applicants can submit the Application Forms with the Registered Brokers

at the Broker Centres, CDPs at the Designated CDP Locations or the CRTAs at the Designated CRTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CRTAs / CDPs

The list of the CRTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the websites of the BSE and NSE for CRTAs and CDPs, as updated from time to time.

For further details, please see "*Issue Procedure*" on page 52 of this Tranche 1 Prospectus

Utilization of Issue proceeds

For details on utilization of Issue proceeds see, "*Objects of the Issue*" beginning on page 28 of this Tranche 1 Prospectus.

Tranche 1 Issue Programme

TRANCHE 1 ISSUE OPENS ON	Tuesday, January 7, 2020
TRANCHE 1 ISSUE CLOSES ON	Friday, January 17, 2020

This Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated in this Tranche 1 Prospectus, except that this Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board of our Company. In the event of such an early closure of or extension of this Tranche 1 Issue, our Company 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 closure.

Applications Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchanges on the Tranche 1 Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche 1 Issue Closing Date and, no later than 3.00 p.m. on the Tranche 1 Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche 1 Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Neither our Company, nor the Members of the Syndicate are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment will be as per this Tranche 1 Prospectus. In this regard, as per the SEBI circular CIR/IMD/DF/18/2013 dated October 29, 2013, the allotment in this Tranche 1 Issue would 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 ISSUE

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information forming part of "General Terms of the Issue" beginning on page 32 of this Tranche 1 Prospectus.

Common Terms of NCDs

Particulars	Details
Issuer	Tata Capital Housing Finance Limited
Lead Managers	Edelweiss Financial Services Limited and A. K. Capital Services Limited
Debenture Trustee	IDBI Trusteeship Services Limited
Registrar to the Issue	KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Type and nature of instrument	Secured NCDs and Unsecured NCDs of face value of ₹ 1,000 each
Base Issue	₹ 50,000 lakh
Option to retain Oversubscription Amount	₹ 1,50,000 lakh
Total Tranche 1 Issue Size	₹ 2,00,000 lakh
Face Value (in ₹ / NCD)	1,000
Issue Price (in ₹ / NCD)	1,000
Minimum application and in multiples of NCDs thereafter	₹10,000 (10 NCDs) across all Series and in multiples of ₹ 1,000 (1 NCD) thereafter across all Series
Mode of Issue	Public Issue
Tranche 1 Issue	Public issue by our Company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (" Secured NCDs ") and unsecured, subordinated, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (" Unsecured NCDs "), (together referred as " NCDs ") for an amount aggregating up to ₹ 5,00,000 lakh (" Shelf Limit "). The unsecured, rated, listed, redeemable, non-convertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as Tier II capital. The base issue size of this tranche 1 issue is ₹ 50,000 lakh with an option to retain oversubscription up to ₹ 1,50,000 lakh, aggregating up to 2,00,00,000 NCDs and amounting to ₹ 2,00,000 lakh which is within the Shelf Limit (" Tranche 1 Issue "). This Tranche 1 Issue is being made pursuant to the terms and conditions of this tranche 1 prospectus (" Tranche 1 Prospectus ") which should be read together with the shelf prospectus dated December 30, 2019 (" Shelf Prospectus ") filed with Registrar of Companies, Maharashtra at Mumbai (" RoC "), the Stock Exchanges and the Securities and Exchange Board of India 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 "), the Companies Act, 2013 and rules made thereunder, each as amended, and to the extent notified (the " Companies Act, 2013 "). The Shelf Prospectus and this Tranche 1 Prospectus constitute the prospectus (" Prospectus ")
Listing	NSE and BSE NSE shall be the Designated Stock Exchange for the Issue The NCDs shall be listed within six Working Days from the Tranche 1 Issue Closing Date.
Lock-in	Not applicable.
Mode of Allotment and Trading	Compulsorily in dematerialized form
Market / Trading Lot	One NCD
Depositories	NSDL and CDSL
Security and Security Cover	The Secured NCDs would constitute secured obligations of our Company and shall rank <i>pari passu inter se</i> , present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall be secured by way of a first ranking <i>pari passu</i> charge by way of mortgage over our Company's specific immovable property and a first ranking <i>pari passu</i> floating charge over the movable properties of our Company, including book debts (excluding the exclusive charge created by our Company in favour of NHB as security for the due repayment for financial assistance by way of refinancing granted by NHB to our Company). Company will

Particulars	Details																							
	<p>create appropriate security in favour of the Debenture Trustee for the Secured NCD Holders on the assets adequate to ensure 100 % asset cover for the secured NCDs (along with the interest due thereon).</p> <p>No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of subordinated debt and will be eligible for Tier II Capital</p>																							
Who can apply/ Eligible Investors	Please see, " <i>Issue Procedure</i> " beginning on page 52 of this Tranche 1 Prospectus																							
Credit Ratings	<table border="1"> <thead> <tr> <th>Rating agency</th> <th>Instrument</th> <th>Rating symbol</th> <th>Date of credit rating letter</th> <th>Amount rated (in ₹, lakh)</th> <th>Rating definition</th> </tr> </thead> <tbody> <tr> <td>CRISIL</td> <td>Non-convertible debentures and subordinated debt</td> <td>CRISIL AAA/Stable</td> <td>November 27, 2019 and further revalidated by letter dated December 24, 2019</td> <td>5,00,000</td> <td>Stable</td> </tr> <tr> <td>ICRA</td> <td>Non-convertible debentures and subordinated debt</td> <td>[ICRA] AAA (stable)</td> <td>November 27, 2019 and further revalidated by letter dated December 24, 2019</td> <td>5,00,000</td> <td>Stable</td> </tr> </tbody> </table> <p>Please see Annexures A to D of this Tranche 1 Prospectus for the rating letters and the rationale letters for the above ratings. Please see the disclaimer clause of CRISIL and ICRA forming part of "<i>General Information</i>" beginning on page 16 of this Tranche 1 Prospectus</p>						Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in ₹, lakh)	Rating definition	CRISIL	Non-convertible debentures and subordinated debt	CRISIL AAA/Stable	November 27, 2019 and further revalidated by letter dated December 24, 2019	5,00,000	Stable	ICRA	Non-convertible debentures and subordinated debt	[ICRA] AAA (stable)	November 27, 2019 and further revalidated by letter dated December 24, 2019	5,00,000	Stable
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Pay-in date	Application Date. The entire Application Amount is payable on Application																							
Application money	The entire Application Amount is payable on submitting the Application																							
Record Date	<p>The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchanges are having a trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchanges, will be deemed as the Record Date.</p> <p>Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016</p>																							
Objects of the Issue	Please see " <i>Objects of the Issue</i> " beginning on page 28 of this Tranche 1 Prospectus																							
Details of the utilization of Issue proceeds	Please see " <i>Objects of the Issue</i> " beginning on page 28 of this Tranche 1 Prospectus																							
Discount at which security is issued and the effective yield as a result of such discount.	Not applicable																							
Redemption premium/discount	Not applicable																							
Interest Payment Date	Please see " <i>Issue Structure</i> " beginning on page 38 of this Tranche 1 Prospectus																							
Step up/ Step down interest rates	Not applicable																							
Interest type	Fixed																							

Particulars	Details
Interest reset process	Not applicable
Day count convention	Actual/Actual
Working Days convention/Day count convention / Effect of holidays on payment	<p>Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche 1 Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchanges excluding Sundays and bank holidays in Mumbai</p> <p>Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. 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.</p> <p>If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest redemption payments shall be made only on the days when the money market is functioning in Mumbai</p>
Tranche 1 Issue Opening Date	Tuesday, January 7, 2020
Tranche 1 Issue Closing Date	Friday, January 17, 2020
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws
Put/Call Option Date/Price/notification time	Not applicable
Call Notification Time / Put Notification Time	Not applicable
Deemed Date of Allotment	The date on which the Board of Directors approves the Allotment of the NCDs for this Tranche 1 Issue or such date as may be determined by the Board. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the Debenture Holders from the Deemed Date of Allotment
Transaction Documents	Transaction documents shall mean the Issue Agreement, Registrar Agreement, Debenture Trustee Agreement, Consortium Agreement, Public Issue Account Agreement and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee. For further details see, " <i>Material Contracts and Documents for Inspection</i> " beginning on page 92 of this Tranche 1 Prospectus
Conditions precedent and subsequent to the Issue	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent and subsequent to disbursement.
Events of default	Please see " <i>Issue Structure</i> " beginning on page 38 of this Tranche 1 Prospectus
Roles and responsibilities of the Debenture Trustee	Please see " <i>General Terms of the Issue</i> " beginning on page 32 of this Tranche 1 Prospectus
Governing law and jurisdiction	The Issue shall be governed in accordance with the laws of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai

For the specific terms of each instrument to be issued pursuant to this Tranche 1 Issue see "*Issue Structure - Specific terms and conditions in connection with each series of NCDs*" on page 41 of this Tranche 1 Prospectus.

For details of category wise eligibility and allotment in this Tranche 1 Issue, see "*Issue Procedure*" beginning on page 52 of this Tranche 1 Prospectus.

OBJECTS OF THE ISSUE

Tranche 1 Issue proceeds

Public issue by our Company of secured rated listed redeemable non-convertible debentures of face value of ₹ 1,000 (Indian rupees one thousand) each and unsecured, subordinated, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 (Indian rupees one thousand) each, for an amount of ₹ 50,000 lakh with an option to retain oversubscription up to ₹ 1,50,000 lakh aggregating up to 2,00,00,000 NCDs amounting to ₹ 2,00,000 lakh which is within the Shelf Limit of ₹ 5,00,000 lakh and is being offered by way of this Tranche 1 Prospectus containing inter-alia the terms and conditions of Tranche 1 Issue, which should be read together with the Shelf Prospectus filed with the RoC, Stock Exchanges and SEBI. The unsecured, rated, listed, redeemable, non-convertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as Tier II Capital. This Tranche 1 Issue is being made pursuant to the provisions of the SEBI Debt Regulations and the Companies Act, 2013.

The details of the proceeds of this Tranche 1 Issue are summarized below:

Particulars	Estimated amount (in ₹ lakh)
Gross proceeds to be raised through Tranche 1 Issue*	2,00,000
Less: - Tranche 1 Issue related expenses*	2,075
Net proceeds of this Tranche 1 Issue after deducting this Tranche 1 Issue related expenses	1,97,925

**The above expenses are indicative and are subject to change depending on the actual level of subscription to this Tranche 1 Issue, the number of allottees, market conditions and other relevant factors.*

Requirement of funds and Utilization of Net Proceeds

The following table details the objects of this Tranche 1 Issue and the amount proposed to be financed from the Net Proceeds:

S. No.	Objects of this Tranche 1 Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment /prepayment of interest and principal of existing borrowings of our Company [#]	At least 75 %
2.	General Corporate Purposes*	Maximum of up to 25 %
Total		100 %

[#] Our Company shall not utilize the proceeds of this Tranche 1 Issue towards payment of prepayment penalty, if any.

* The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25 % of the amount raised in this Tranche 1 Issue, in compliance with the SEBI Debt Regulations.

Our Company shall pay processing fees to the SCSBs for ASBA forms procured by Lead Managers/ Consortium Members, Trading Members, CRTAs, CDPs, and submitted to SCSBs for blocking the application amount of the applicant at the rate of ₹ 15 per Application Form procured as finalised by our Company. Further CRTAs and CDPs shall be paid ₹ 15 for each valid application collected by them.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through this Tranche 1 Issue.

The Unsecured NCDs will be in the nature of Subordinated Debt and will be eligible for Tier II Capital and accordingly will be utilized in accordance with statutory and regulatory requirements including requirements of the NHB.

Purpose for which there is a requirement of funds

As stated in this section.

Funding plan

Our Company confirms that for the purpose of this Tranche 1 Issue, funding plan will not be applicable.

Summary of the project appraisal report

Our Company confirms that for the purpose of this Tranche 1 Issue, summary of the project appraisal report will not be applicable.

Schedule of implementation of the project

Our Company confirms that for the purpose of the Issue, schedule of implementation of the project.

Monitoring of utilization of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Audit Committee of our Company shall monitor the utilization of the proceeds of this Tranche 1 Issue. Our Company will disclose in our Company's financial statements for the relevant financial year commencing from Fiscal 2020, the utilization of the proceeds of this Tranche 1 Issue under a separate head along with details, if any, in relation to all such proceeds of this Tranche 1 Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of this Tranche 1 Issue. Our Company shall utilize the proceeds of this Tranche 1 Issue only upon the execution of the documents for creation of security and receipt of final listing and trading approval from the Stock Exchanges.

Interim use of proceeds

The management of our Company, in accordance with the policies formulated by it from time to time, will have the flexibility in deploying the proceeds received from this Tranche 1 Issue. Pending utilization of the proceeds out of this Tranche 1 Issue for the purposes described above, our Company intends to temporarily invest funds in high quality interest bearing liquid instruments including money market mutual funds, deposits with banks or temporarily deploy the funds in investment grade interest bearing securities as may be approved by the Board of Directors of our Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board from time to time.

Issue Related Expenses

The expenses for this Tranche 1 Issue include, *inter alia*, selling commission to the Lead Managers, Consortium Members, fees payable to debenture trustees, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Tranche 1 Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for this Tranche 1 Issue shall be as follows:

Activities	Amount (in ₹ lakh)	As percentage of Issue proceeds (in %)	As percentage of total expenses of the Tranche 1 Issue (in %)
Fee Payable to intermediaries including Registrar to the Issue and Debenture Trustee	250	0.13%	12.05%
Lead Managers fee, selling and brokerage commission, SCSB processing fee	1,700	0.85%	81.93%
Advertising and marketing, printing and stationery costs	100	0.05%	4.82%
Other miscellaneous expenses	25	0.01%	1.20%
Total	2,075	1.04%	100.00%

The above expenses are indicative and are subject to change depending on the actual level of subscription to this Tranche 1 Issue and the number of Allottees, market conditions and other relevant factors.

Utilisation of proceeds and other confirmations

Our Board of Directors certifies that:

- (i) all monies received out of this Tranche 1 Issue of the NCDs to the public shall be transferred to a separate bank account maintained with a scheduled bank;
- (ii) details of all monies utilised out of this Tranche 1 Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies were utilised;
- (iii) details of all unutilised monies out of this Tranche 1 Issue referred to in sub-item (i), if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested;
- (iv) the Tranche 1 Issue proceeds shall be utilised in compliance with various guidelines, regulations and clarifications issued by RBI, SEBI or any other statutory authority from time to time.

- (v) The funds raised by us from previous bonds issues have been utilised for our business as stated in the respective offer documents.
- (vi) In accordance with the SEBI Debt Regulations, our Company will not utilize the proceeds of this Tranche 1 Issue for providing loans to or acquisition of shares of any person who is a part of the same group as our Company or who is under the same management as our Company.
- (vii) Proceeds from this Tranche 1 Issue shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.
- (viii) No part of the proceeds from this Tranche 1 Issue will be paid by us as consideration to our Promoter, the Directors, Key Managerial Personnel, or companies promoted by our Promoter except in ordinary course of business.
- (ix) No part of the proceeds from this Tranche 1 Issue will be utilized for buying, trading or otherwise dealing in equity shares of any listed company.
- (x) Further our Company undertakes that Tranche 1 Issue proceeds from NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI Regulations.
- (xi) Our Company confirms that it will not use the proceeds from this Tranche 1 Issue for the purchase of any business or in the purchase of any interest in any business whereby our Company shall become entitled to the capital or profit or losses or both in such business exceeding 50 % thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

Variation in terms of contract or objects in the Shelf Prospectus

Our Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Tranche 1 Prospectus is issued, except as may be prescribed under the applicable laws and specifically under Section 27 of the Companies Act, 2013.

Benefit / interest accruing to Promoter/Directors out of the object of the Tranche 1 Issue

Neither our Promoter nor the Directors of our Company are interested in the objects of this Tranche 1 Issue.

MATERIAL DEVELOPMENTS

There have been no material developments since September 30, 2019 and there have arisen no circumstances that would materially or adversely affect the operations, or financial condition or profitability of our Company or the value of its assets or its ability to pay its liabilities within the next 12 months.

SECTION III: ISSUE RELATED INFORMATION

GENERAL TERMS OF THE ISSUE

Authority for this Tranche 1 Issue

At the meeting of the Board of Directors of our Company held on June 15, 2018, the Board of Directors approved the public issue of Secured NCDs of face value ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each, aggregating up to ₹ 5,00,000 lakh.

This Tranche 1 Issue through this Tranche 1 Prospectus has been approved by the Board of Directors at its meeting held on December 30, 2019. The Base Issue Size of this Tranche 1 Issue is ₹ 50,000 lakh with an option to retain oversubscription up to ₹ 1,50,000 lakh, amounting to ₹ 2,00,000 lakh.

Further, the present borrowing is within the borrowing limits of ₹ 40,00,000 lakh under Section 180(1)(c) of the Companies Act, 2013 duly approved by our Shareholders by way of their resolution on March 27, 2019.

Principal terms and conditions of this Tranche 1 Issue

The NCDs being offered as part of this Tranche 1 Issue are subject to the provisions of the SEBI Debt Regulations, the relevant provisions of the Companies Act, 2013, as on the date of the Shelf Prospectus, our Memorandum and Articles of Association, the terms of the Draft Shelf Prospectus, the Shelf Prospectus, this Tranche 1 Prospectus, the terms and conditions of the Debenture Trustee Appointment Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI, the Government, the Stock Exchanges, and any other statutory or regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the NCDs.

Ranking of the Secured NCDs

The Secured NCDs would constitute secured obligations of our Company and shall rank *pari passu, inter se*, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall be secured by way of a first ranking *pari passu* charge by way of mortgage over our Company's specific immovable property and a first ranking *pari passu* floating charge over the movable properties of our Company, including book debts (excluding the exclusive charge created by our Company in favour of NHB as security for the due repayment for financial assistance by way of refinancing granted by NHB to our Company). The Secured NCDs proposed to be issued under this Tranche 1 Issue and all earlier issues of debentures outstanding in the books of our Company having corresponding assets as security, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption.

Ranking of Unsecured NCDs

The Unsecured NCDs would constitute unsecured and subordinated obligations of our Company and shall rank *pari passu inter se*, and subject to any obligations under applicable statutory and/or regulatory requirements. The Unsecured NCDs proposed to be issued under this Tranche 1 Issue and all earlier issues of unsecured debentures outstanding in the books of our Company, if any, shall rank *pari passu* without preference of one over the other except that priority for payment shall be as per applicable date of redemption. The claims of the Unsecured NCD Holders shall be subordinated to those of the other creditors of our Company, subject to applicable statutory and/or regulatory requirements. Our Company shall, subject to applicable NHB requirements and other applicable statutory and/or regulatory provisions, treat the Unsecured NCDs as Tier II Capital.

Debenture Redemption Reserve

Pursuant to Regulation 16 of the SEBI Debt Regulations read with Section 71(4) of the Companies Act, 2013, where debentures are issued by any company, the company shall create a debenture redemption reserve out of the profits of the company available for payment of dividend. The Government, in the union budget for the Financial Year 2019-20 had announced that non-banking finance companies raising funds in public issues would be exempt from the requirement of creating a DRR. Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, as amended by the Companies (Share Capital and Debentures) Amendment Rules, 2019, states that a listed HFC is not required to create a debenture redemption reserve in case of public issue of debentures. The rules further mandate that the company which is coming with a public issue shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15 % of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more prescribed methods.

Accordingly, our Company is not required to create a debenture redemption reserve for the NCDs proposed to be issued through the Issue. Further, our Company shall deposit or invest, as the case may be, before the 30th day of April of each year a sum which shall not be less than 15 % of the amount of its debentures maturing during the year ending on the 31st day of March of the next year in any one or more following methods: (a) in deposits with any scheduled bank, free from any charge

or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in sub-clause (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The abovementioned amount deposited or invested, must not be utilized for any purpose other than for the repayment of debentures maturing during the year provided that the amount remaining deposited or invested must not at any time fall below 15 % of the amount of debentures maturing during year ending on the 31st day of March of that year, in terms of the applicable laws.

Face Value

The face value of each of the Secured NCDs shall be ₹ 1,000.

The face value of each of the Unsecured NCDs shall be ₹ 1,000.

NCD Holder not a shareholder

The NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent as may be prescribed under the Companies Act, 2013, the SEBI LODR Regulations and any other applicable law.

Rights of the Secured NCD Holders

Some of the significant rights available to the Secured NCD Holders are as follows:

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013 to the extent applicable as on the date of the Shelf Prospectus and this Tranche 1 Prospectus, confer upon the Secured NCD Holders thereof any rights or privileges available to our Shareholders including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the Shareholders, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. In terms of Section 136 of the Companies Act, 2013 the Secured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the Registered Office of our Company during business hours.
2. Subject to applicable statutory/ regulatory requirements, including requirements of the RBI and the NHB, the rights, privileges and conditions attached to the Secured NCDs may be varied, modified and/or abrogated with the consent in writing of the NCD Holders of at least 51 % in value of the outstanding amount of the Secured NCDs or with the sanction of a resolution passed at a meeting of the concerned Secured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.
3. In case of Secured NCDs held in (i) dematerialized form, the person for the time being appearing in the register of beneficial owners of the Depository; and (ii) physical form on account of re-materialization, the registered Secured NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such Secured NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such Secured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.
4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, provisions of the Companies Act, 2013, our Memorandum and Articles of Association, the terms of the Shelf Prospectus and this Tranche 1 Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, the NHB and other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Secured NCDs.
5. For Secured NCDs in physical form on account of re-materialization, a register of debenture holders will be maintained in accordance with Section 88 and Section 94 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For Secured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD Holders as given thereunder.

6. The Secured NCDs can be rolled over only by passing a special resolution by the Secured NCD Holders through postal ballot, with the consent of at least 75 % of the Secured NCDs by value of such Secured NCDs, after providing at least 21 days prior notice for such roll over, in accordance with the SEBI Debt Regulations, as amended from time to time. Our Company shall redeem the Secured NCDs of all the Secured NCD Holders, who have either not participated in the voting by postal ballot or have not given their positive consent to the roll-over.

The aforementioned rights of the Secured NCD Holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of the Shelf Prospectus, this Tranche 1 Prospectus and the Debenture Trust Deed.

Rights of Unsecured NCD Holders

Some of the significant rights available to the Unsecured NCD Holders are as follows:

1. The Unsecured NCDs shall not, except as provided in the relevant provisions of the Companies Act, 2013 applicable as on the date of the Shelf Prospectus and this Tranche 1 Prospectus, confer upon the Unsecured NCD Holders thereof any rights or privileges available to our Shareholders including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Unsecured NCDs is to be placed before the Shareholders, the said resolution will first be placed before the concerned registered Unsecured NCD Holders for their consideration. In terms of Section 136 of the Companies Act, 2013, the Unsecured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the Registered Office of our Company during business hours.
2. Subject to applicable statutory / regulatory requirements, including requirements of the RBI, the NHB, the rights, privileges and conditions attached to the Unsecured NCDs may be varied, modified and/or abrogated with the consent in writing of the NCD Holders representing at least 51 % in value of the outstanding amount of the Unsecured NCDs or with the sanction of a resolution passed at a meeting of the concerned Unsecured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Unsecured NCDs, if the same are not acceptable to us.
3. In case of Unsecured NCDs held in (a) dematerialized form, the person for the time being appearing in the register of beneficial owners of the Depository; and (b) physical form, on account of re-materialization, as entitled under Section 8(1) of the Depositories Act, 1996, the registered Unsecured NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such Unsecured NCDs, either in person or by proxy, at any meeting of the concerned Unsecured NCD Holders and every such Unsecured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Unsecured NCD Holders shall be in proportion to the outstanding nominal value of Unsecured NCDs held by him/her.
4. The Unsecured NCDs are subject to the provisions of the SEBI Debt Regulations, the relevant provisions of the Companies Act, 2013 applicable as on the date of the Shelf Prospectus, our Memorandum and Articles of Association, the terms of the Shelf Prospectus, this Tranche 1 Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, the NHB and other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Unsecured NCDs.
5. For Unsecured NCDs in physical form, on account of re-materialization, a register of debenture holders will be maintained in accordance with Section 88 and Section 94 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Unsecured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For Unsecured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Unsecured NCDs will be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Unsecured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of our Company under Section 94 of the Companies Act, 2013 unless the same has been moved to another location after obtaining the consent of the NCD Holders as given thereunder.
6. The Unsecured NCDs can be rolled over by passing a special resolution by the Unsecured NCD Holders through postal ballot, with the consent of at least 75 % of the Unsecured NCD Holders by value of such Unsecured NCDs, after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations, as amended from time to time. Our Company shall redeem the Unsecured NCDs of all the Unsecured NCD Holders, who have either not participated in the voting by postal ballot or have not given their positive consent to the roll-over.

The aforementioned rights of the Unsecured NCD Holders are merely indicative. The final rights of the Unsecured NCD Holders will be as per the terms of the Shelf Prospectus, this Tranche 1 Prospectus and the Debenture Trust Deed.

Minimum Subscription

In terms of the SEBI Debt Regulations for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75 % of the Base Issue (i.e. Rs 37,500 lakhs). If our Company does not receive the minimum subscription of 75 % of the Base Issue (i.e. Rs 37,500 lakhs) as specified in this Tranche 1 Prospectus, prior to the Tranche 1 Issue Closing Date for the Tranche 1 Issue, the entire subscription amount shall be unblocked in the relevant ASBA account of the Applicants within 6 days from the date of closure of this Tranche 1 Issue. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event there is a delay by our Company in making the aforesaid refund within prescribed time limit, our Company will pay interest at the rate of 15 % per annum for the delayed period.

Under Section 39(3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar to the Issue does not have the necessary information for making such refunds, our Company and/or Registrar to the Issue will follow the guidelines prescribed by SEBI in this regard including the Debt Application Circular and the circular regarding Strengthening the Guidelines and Raising Industry Standard for RTA, Issuer Companies and Banker to an Issue bearing no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

Market Lot and Trading Lot

The NCDs shall be allotted in dematerialized form. As per the SEBI Debt Regulations, the trading of the NCDs shall be in dematerialized form only. Since trading of the NCDs is in dematerialized form, the tradable lot is one NCD.

Please note that the NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable interest for such NCDs) prior to redemption of the NCDs.

Allotment in this Tranche 1 Issue will be in electronic form multiples of one NCD. For details of Allotment, see “*Issue Procedure*” beginning on page 52 of this Tranche 1 Prospectus.

Nomination facility to NCD Holders

Since the allotment of NCDs will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Applicant would prevail. If the investors require changing their nomination, they are requested to inform their respective Depository Participant.

In accordance with Section 72 of the Companies Act, 2013 (read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, the sole NCD Holder or first NCD Holder, along with other joint NCD Holders (being individual(s) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the NCDs. A person, being a nominee, becoming entitled to the NCDs by reason of the death of the NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the NCD. Where the nominee is a minor, the NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the NCDs, in the event of his death, during the minority. A nomination shall stand rescinded upon sale of the NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the NCDs are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such NCD Holders. Fresh nominations can be made only in the prescribed form available on request at our Registered Office, at such other addresses as may be notified by us, or at the office of the Registrar to the Issue or the transfer agent.

NCD Holders are advised to provide the specimen signature of the nominee to us to expedite the transmission of the NCDs to the nominee in the event of demise of the NCD Holders. The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, any person who becomes a nominee by virtue of the above said Section, shall upon the production of such evidence as may be required by our Board, elect either:

- (a) To register himself or herself as the holder of the NCDs; or
- (b) To make such transfer of the NCDs, as the deceased holder could have done.

NCD Holders who are holding NCDs in dematerialized form need not make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the NCD Holder will prevail. If the NCD Holders require changing their nominations, they are requested to inform their respective Depository Participant.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the NCDs, until the requirements of the notice have been complied with.

Succession

Where NCDs are held in joint names and one of the joint NCD Holder dies, the survivor(s) will be recognized as the NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the NCDs. In the event of demise of the sole or first holder of the NCDs, our Company will recognise the executors or administrator of the deceased NCD Holders, or the holder of the succession certificate or other legal representative as having title to the NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The Directors, the Board, any committee of the Board or any other person authorised by the Board in their absolute discretion may, in any case, dispense with the requirement of production of probate or letter of administration or succession certificate or other legal representation. In case of death of NCD Holders who are holding NCDs in dematerialized form, third person is not required to approach our Company to register his name as successor of the deceased NCD Holder. The NCD Holder shall approach the respective Depository Participant for this purpose and submit necessary documents as required by the Depository Participant.

Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the legacy cell of the 1. RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.
2. Proof that the non-resident Indian is an Indian national or is of Indian origin.
3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts of jurisdiction in Mumbai, India.

Application in the Issue

NCDs being issued through this Tranche 1 Prospectus can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this Tranche 1 Issue shall be made through the ASBA facility only.

In terms of Regulation 4(2)(d) of the Debt Regulations, our Company will make public issue of the NCDs in the dematerialized form only.

Period of subscription

TRANCHE 1 ISSUE OPENS ON	Tuesday, January 7, 2020
TRANCHE 1 ISSUE CLOSES ON	Friday, January 17, 2020

This Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated in this Tranche 1 Prospectus, except that this Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board. In the event of such an early closure or extension of this Tranche 1 Issue, our Company 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 closure of this Tranche 1 Issue.

Applications Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchange, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only from 10:00 a.m. till 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchange.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchanges on the Tranche 1 Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Issue Closing

Date and, no later than 3.00 p.m. on the Tranche 1 Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche 1 Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under this Tranche 1 Issue. Neither our Company, nor the Members of the Syndicate are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. Please note that the Basis of Allotment will be as per this Tranche 1 Prospectus. In this regard as per the SEBI circular dated October 29, 2013, the allotment in this Tranche 1 Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

Procedure for re-materialization of NCDs

NCD Holders who wish to hold the NCDs in physical form, on account of re-materialization may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their PAN to our Company and the DP. No proposal for re-materialization of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such re-materialization.

Transfer or Transmission of NCDs

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI requirements and/or as provided in our Articles of Association. Please see "*Summary of the Key Provisions of the Articles of Association*" beginning on page 191 of the Shelf Prospectus. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, the relevant provisions of which have come into effect from April 1, 2019, NCDs held in physical form, pursuant to any re-materialization, as above, cannot be transferred except by way of transmission or transposition. Any trading of the NCDs issued pursuant to this Tranche 1 Issue shall be compulsorily in dematerialized form only.

Day Count Convention

Interest shall be computed on actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI circular on Issues Pertaining to Primary Issuance of Debt Securities bearing no. CIR/IMD/DF/18/2013 dated October 29, 2013 and regarding clarification on aspects related to day count convention for debt securities issued under the SEBI Debt Regulations bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Effect of holidays on payments

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. 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.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest redemption payments shall be made only on the days when the money market is functioning in Mumbai.

Illustration for guidance in respect of the day count convention and effect of holidays on payments

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI circular regarding Issues Pertaining to Primary Issuance of Debt Securities bearing no. CIR/IMD/DF/18/2013 dated October 29, 2013 and regarding clarification on aspects related to day count convention for debt securities issued under the SEBI Debt Regulations bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016, is disclosed in Annexure F of this Tranche 1 Prospectus.

ISSUE STRUCTURE

The following are the key terms of the NCDs. This section should be read in conjunction with, and is qualified in its entirety by more detailed information in "General Terms of the Issue" and "Issue Procedure" beginning on page 32 of this Tranche 1 Prospectus.

TERMS AND CONDITIONS IN CONNECTION WITH THE NCDs*

Common Terms of NCDs

Particulars	Details
Issuer	Tata Capital Housing Finance Limited
Lead Managers	Edelweiss Financial Services Limited and A. K. Capital Services Limited
Debenture Trustee	IDBI Trusteeship Services Limited
Registrar to the Issue	KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)
Type and nature of instrument and seniority	Secured NCDs of face value of ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each
Base Issue	₹ 50,000 lakh
Option to retain Oversubscription Amount	₹ 1,50,000 lakh
Face Value (in ₹ / NCD)	1,000
Issue Price (in ₹ / NCD)	1,000
Mode of Issue	Public Issue
Tranche 1 Issue	Public issue by our Company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (" Secured NCDs ") and unsecured, subordinated, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each (" Unsecured NCDs "), (together referred as " NCDs ") for an amount aggregating up to ₹ 5,00,000 lakh (" Shelf Limit "). The unsecured, rated, listed, redeemable, non-convertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as Tier II capital. The base issue size of this tranche 1 issue is ₹ 50,000 lakh with an option to retain oversubscription up to ₹ 1,50,000 lakh, aggregating up to 2,00,00,000 NCDs and amounting to ₹ 2,00,000 lakh which is within the Shelf Limit (" Tranche 1 Issue "). This Tranche 1 Issue is being made pursuant to the terms and conditions of this tranche 1 prospectus (" Tranche 1 Prospectus ") which should be read together with the shelf prospectus dated December 30, 2019 (" Shelf Prospectus ") filed with Registrar of Companies, Maharashtra at Mumbai (" RoC "), the Stock Exchanges and the Securities and Exchange Board of India 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 "), the Companies Act, 2013 and rules made thereunder, each as amended, and to the extent notified (the " Companies Act, 2013 "). The Shelf Prospectus and this Tranche 1 Prospectus constitute the prospectus (" Prospectus ")
Tranche 1 Issue Size	₹ 2,00,000 lakh
Listing	NSE and BSE NSE shall be the Designated Stock Exchange for the Issue The NCDs shall be listed in accordance with applicable law and within the timeframe stipulated by SEBI
Lock-in	Not applicable
Mode of Allotment and Trading	Compulsorily in dematerialized form
Mode of settlement	Please see, "Issue Structure" beginning on page 38 of this Tranche 1 Prospectus
Market / Trading Lot	One NCD
Depositories	NSDL and CDSL
Security and Security Cover	The Secured NCDs would constitute secured obligations of our Company and shall rank <i>pari passu inter se</i> , present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall be secured by way of a first ranking <i>pari passu</i> charge by way of mortgage over our Company's specific immovable property and a first ranking <i>pari passu</i> floating charge over the movable properties of our Company, including book debts (excluding the exclusive charge created by our Company in favour of NHB as security for the due repayment for

Particulars	Details					
	financial assistance by way of refinancing granted by NHB to our Company). No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of subordinated debt and will be eligible for Tier II Capital					
Who can apply/ Eligible Investors	Please see, "Issue Procedure" beginning on page 52 of this Tranche 1 Prospectus					
Credit Ratings	Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in ₹, lakh)	Rating definition
	CRISIL	Non-convertible debentures and subordinated debt	CRISIL AAA/Stable	November 27, 2019 and further revalidated by letter dated December 24, 2019	5,00,000	Stable
	ICRA	Non-convertible debentures and subordinated debt	[ICRA] AAA (stable)	November 27, 2019 and further revalidated by letter dated December 24, 2019	5,00,000	Stable
	Please see Annexures A to D of this Tranche 1 Prospectus for rating letters and rationale letters for the above ratings. Please see the disclaimer clause of CRISIL and ICRA forming part of "General Information" beginning on page 16 of this Tranche 1 Prospectus					
Pay-in date	Application Date. The entire Application Amount is payable on Application					
Application money	The entire application amount is payable on submitting the application					
Record Date	The Record Date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 days prior to the date on which interest is due and payable, and/or the date of redemption. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchanges are having trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchanges, will be deemed as the Record Date. Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016					
Objects of the Issue	Please see, "Objects of the Issue" beginning on page 28 of this Tranche 1 Prospectus					
Details of the utilization of Issue proceeds	Please see, "Objects of the Issue" beginning on page 28 of this Tranche 1 Prospectus					
Step up/ Step down interest rates	Not applicable					
Interest Payment Date	Please see "Issue Structure" beginning on page 38 of this Tranche 1 Prospectus					
Interest type	Fixed					
Interest reset process	Not applicable					
Day count convention	Actual/Actual					
Working Days convention / Effect of holidays on payment	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche 1 Issue Closing Date to listing of the NCDs, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.					

Particulars	Details
	<p>If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by our Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. 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.</p> <p>If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by our Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest redemption payments shall be made only on the days when the money market is functioning in Mumbai</p>
Tranche 1 Issue Opening Date	Tuesday, January 7, 2020
Tranche 1 Issue Closing Date	Friday, January 17, 2020
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, execution of Debenture Trust Deed, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/ prescribed under applicable laws
Put/Call Option Date/Price/notification time	Not applicable
Call Notification Time / Put Notification Time	Not applicable
Deemed Date of Allotment	The date on which the Board of Directors approves the Allotment of the NCDs for Tranche 1 Issue or such date as may be determined by the Board. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for the Tranche 1 Issue by way of this Tranche 1 Prospectus) shall be available to the Debenture Holders from the Deemed Date of Allotment
Transaction Documents	Transaction documents shall mean the Issue Agreement, Registrar Agreement, Debenture Trustee Agreement, Consortium Agreement, Public Issue Account Agreement and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee. For further details see, " <i>Material Contracts and Documents for Inspection</i> " beginning on page 92 of this Tranche 1 Prospectus
Conditions precedent and subsequent to the disbursement	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent and subsequent to disbursement
Events of default	Please see, " <i>Issue Structure</i> " beginning on page 38 of this Tranche 1 Prospectus
Roles and responsibilities of the Debenture Trustee	Please see, " <i>General Terms of the Issue</i> " beginning on page 32 of this Tranche 1 Prospectus
Governing law and jurisdiction	The Issue shall be governed in accordance with the laws of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai

**This Tranche 1 Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche 1 Issue may close on such earlier date or extended date as may be decided by the Board of Directors. In the event of such an early closure of or extension of this Tranche 1 Issue, our Company 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 closure. Application Forms for this Tranche 1 Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges, on Working Days during the Issue Period. On the Tranche 1 Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.*

In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, the Company will make public issue of NCDs in the dematerialised form. Trading in NCDs shall be compulsorily in dematerialized form.

Please refer to Schedule F for details pertaining to the cash flows of the Company in accordance with the SEBI circulars bearing numbers CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Specific Terms for each Series of NCDs

Terms of Payment

The entire amount of face value of NCDs applied for will be blocked in the relevant ASBA Account maintained with the SCSB. In the event of Allotment of a lesser amount of NCDs than applied for, our Company shall unblock the additional amount blocked upon application in the ASBA account, in accordance with the terms of the Shelf Prospectus and this Tranche 1 Prospectus.

Participation by any of the above-mentioned Investor classes in this Tranche 1 Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and/or regulatory provisions.

The NCDs have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the NCDs have not been and will not be registered under the U.S. Securities Act, 1933, as amended (the “Securities Act”) or the securities laws of any state of the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The Issuer has not registered and does not intend to register under the U.S. Investment Company Act, 1940 in reliance on section 3(c)(7) thereof. This Tranche 1 Prospectus may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever, and in particular, may not be forwarded to any U.S. Person or to any U.S. address.

Applications may be made in single or joint names (not exceeding three). Applications should be made by Karta in case the Applicant is an HUF. If the Application is submitted in joint names, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the depository account held in joint names. If the depository account is held in joint names, the Application Form should contain the name and PAN of the person whose name appears first in the depository account and signature of only this person would be required in the Application Form. This Applicant would be deemed to have signed on behalf of joint holders and would be required to give confirmation to this effect in the Application Form. Please ensure that such Applications contain the PAN of the HUF and not of the Karta. In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue.

Specific terms and conditions in connection with each series of NCDs

Series	I*	II	III	IV	V	VI
Frequency of Interest Payment	Annual	Monthly	Annual	Monthly	Annual	Annual
Type of NCD	Secured	Secured	Secured	Secured	Secured	Unsecured
Minimum Application	₹10,000 (10 NCDs) across all Series					
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000					
In Multiples of thereafter (₹)	₹ 1,000/- (1 NCD)					
Tenor	36 months	60 months	60 months	96 months	96 months	120 months
Coupon (% per annum) for NCD Holders in Category I & II	8.00%	7.92%	8.20%	8.01%	8.30%	8.55%
Coupon (% per annum) for NCD Holders in Category III & IV	8.10%	8.01%	8.30%	8.10%	8.40%	8.70%
Effective Yield (% per annum) for NCD	7.99%	8.21%	8.19%	8.30%	8.29%	8.54%

Series	I*	II	III	IV	V	VI
Holder in Category I & II						
Effective Yield (% per annum) for NCD Holders in Category III & IV	8.09%	8.30%	8.29%	8.40%	8.39%	8.69%
Mode of Interest Payment	Through various mode available					
Amount (Rs / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹1,000	₹1,000	₹1,000	₹1,000	₹1,000	₹1,000
Put and Call Option	NA	NA	NA	NA	NA	NA

*Our Company would allot the Series I NCDs, as specified in this Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Series of NCDs.

Subject to applicable tax deducted at source, if any

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking Allotment of NCDs pursuant to the Issue. For further details, see “Issue Procedure” on page 52 of this Tranche 1 Prospectus.

Interest and Payment of Interest

The relevant interest for each Option will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment will be made at the time of redemption of the NCDs.

Interest payment

Series I Secured NCD

In case of Series I Secured NCDs, interest would be paid annually on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series I NCD:

Category of NCD Holders	Coupon (%)
Category I & II	8.00
Category III & IV	8.10

Series I Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 36 months from the Deemed Date of Allotment.

Series II Secured NCD

In case of Series II Secured NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series II Secured NCD:

Category of NCD Holders	Coupon (%)
Category I & II	7.92
Category III & IV	8.01

Series II Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

Series III Secured NCD

In case of Series III Secured NCDs, interest would be paid annually on actual/actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series III Secured NCD:

Category of NCD Holders	Coupon (%)
Category I & II	8.20
Category III & IV	8.30

Series III Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment.

Series IV Secured NCD

In case of Series IV Secured NCDs, interest would be paid monthly on Actual/Actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series IV Secured NCD:

Category of NCD Holders	Coupon (%)
Category I & II	8.01
Category III & IV	8.10

Series IV Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 96 months from the Deemed Date of Allotment.

Series V Secured NCD

In case of Series V Secured NCDs, interest would be paid annually on actual/actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series V Secured NCD:

Category of NCD Holders	Coupon (%)
Category I & II	8.30
Category III & IV	8.40

Series V Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 96 months from the Deemed Date of Allotment.

Series VI Unsecured NCD

In case of Series VI Unsecured NCDs, interest would be paid annually on actual/actual basis at the following rate of interest on the amount outstanding from time to time, commencing from the Deemed Date of Allotment of each Series VI Unsecured NCD:

Category of NCD Holders	Coupon (%)
Category I & II	8.55
Category III & IV	8.70

Series VI Unsecured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 120 months 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.

Taxation

As per clause (ix) of Section 193 of the IT Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialized form, unless there is an amendment to the IT Act that warrants a withholding.

However, in case of NCDs held in physical form on account of re-materialization, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor, if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the Secured NCDs, then the tax will be deducted at applicable rate. However in case of NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar to the Issue quoting the name of the sole/ first NCD Holder, NCD folio number and the distinctive number(s) of the NCDs held, at least seven days prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCDs. The investors need to submit Form 15H/ 15G/certificate in original with the Assessing Officer for each financial year during the currency of the NCDs to ensure non-deduction or lower deduction of tax at source from interest on the NCDs.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar to the Issue at least seven days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

Payment of Interest

The Tenor, Coupon Rate / Yield and Redemption Amount applicable for each Series of Secured NCDs shall be determined at the time of Allotment of Secured NCDs. Secured NCDs once allotted under any particular Series of Secured NCDs shall continue to bear the applicable Tenor, Coupon/Yield and Redemption Amount as at the time of original Allotment irrespective of the category of Secured NCD Holder on any Record Date, and such tenor, coupon/yield and redemption amount as at the time of original allotment will not be impacted by trading of any series of Secured NCDs between the categories of persons or entities in the secondary market.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Investors. In such cases, interest, on the interest payment date, would be directly credited to the account of those Investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to help NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. Refer to the paragraph on "*Manner of Payment of Interest/ Refund/ Redemption*" at page 45 of this Tranche 1 Prospectus.

Payment of Interest will be made to those Secured NCD Holders whose names appear in the register of Secured NCD Holders (or to first holder in case of joint-holders) as on Record Date. For Secured NCDs subscribed, in respect to Series II and Series IV, where the interest is to be paid on a monthly basis, relevant interest will be calculated on an actual/actual basis on the amount outstanding from time to time commencing from the Deemed Date of Allotment during the tenor of such Secured NCDs.

For Series VI Unsecured NCDs, on every relevant Record Date, the Registrar and/or our Company shall determine the list and identity of NCD Holders, (based on their DP identification, PAN and/or entries in the register of NCD Holders), and make applicable interest/ Maturity Amount payments based on whether such NCD Holder as on the applicable Record Date is an Individual or a Non Individual. For all the NCD Holders classified in the category as Individuals shall be paid interest at the rate of 8.70% annually and to any other category of investors the Company shall pay interest at the rate of 8.55% annually.

Payment of Interest will be made to those Unsecured NCD Holders whose names appear in the register of Unsecured NCD Holders (or to first holder in case of joint-holders) as on Record Date. For Unsecured NCDs subscribed, in respect to Series VI, where the interest is to be paid on an annual basis, relevant interest will be calculated on an actual/actual basis on the amount outstanding from time to time commencing from the Deemed Date of Allotment during the tenor of such Unsecured NCDs.

Mode of payment of Interest to NCD Holders

Payment of interest will be made to (i) in case of NCDs in de-materialized form, the persons who for the time being appear in the register of beneficial owners of the NCDs as per the Depositories as on the Record Date and (ii) in case of NCDs in physical form on account of re-materialization, the persons whose names appear in the register of debenture holders maintained by us (or to first holder in case of joint-holders) as on the Record Date.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the NCD Holders. In such cases, interest, on the Interest Payment Date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details see "*Issue Structure - Manner of Payment of Interest / Refund / Redemption*" beginning on page 45 of this Tranche 1 Prospectus.

Maturity and Redemption

The relevant interest will be paid in the manner set out in "*Issue Structure- Payment of Interest*" at page 44 of this Tranche 1 Prospectus. The last interest payment will be made at the time of redemption of the NCD.

Series	Maturity period/Redemption (as applicable)
I	36 months from the Deemed Date of Allotment
II	60 months from the Deemed Date of Allotment
III	60 months from the Deemed Date of Allotment
IV	96 months from the Deemed Date of Allotment
V	96 months from the Deemed Date of Allotment
VI	120 months from the Deemed Date of Allotment

Deemed Date of Allotment

The date on which the Board of Directors approves the Allotment of the NCDs for this Tranche 1 Issue or such date as may be determined by the Board. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for this Tranche 1 Issue by way of this Tranche 1 Prospectus) shall be available to the Debenture Holders from the Deemed Date of Allotment.

Application Size

Each application should be for a minimum of 10 NCDs and in multiples of 1 NCD thereafter (for all Series of NCDs, namely Series I, Series II, Series III, Series IV, Series V and Series VI either taken individually or collectively). The minimum application size for each application for NCDs would be ₹ 10,000 and in multiples of ₹ 1,000 thereafter.

Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions.

Terms of Payment

The entire issue price per NCD, as specified in this Tranche 1 Prospectus for this Tranche 1 Issue, is payable on application itself.

Record Date

The date for payment of interest in connection with the NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the date of redemption under this Tranche 1 Prospectus. In case the Record Date falls on a day when the Stock Exchanges are having trading holiday, the immediate subsequent trading day or a date notified by our Company to the Stock Exchanges, will be deemed as the Record Date. Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Manner of Payment of Interest / Refund / Redemption*

The manner of payment of interest / refund / redemption in connection with the NCDs is set out below:

For NCDs applied / held in electronic form

The bank details will be obtained from the Depositories for payment of Interest / refund / redemption as the case may be. Applicants who have applied for or are holding the NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays

in credit of refunds to the applicant at the applicant's sole risk, and neither the Lead Managers our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same.

In case of ASBA Applicants, the Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants.

For NCDs held in physical form on account of re-materialization

The bank details will be obtained from the Registrar to the Issue for payment of interest / refund / redemption as the case may be. Please see the procedure for "Procedure for re-materialization of NCDs" on page 37 of this Tranche 1 Prospectus.

**In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,837.50, then the amount shall be rounded off to ₹ 1,838.*

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

1. Direct Credit

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

2. NACH

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition ("MICR") code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. RTGS

Applicants having a bank account with a participating bank and whose interest payment/ refund/ redemption amounts exceed ₹ 2,00,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment/ refund/ redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment/ refund/ redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. NEFT

Payment of interest/ refunds/ redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("IFSC"), which can be linked to a MICR, if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest/ refund/ redemption will be made to the applicants through this method.

5. Registered Post/Speed Post

For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund / redemption orders shall be dispatched through speed post/ registered post.

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

Please note that our Company shall not be responsible to the holder of NCDs, for any delay in receiving credit of interest / refund / redemption so long as our Company has initiated the process of such request in time.

Printing of Bank Particulars on Interest Warrants

As a matter of precaution against possible fraudulent encashment of refund orders and interest/ redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the orders/ warrants. In relation to NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of Secured NCDs held in physical form either on account of re-materialization or transfer, the Secured NCD Holders are advised to submit their bank account details with our Company/ Registrar to the Issue at least seven days prior to the Record Date failing which the orders/ warrants will be dispatched to the postal address of the Secured NCD Holders as available in the records of our Company either through speed post or registered post.

Bank account particulars will be printed on the orders/ warrants which can then be deposited only in the account specified.

Loan against NCDs

As per the RBI circular dated June 27, 2013, our Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues.

Buy Back of NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buy-back the NCDs, upon such terms and conditions as may be decided by our Company.

Our Company may, from time to time, invite the NCD Holders to offer the NCDs held by them through one or more buy-back schemes and/or letters of offer upon such terms and conditions as our Company may determine, subject to applicable statutory and/or regulatory requirements. Such NCDs which are bought back may be extinguished, re-issued and/or resold in the open market with a view of strengthening the liquidity of the NCDs in the market, subject to applicable statutory and/or regulatory requirements.

Form and Denomination of Secured NCDs

In case of Secured NCDs held in physical form on account of rematerialisation, a single certificate will be issued to the NCD Holder for the aggregate amount of the Secured NCDs held ("**Consolidated Certificate**"). The Applicant can also request for the issue of NCD certificates in denomination of one Secured NCD ("**Market Lot**"). In case of Secured NCDs held under different Options, by a NCD Holder, separate Consolidated Certificates will be issued to the NCD Holder for the aggregate amount of the Secured NCDs held under each Option.

It is, however, distinctly to be understood that the Secured NCDs pursuant to this Tranche 1 Issue shall be traded only in dematerialized form.

In respect of Consolidated Certificates, only upon receipt of a request from the NCD Holder, the Consolidated Certificates would be split into smaller denominations, subject to the minimum of Market Lot. No fee would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate, which would then be treated as cancelled.

Form and Denomination of Unsecured NCDs

In case of Unsecured NCDs held in physical form on account of rematerialisation, a single certificate will be issued to the NCD Holder for the aggregate amount of the Unsecured NCDs held ("**Consolidated Certificate**"). The Applicant can also request for the issue of NCD certificates in denomination of one Unsecured NCD ("**Market Lot**"). In case of Unsecured NCDs held under different Options, by a NCD Holder, separate Consolidated Certificates will be issued to the NCD Holder for the aggregate amount of the Unsecured NCDs held under each Option.

It is, however, distinctly to be understood that the Unsecured NCDs pursuant to the issue shall be traded only in dematerialized form.

In respect of Consolidated Certificates, only upon receipt of a request from the NCD Holder, the Consolidated Certificates would be split into smaller denominations, subject to the minimum of Market Lot. No fee would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the NCD Holder. The request for splitting should be accompanied by the original NCD certificate, which would then be treated as cancelled.

Procedure for Redemption by NCD holders

The procedure for redemption is set out below:

NCDs held in physical form on account of re-materialization:

No action would ordinarily be required on the part of the NCD Holder at the time of redemption and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. However, our Company may require that the NCD certificate(s), duly discharged

by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates) be surrendered for redemption on maturity and should be sent by the NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. NCD Holders may be requested to surrender the NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment.

We may at our discretion redeem the NCDs without the requirement of surrendering of the NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of redemption of NCDs. In such case, the NCD certificates would be deemed to have been cancelled.

NCDs held in electronic form:

No action is required on the part of NCD Holder(s) at the time of redemption of NCDs.

Payment on Redemption

The manner of payment of redemption is set out below*.

NCDs held in physical form on account of re-materialization

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificates, duly discharged by the sole holder/ all the joint-holders (signed on the reverse of the NCD certificates). Dispatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or (if so requested by our Company in this regard) within a period of 30 days from the date of receipt of the duly discharged NCD certificate.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least seven days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties *inter se* and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to NCD Holders towards their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCDs.

NCDs held in electronic form

On the redemption date, redemption proceeds would be paid by cheque/ pay order/ electronic mode to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption. These NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of NCD Holders.

Our liability to NCD Holders towards his/their rights including for payment/ redemption in all events shall end when we dispatch the redemption amounts to the NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the NCDs.

**In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 1,837.5, then the amount shall be rounded off to ₹ 1,838.*

Redemption Date

Please see “*Specific terms and conditions in connection with each series of NCDs*” on page 41 of this Tranche 1 Prospectus.

Transfer/Transmission of NCD(s)

For NCDs held in physical form on account of re-materialization

The payment on redemption of the NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificates, duly discharged by the sole holder or all the joint-holders (signed on the reverse of the NCD certificates). Dispatch of cheques or pay orders, etc. in respect of such payment will be made on the Redemption Date or (if so requested by our Company in this regard) within a period of 30 (thirty) days from the date of receipt of the duly discharged NCD certificate. These NCDs will be simultaneously extinguished to the extent of amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the NCDs. It may be noted that in the entire process mentioned above, no action is required on part of the NCD Holders.

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the Redemption Date to those NCD Holders whose names stand in the register of debenture holders maintained by us or the Registrar to the Issue on the Record Date fixed for the purpose of Redemption. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least 7 days prior to the Record Date. In case the transfer documents are not lodged with us at least 7 days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to NCD Holders towards their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the NCD Holders. Further, we will not be liable to pay any interest, income or compensation of any kind from the Redemption Date of the NCDs.

For NCDs held in dematerialized form

The NCDs held in dematerialized form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/CDSL and the relevant Depository Participants of the transferor and the transferee and any other applicable laws and rules notified in respect thereof. The transferees should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the register of debenture holders or the records as maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferors and not with our Company or Registrar to the Issue.

In case the transferee does not have a Depository Participant account, the transferor can rematerialize the NCDs and thereby convert his dematerialized holding into physical holding. Thereafter, these NCDs can be transferred in the manner as stated above for transfer of NCDs held in physical form.

Title

In case of:

- NCDs held in the dematerialized form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- the NCDs held in physical form on account of re-materialization, the person for the time being appearing in the register of NCD Holders shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificates issued in respect of the NCDs and no person will be liable for so treating the NCD Holder.

No transfer of title of a NCD will be valid unless and until entered in the register of NCD Holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the NCDs will need to be settled with the seller of the NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the relevant provisions of the Companies Act, 2013 applicable as on the date of this Tranche 1 Prospectus shall apply, *mutatis mutandis* (to the extent applicable) to the NCD(s) as well.

For NCDs held in electronic form

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of the NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer's Depository Participant account to his depository participant.

In case the transferee does not have a Depository Participant account, the transferor can rematerialize the NCDs and thereby convert his dematerialized holding into physical holding. Thereafter, these NCDs can be transferred in the manner as stated above for transfer of NCDs held in physical form on account of re-materialization.

Common form of transfer

Our Company undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Sharing of information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the NCD Holders available with us or the Registrar to the Issue and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the NCD Holders required to be given by us or the Debenture Trustee will be sent by speed post or registered post or through email or other electronic media to the registered NCD Holders from time to time.

Issue of Duplicate NCD Certificate(s) issued in physical form on account of re-materialization

If NCD certificate(s) is/ are mutilated or defaced or the cages for recording transfers of NCDs are fully utilized, the same may be replaced by us against the surrender of such certificate(s). Provided, where the NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/ security and/or documents as we may deem adequate, duplicate NCD certificates shall be issued. Upon issuance of a duplicate NCD certificate, the original NCD certificate shall stand cancelled.

Security

The Secured NCDs would constitute secured obligations of our Company and shall rank *pari passu inter se*, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall be secured by way of a first ranking *pari passu* charge by way of mortgage over our Company's specific immovable property and a first ranking *pari passu* floating charge over the movable properties of our Company, including book debts (excluding the exclusive charge created by our Company in favour of NHB as security for the due repayment for financial assistance by way of refinancing granted by NHB to our Company).

No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of subordinated debt and will be eligible for Tier II Capital.

Our Company will create the security for the NCDs in favour of the Debenture Trustee for the NCD Holders on the assets to ensure 100 % security cover of the amount outstanding in respect of NCDs, including interest thereon, at any time.

Our Company intends to enter into an agreement with the Debenture Trustee ('**Debenture Trust Deed**'), the terms of which will govern the appointment of the Debenture Trustee and the issue of the NCDs. Our Company undertakes that the necessary documents for the creation of the security, including the Debenture Trust Deed would be executed within the time frame prescribed as per applicable law and the same would be uploaded on the website of the Designated Stock Exchange, within five working days of execution of the same. Our Company proposes to complete the execution of the Debenture Trust Deed before the allotment of the NCDs and utilize the funds only after the stipulated security has been created and upon receipt of listing and trading approval from the Designated Stock Exchange.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the NCD Holders the principal amount on the NCDs on the relevant redemption date and also that it will pay the interest due on NCDs on the rate specified in this Tranche 1 Prospectus and in the Debenture Trust Deed.

The Debenture Trust Deed will also provide that our Company may withdraw any portion of the security and replace with another asset of the same or a higher value.

Trustees for the NCD Holders

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustees for the NCD Holders. The Debenture Trustee and we will execute a Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us within such period as specified under Regulation 15 of the SEBI Debt Regulations and on failure to do the same, we shall pay interest of at least two percent per annum to the NCD Holders, over and above the agreed coupon

rate, till the execution of the Debenture Trust Deed. The NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the NCD Holders shall discharge us *pro tanto* to the NCD Holders. The Debenture Trustee will protect the interest of the NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Events of Default

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the NCD Holders representing at least 51 % in value of the outstanding amount of the NCDs or with the sanction of a resolution, passed at a meeting of the NCD Holders, give notice to our Company specifying that the NCDs and/or any particular series of NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice *inter alia* if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences will be specified in the Debenture Trust Deed:

- (i) default is committed in payment of the principal amount of the NCDs on the due date(s); and
- (ii) default is committed in payment of any interest on the NCDs on the due date(s).

As per the Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, as amended from time to time, our Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. Our Company shall have the right of set-off and lien, present as well as future, on the moneys due and payable to the NCD Holders or deposits held in the account of the NCD Holders, whether in single name or joint name, to the extent of all outstanding dues by the NCD Holders to our Company, subject to applicable law.

Lien on pledge of NCDs

Our Company may, at its discretion note a lien on pledge of NCDs if such pledge of NCD is accepted by any third party bank/institution or any other person for any loan provided to the NCD Holder against pledge of such NCDs as part of the funding, subject to applicable law.

Future Borrowings

We shall be entitled to make further issue of secured or unsecured debentures and/or borrow/raise term loans or raise further funds from time to time from any persons, banks, financial institutions or bodies corporate or any other agency or obtain refinance from the NHB without the consent of, or notification to or consultation with the holder of NCDs or the Debenture Trustee by creating a charge on any assets, provided the stipulated security cover is maintained.

Interest in case of delay

If allotment is not made within the prescribed time period under applicable law, the entire subscription amount will be refunded/unblocked within the time prescribed under applicable law, failing which interest may be due to be paid to the Applicants, for the delayed period, as prescribed in applicable law. Our Company shall not be liable to pay any interest on monies liable to be refunded in case of (a) invalid applications or applications liable to be rejected, (b) applications which are withdrawn by the Applicant and/or (c) monies paid in excess of the amount of NCDs applied for in the Application Form. Please see, "*Issue Procedure - Rejection of Applications*" on page 64 of this Tranche 1 Prospectus.

ISSUE PROCEDURE

This section applies to all Applicants. Specific attention of all Applicants is invited to the SEBI Circular CIR/DDHS/P/121/2018 dated August 16, 2018, which provides, inter alia, that for all public issues of debt securities opening on or after October 1, 2018, all Applicants shall mandatorily use the ASBA facility for participating in the Issue. ASBA Applicants and Applicants applying through the Direct Online Application Mechanism (as defined hereinafter) should note that the ASBA process and the Direct Online Application Mechanism involve application procedures that are different from the procedure applicable to all other Applicants. Please note that all Applicants are required to pay the full Application Amount or ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. ASBA Applicants ensure that their respective ASBA accounts be blocked by the SCSBs in the relevant ASBA Accounts. This section applies to all Applicants.

ASBA Applicants should note that they may submit their ASBA Applications to the Designated Intermediaries.

Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable law or as specified in this Tranche 1 Prospectus.

Please note that this section has been prepared based on the circular no. CIR./IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI (“Debt Application Circular”). The procedure mentioned in this section is subject to the Stock Exchanges putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Applications made through the Direct Online Application Mechanism and the online payment gateways to be offered by Stock Exchanges and accordingly, is subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or SEBI. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges and the Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchanges. Hence, the Direct Online Application facility will not be available for this Tranche 1 Issue.

Specific attention is drawn to the circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of the 2012 SEBI Circular to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges, as opposed to the date and time of upload of each such application.

PLEASE NOTE THAT ALL DESIGNATED INTERMEDIARIES WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THE ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGES AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THIS TRANCHE 1 PROSPECTUS, THE TRANCHE 1 ISSUE OPENING DATE AND THE TRANCHE 1 ISSUE CLOSING DATE.

THE MEMBERS OF THE CONSORTIUM AND OUR COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF SUCH DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS TRANCHE 1 ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES. FURTHER, THE RELEVANT STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GRIEVANCES ARISING FROM APPLICATIONS THROUGH DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.

Please note that for the purposes of this section, the term “Working Day” shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchanges excluding Sundays and bank holidays in Mumbai.

Who can apply?

The following categories of persons are eligible to apply in this Tranche 1 Issue.

Category I

- Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;

- Provident funds and pension funds with a minimum corpus of ₹ 2,500 lakh, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDAI;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 50,000 lakh as per the last audited financial statements;
- National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and
- Mutual funds registered with SEBI.

Category II

- Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks;
- Trusts including public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners;
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons

Category III

High Net-Worth Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10,00,000 across all options of NCDs in this Tranche 1 Issue

Category IV

Retail Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹ 10,00,000 across all options of NCDs in this Tranche 1 Issue.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to this Tranche 1 Issue.

The Lead Managers and their respective associates and affiliates are permitted to subscribe in this Tranche 1 Issue.

The information below is given for the benefit of Applicants. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Tranche 1 Prospectus.

How to apply?

Availability of the Shelf Prospectus, this Tranche 1 Prospectus, Abridged Prospectus and Application Forms.

Please note that there is a single Application Form who are persons resident in India.

Copies of the Abridged Prospectus containing the salient features of the Shelf Prospectus, this Tranche 1 Prospectus together with Application Forms and copies of the Shelf Prospectus and this Tranche 1 Prospectus may be obtained from our Registered Office, the Lead Managers, the Registrar to the Issue and the Designated Branches of the SCSBs. Additionally the Shelf Prospectus, this Tranche 1 Prospectus and the Application Forms will be available

- (i) for download on the website of NSE at www.nseindia.com, on the website of BSE at www.bseindia.com and the website of the Lead Managers at www.edelweissfin.com and www.akgroup.co.in.
- (ii) at the designated branches of the SCSBs and the Members of the Consortium at the Specified Locations.

Electronic Application Forms will also be available on the website of the Stock Exchanges. A unique application number ("UAN") will be generated for every Application Form downloaded from the websites of the Stock Exchanges. A hyperlink to the website of the Stock Exchanges for this facility will be provided on the website of the Lead Managers and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request.

Method of Application

In terms of the SEBI circular CIR/DDHS/P/121/2018 dated August 16, 2018, an eligible investor desirous of applying in this Tranche 1 Issue can make Applications through the ASBA mechanism only. Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("Direct Online Application Mechanism"). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure. Please note that the Applicants will not have the option to apply for NCDs under this Tranche 1 Issue, through the direct online applications mechanism of the Stock Exchanges. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchanges and the Stock Exchanges have confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchanges. Hence, the Direct Online Application facility will not be available for this Tranche 1 Issue.

Applicants shall mandatorily apply in the Issue through the ASBA process only. Applicants intending to subscribe in the Issue shall submit a duly filled Application form to any of the Designated Intermediaries.

Applicants should submit the Application Form only at the Bidding Centres, *i.e.* to the respective Members of the Consortium at the Specified Locations, the SCSBs at the Designated Branches, the Registered Broker at the Broker Centres, the CRTAs at the Designated CRTA Locations or CDPs at the Designated CDP Locations. Kindly note that Application Forms submitted by Applicants at the Specified Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries for deposit of the Application Forms. A list of such branches is available at <http://www.sebi.gov.in>. The Designated Intermediaries shall accept Applications only at the Specified Locations and should ensure that they verify the details about the ASBA Account and relevant SCSB prior to accepting the Application Form.

The relevant Designated Intermediaries, upon receipt of physical Application Forms from ASBA Applicants, shall upload the details of these Application Forms to the online platform of the Stock Exchanges and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained in accordance with the Debt Application Circular.

An ASBA Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to be the Designated Intermediaries at the Specified Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, the Directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar to the Tranche 1 Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to ASBA Applications accepted by the Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Tranche 1 Issue should be made by Applicants directly to the relevant Stock Exchange.

Application Size

Applicants can apply for any or all Series of NCDs offered hereunder provided the Applicant has applied for minimum application size using the same Application Form and ASBA Account.

APPLICATIONS BY VARIOUS APPLICANT CATEGORIES

Applications by Mutual Funds

Pursuant to the SEBI circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dated October 1, 2019 (“**SEBI Circular 2019**”), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 20 % of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 10 % of net assets value of scheme shall be allowed only by way of increase in exposure to HFCs. However the overall exposure in HFCs shall not exceed the sector exposure limit of 20 % of the net assets of the scheme. Further, the group level limits for debt schemes and the ceiling be fixed at 10 % of net assets value extendable to 15 % of net assets value after prior approval of the board of trustees.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMC or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (iii) a resolution authorising investment and containing operating instructions and (iv) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Application by Scheduled Commercial Banks, Co-operative Banks and RRBs

Scheduled Commercial Banks, Co-operative Banks and RRBs can apply in this Tranche 1 Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) a board resolution authorising investments; and (ii) a letter of authorisation. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Application by Non-Banking Financial Companies

Non-banking financial companies can apply in the Issue based on their own investment limits and approvals. Applications by them for allotment of the NCDs must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investments; and (iv) specimen signatures of authorised signatories. **Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

Application by Insurance Companies

Insurance companies registered with the IRDAI can apply in this Tranche 1 Issue based on their own investment limits and approvals in accordance with the regulations, guidelines and circulars issued by the IRDAI. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Application by Systemically Important Non-Banking Financial Companies

Systemically Important Non-Banking Financial Company, a non-banking financial company registered with the Reserve Bank of India and having a net worth of more than Rs. 50,000 lakh as per the last audited financial statement can apply in the Issue based upon their own investment limits and approvals. Applications by them for Allotment of the NCDs must be accompanied by certified true copies of (i) their memorandum and articles of association or charter of constitution; (ii) power

of attorney; (iii) a board resolution authorising investments; (iv) specimen signatures of authorised signatories; (v) certificate of registration issued by the RBI; (vi) last audited financial statements; (vii) net worth certificate from the statutory auditor.

Applications by Alternative Investments Funds

Applications made by 'alternative investment funds' eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") for Allotment of the NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, Applicants must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) power of attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Tranche 1 Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Public Financial Institutions or statutory corporations, which are authorized to invest in the NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications made by companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Indian scientific and/ or industrial research organizations, which are authorized to invest in the NCDs

Applications by scientific and/ or industrial research organisations which are authorised to invest in the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

Applications under a power of attorney by limited companies, corporate bodies and registered societies

In case of Applications made pursuant to a power of attorney by Applicants from Category I and Category II, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

In case of Applications made pursuant to a power of attorney by Applicants from Category III and Category IV, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of physical ASBA Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. **Failing this, our Company, in consultation with the Lead Managers, reserves the right to reject such Applications.**

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Managers may deem fit.

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the NCDs

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the NCDs, for Allotment of the NCDs must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (ii) a board resolution authorising investments; (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (iv) specimen signature of authorized person; (v) a certified copy of the registered instrument for creation of such fund/trust; and (vi) any tax exemption certificate issued by Income Tax authorities. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by National Investment Funds

Application made by a National Investment Funds for Allotment of the NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.**

The Members of Consortium and their respective associates and affiliates are permitted to subscribe in this Tranche 1 Issue.

Applications cannot be made by:

- (a) Minors without a guardian name* (A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form);
- (b) Foreign nationals;
- (c) Persons resident outside India;
- (d) Foreign Institutional Investors;
- (e) Foreign Portfolio Investors;
- (f) Non Resident Indians;
- (g) Qualified Foreign Investors;
- (h) Overseas Corporate Bodies**;
- (i) Foreign Venture Capital Funds; and
- (j) Persons ineligible to contract under applicable statutory/ regulatory requirements.

** Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872*

The Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchanges by the Designated Intermediaries.

Based on the information provided by the Depositories, our Company shall have the right to accept Applications belonging to an account for the benefit of a minor (under guardianship). In case of such Applications, the Registrar to the Issue shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchanges.

***The concept of Overseas Corporate Bodies (meaning any company, partnership firm, society and other corporate body or overseas trust irrevocably owned/held directly or indirectly to the extent of at least 60 % by NRIs), which was in existence until 2003, was withdrawn by the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, OCBs are not permitted to invest in the Issue.*

Payment instructions

An ASBA Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. Upon receipt of an intimation from the Registrar to the Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue to the respective SCSB within 6 (six) Working Days of the Tranche 1 Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of this Tranche 1 Issue or until rejection of the ASBA Application, as the case may be.

Additional information for Applicants

1. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.
2. No separate receipts will be issued for the money blocked on the submission of Application Form. However, the collection centre of the Designated Intermediaries, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.
3. Applications should be submitted on the Application Form only. In the event that physical Application Forms do not bear the stamp of the Designated Intermediaries or the relevant Designated Branch as the case may be, they are liable to be rejected.
4. Application Forms submitted by Applicants shall be for allotment of NCDs only in dematerialized form.

Applicants are advised not to submit Application Forms to Public Issue Account and the same will be rejected in such cases and the Applicants will not be entitled to any compensation whatsoever.

Filing of the Shelf Prospectus and this Tranche 1 Prospectus with RoC

A copy of the Shelf Prospectus and this Tranche 1 Prospectus shall be filed with the RoC in accordance with Section 26 and Section 31 of the Companies Act, 2013.

Pre-Issue Advertisement

Our Company will issue a statutory advertisement on or before this Tranche 1 Issue Opening Date. This advertisement will contain the information as prescribed under the SEBI Debt Regulations and Section 30 of the Companies Act, 2013. Material updates, if any, between the date of filing of the Shelf Prospectus and this Tranche 1 Prospectus with the RoC and the date of release of this statutory advertisement will be included in the statutory advertisement.

Instructions for completing the Application Form

- (a) Applications must be made in the prescribed Application Form.
- (b) Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Shelf Prospectus, this Tranche 1 Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Designated Intermediaries, will not be liable for errors in data entry due to incomplete or illegible Application Forms.
- (c) Applications are required to be for a minimum of such NCDs and in multiples of one NCD thereafter as specified in this Tranche 1 Prospectus.
- (d) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
- (e) Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details and Applications should be made by Karta in case the Applicant is an HUF. Applicants are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.

- (f) Applicants applying for Allotment must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchanges by the Designated Intermediaries, as the case may be, the Registrar to the Issue will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the NCDs.
- (g) ASBA Applicants must ensure that their Application Forms are made in a single name.
- (h) If the ASBA Account holder is different from the ASBA Applicant, the Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.
- (i) Applicant should correctly mention the ASBA Account number and ensure that funds equal to the Application Amount are available in the ASBA Account before submitting the Application Form and ensure that the signature in the Application Form matches with the signature in the Applicant's bank records.
- (j) All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.
- (k) Applications for all the Options of the NCDs may be made in a single Application Form only.

Applicants should note that neither the Members of the Consortium nor the other Designated Intermediaries, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms. Our Company would allot the NCDs, as specified in this Tranche 1 Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of NCDs.

Applicants' PAN, Depository Account and Bank Account Details

ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE NCDS SHOULD MENTION THEIR DP ID, CLIENT ID AND PAN IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID AND PAN GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.

On the basis of the DP ID, Client ID and PAN provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the Demographic Details of the Applicants including PAN and MICR code. These Demographic Details would be used for giving Allotment Advice and refunds, if any, to the Applicants. Hence, Applicants are advised to immediately update their Demographic Details (including bank account details) as appearing on the records of the Depository Participant and ensure that they are true and correct. Please note that failure to do so could result in delays in despatch/ credit of refunds, if any, to Applicants, delivery of Allotment Advice or unblocking of ASBA Accounts at the Applicants' sole risk, and neither the Members of the Consortium nor the Designated Intermediaries, nor the Registrar, nor the Banker to the Issue, nor the SCSBs, nor our Company shall have any responsibility and undertake any liability for the same.

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchanges by the Members of the Consortium or the Designated Intermediaries, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected and our Company, the Members of the Consortium and the other Designated Intermediaries shall not be liable for losses, if any.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice and printing of bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue except in relation to this Tranche 1 Issue.

By signing the Application Form, Applicants applying for the NCDs would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Refund orders/ Allotment Advice would be mailed by speed post or registered post at the address of the Applicants as per the Demographic Details received from the Depositories. Applicants may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. Further, please note that any such delay shall be at such Applicants' sole risk and neither our Company, Banker to the Issue, Registrar to the Issue nor the Lead Managers shall be liable to compensate the Applicant for any losses caused to the Applicants due to any

such delay or liable to pay any interest for such delay. In case of refunds through electronic modes as detailed in the Shelf Prospectus, refunds may be delayed if bank particulars obtained from the Depository Participant are incorrect.

In case of Applications made under powers of attorney, our Company in its absolute discretion, reserves the right to permit the holder of a power of attorney to request the Registrar to the Issue that for the purpose of printing particulars on the refund order and mailing of the refund orders/Allotment Advice through speed post or registered post, the Demographic Details obtained from the Depository of the Applicant shall be used.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of NCDs pursuant to the Issue will be made into the accounts of the Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Applications are liable to be rejected.

Electronic registration of Applications

- (a) The Designated Intermediaries will register the Applications using the on-line facilities of Stock Exchanges. The Lead Managers, our Company, and the Registrar to the Issue are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the Designated Intermediaries, (ii) the Applications uploaded by the Designated Intermediaries, (iii) the Applications accepted but not uploaded by the Designated Intermediaries, (iv) with respect to ASBA Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (v) with respect to ASBA Applications accepted and uploaded by Designated Intermediaries for which the Application Amounts are not blocked by the SCSBs.
- (b) The Stock Exchanges will offer an electronic facility for registering Applications for this Tranche 1 Issue. This facility will be available on the terminals of Members of the Consortium and the other Designated Intermediaries during the Issue Period. On the Tranche 1 Issue Closing Date, the Members of the Consortium and the other Designated Intermediaries shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Members of the Consortium and the other Designated Intermediaries on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
- (c) Based on the aggregate demand for Applications registered on the electronic facilities of the Stock Exchanges, a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchanges, would be made available at the Application centres as provided in the Application Form during the Issue Period.
- (d) At the time of registering each Application, the Designated Intermediaries, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Option(s) of NCDs applied, Application Amounts and any other details that may be prescribed by the online uploading platform of the Stock Exchanges.
- (e) A system generated Acknowledgement Slip will be given to the Applicant as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the Acknowledgement Slip from the Members of the Consortium, or the other Designated Intermediaries, as the case may be. The registration of the Applications by the Designated Intermediaries does not guarantee that the NCDs shall be allocated/ Allotted by our Company. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind.
- (f) The permission given by the Stock Exchanges to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Managers are cleared or approved by the Stock Exchanges; 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 our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Shelf Prospectus or this Tranche 1 Prospectus; nor does it warrant that the NCDs will be listed or will continue to be listed on the Stock Exchanges.
- (g) In case of apparent data entry error by Designated Intermediaries, in entering the Application Form number in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid or such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchanges.
- (h) Only Applications that are uploaded on the online system of the Stock Exchanges shall be considered for Allotment. The Designated Intermediaries shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchanges. In order that the data so captured is accurate Designated Intermediaries will be given up to one Working Day (till 1.00 p.m.) after the Tranche 1 Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after

which the data will be sent to the Registrar to the Issue for reconciliation with the data available with the NSDL and CDSL.

General Instructions

Do's

- **Check if you are eligible to apply as per the terms of the Shelf Prospectus, this Tranche 1 Prospectus and applicable law;**
- **Read all the instructions carefully and complete the Application Form;**
- Ensure that the details about Depository Participant and beneficiary account are correct and the beneficiary account is active;
- Applications are required to be in single or joint names (not more than three);
- In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta;
- Ensure that Applications are submitted to the Designated Intermediaries, before the closure of application hours on the Tranche 1 Issue Closing Date;
- Information provided by the Applicants in the Application Form will be uploaded on to the online platform of the Stock Exchanges by the Designated Intermediaries, and the electronic data will be used to make allocation/ Allotment. The Applicants should ensure that the details are correct and legible;
- Ensure that the Applicant's names (for Applications for the NCDs in dematerialized form) given in the Application Form is exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that you have funds equal to or more than the Application Amount in your ASBA Account before submitting the Application Form for ASBA Applications;
- Ensure that you mention your PAN in the Application Form. In case of joint applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;
- Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to the circular dated April 3, 2008 issued by SEBI) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.
- Ensure that the Demographic Details as provided in the Application Form are updated, true and correct in all respects;
- Ensure that you request for and receive an Acknowledgement Slip for all your Applications and an acknowledgement as a proof of having been accepted;
- Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of the NCDs;
- Before submitting the physical Application Form with the Designated Intermediaries, ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that centre;
- For Applicants applying through Syndicate ASBA, ensure that your Application Form is submitted to the Designated Intermediaries and not to the Public Issue Account Banks or Refund Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;

- For Applicants applying through the SCSBs, ensure that your Application Form is submitted at a Designated Branch of the SCSB where the ASBA Account is maintained, and not to the Public Issue Bank (assuming that such bank is not a SCSB), to our Company, the Registrar to the Issue or the Designated Intermediaries;
- Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- Ensure that you have funds equal to the Application Amount in the ASBA Account before submitting the Application Form to the, or to the Members of the Consortium at the Specified Locations, or to the Designated Intermediaries, as the case may be;
- Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the Designated Branch or the concerned member of the Consortium, or the Designated Intermediaries, as the case may be, for the submission of the Application Form;
- Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that your Application Form bears the stamp of the relevant Designated Intermediaries to whom the Application is submitted;
- All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form; and
- Tick the Option of NCDs in the Application Form that you wish to apply for.

Don'ts

- Do not apply for lower than the minimum Application size;
- Do not pay the Application amount in cash, by money order, postal order, stock invest;
- Do not send the Application Forms by post; instead submit the same to the Designated Intermediaries(as the case may be) only;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar;
- Do not fill up the Application Form such that the NCDs applied for exceeds the size of the Issue and/or investment limit or maximum number of NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
- Do not submit an Application in case you are not eligible to acquire the NCDs under applicable law or your relevant constitutional documents or otherwise;
- Do not make payment of the Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts;
- Do not submit the Application Form with a Designated Intermediary at a location other than the Specified Locations;
- Do not submit more than five Application Forms per ASBA Account;
- Do not submit the Application Forms without the Application Amount; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872.

Submission of Application Forms

For details in relation to the manner of submission of Application Forms, see "*Issue Procedure*" beginning on page 52 of this Tranche 1 Prospectus.

OTHER INSTRUCTIONS

Joint Applications

Applications may be made in single or joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the NCDs for the same or other Options of NCDs, as specified in this Tranche 1 Prospectus, subject to a minimum Application size as specified in this Tranche 1 Prospectus for each Application. Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of an HUF and/or as joint Applicant (second or third applicant), shall not be deemed to be multiple Applications. For the purposes of allotment of NCDs under this Tranche 1 Issue, Applications shall be grouped based on the PAN, i.e. Applications under the same PAN shall be grouped together and treated as one Application. Two or more Applications will be deemed to be multiple Applications if the sole or first Applicant is one and the same. For the sake of clarity, two or more applications shall be deemed to be a multiple Application for the aforesaid purpose if the PAN number of the sole or the first Applicant is one and the same.

Depository Arrangements

We have made depository arrangements with NSDL and CDSL for issue and holding of the NCDs in dematerialized form. In this context:

- (i) Tripartite agreements dated August 24, 2018, between us, the Registrar to the Issue and CDSL and NSDL, respectively have been executed, for offering depository option to the Applicants.
- (ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
- (iii) NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- (iv) Non-transferable Allotment Advice/ refund orders will be directly sent to the Applicant by the Registrar to the Issue.
- (v) It may be noted that NCDs in electronic form can be traded only on stock exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL.
- (vi) Interest or other benefits with respect to the NCDs held in dematerialized form would be paid to those NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.
- (vii) The trading of the NCDs on the Stock Exchanges shall be in dematerialized form in multiples of One NCD only.

Allottees will have the option to rematerialise the NCDs Allotted under this Tranche 1 Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

For further information relating to Applications for Allotment of the NCDs in dematerialized form, see "*Issue Procedure*" beginning on page 52 of this Tranche 1 Prospectus.

Communications

All future communications in connection with Applications made in this Tranche 1 Issue should be addressed to the Registrar to the Issue quoting all relevant details as regards the Applicant and its Application.

Applicants can contact our Compliance Officer as well as the contact persons of our Company/ Lead Managers or the Registrar to the Issue in case of any pre-Issue related problems. In case of post-Issue related problems such as non-receipt of

Allotment Advice/ credit of NCDs in depository's beneficiary account/ refund orders, etc., applicants may contact our Compliance Officer as well as the contact persons of our Company/Lead Managers or Registrar. Please note that Applicants who have applied for the NCDs through Designated Intermediaries should contact the Stock Exchanges in case of any post-Issue related problems, such as non-receipt of Allotment Advice / credit of NCDs in depository's beneficiary account/ refund orders, etc.

Interest in case of Delay

Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refunds, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

Rejection of Applications

As set out below, or if all required information is not provided or the Application Form is incomplete in any respect, the Board of Directors of our Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- Applications not made through the ASBA facility
- Number of NCDs applied for being less than the minimum Application size;
- Applications not being signed by the sole/joint Applicants;
- Applications submitted without blocking of the Application Amount. However, our Company may allot NCDs up to the value of application monies paid, if such application monies exceed the minimum Application size as prescribed hereunder;
- Application Amount block being higher than the value of NCDs Applied for. However, our Company may allot NCDs up to the number of NCDs Applied for, if the value of such NCDs Applied for exceeds the minimum Application size;
- Investor Category in the Application Form not being ticked;
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form
- Applications where a registered address in India is not provided for the Applicant;
- ASBA Bank account details to block Application Amount not provided in the Application Form;
- Submission of more than 5 (Five) ASBA Forms per ASBA Account;
- Applications by persons not competent to contract under the Indian Contract Act, 1872 including a minor without the name of a guardian;
- Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- DP ID and Client ID not mentioned in the Application Form;
- Applications by stock invest or accompanied by cash/money order/postal order;
- Where an authorization to the SCSB for blocking funds in the ASBA Account has not been provided;
- Applications uploaded after the expiry of the allocated time on the Tranche 1 Issue Closing Date, unless extended by the Stock Exchanges, as applicable;
- In case of partnership firms, NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However a Limited Liability Partnership firm can apply in its own name;
- Applications made without mentioning the PAN of the Applicant, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants;

- GIR number mentioned in the Application Form instead of PAN;
- Application by OCBs;
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable regulations;
- Applications by any persons outside India;
- For all Applications for Allotment the, DP ID, Client ID and PAN mentioned in the Application Form do not match with the Depository Participant ID, Client ID and PAN available in the records with the depositories;
- Applications by persons who are not eligible to acquire the NCDs in terms of applicable laws, rules, regulations, guidelines and approvals;
- Application Forms from ASBA Applicants not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;
- Applications for an amount below the minimum Application size;
- ASBA Applications not having details of the ASBA Account to be blocked;
- Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- Applications by persons prohibited from buying, selling or dealing in shares, directly or indirectly, by SEBI or any other regulatory authority;
- Applications by Applicants seeking Allotment in dematerialized form whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications for the allotment of NCDs in dematerialized form providing an inoperative demat account number;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted along with the Application Form;
- The ASBA Account not having credit balance to meet the Application Amounts or no confirmation is received from the SCSB for blocking of funds;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Application Forms submitted to the Designated Intermediaries does not bear the stamp of the relevant Designated Intermediaries. ASBA Applications submitted directly to the Designated Intermediaries does not bear the stamp of the SCSB and/or the Designated Branch and/or the Members of the Consortium, or other Designated Intermediaries, as the case may be;
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- Applications by other persons who are not eligible to apply for NCDs under the Issue under applicable Indian or foreign statutory/regulatory requirements;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and as per the instructions in the Application Form, the Abridged Prospectus, the Shelf Prospectus and this Tranche 1 Prospectus;
- Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchanges, are not as per the records of the Depositories;
- Applications tendered to the Designated Intermediaries at centres other than the centres mentioned in the Application Form;

- In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application; and
- Application Form accompanied with more than one cheque.

For further instructions regarding Application for the NCDs, Applicants are requested to read the Application Form.

Mode of making refunds

The payment of refund, if any, may be done through various electronic modes mentioned below:

- Direct Credit** – Applicants having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by us.
- NACH** – Payment of refund would be done through NACH for Applicants having an account at any of the centres specified by RBI, where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as available from the Depositories. The payment of refunds through this mode will be done for Applicants having a bank account at any centre where NACH facility has been made available (subject to availability of all information for crediting the refund through NACH).
- NEFT** – Payment of refund shall be undertaken through NEFT wherever the Applicant’s bank has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. In case of online payment or wherever the Investors have registered their nine digit MICR number and their bank account number with the depository participant while opening and operating the demat account, the MICR number and their bank account number will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
- RTGS** – If the refund amount exceeds ₹ 2,00,000, Applicants have the option to receive refund through RTGS. Charges, if any, levied by the refund bank(s) for the same would be borne by us. Charges, if any, levied by the Applicant’s bank receiving the credit would be borne by the Applicant.

The Registrar to the Issue shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 6 (six) Working Days of the Tranche 1 Issue Closing Date.

Our Company and the Registrar to the Issue shall credit the allotted NCDs to the respective beneficiary accounts/ dispatch the Allotment Advice or letters of regret/ Refund Orders by registered post/speed post at the Applicant’s sole risk, within 6 (Six) Working Days from the Tranche 1 Issue Closing Date. We may enter into an arrangement with one or more banks in one or more cities for refund to the account of the applicants through Direct Credit/RTGS/NEFT/NACH.

Further,

- Allotment of NCDs in this Tranche 1 Issue shall be made within the time period stipulated by SEBI;
- Credit to dematerialized accounts will be given within one Working Day from the Deemed Date of Allotment;
- Interest at a rate of 15 % per annum will be paid if the Allotment has not been made and/or the refund orders have not been dispatched to the Applicants within six Working Days from the Tranche 1 Issue Closing Date, for the delay beyond six Working Days in case of non-receipt of minimum subscription; and
- Our Company will provide adequate funds to the Registrar to the Issue / relevant banks for this purpose.

Grouping of Applications and allocation ratio

For the purposes of the basis of allotment:

- Applications received from Category I Applicants:* Applications received from Applicants belonging to Category I shall be grouped together, (“**Institutional Portion**”);
- Applications received from Category II Applicants:* Applications received from Applicants belonging to Category II, shall be grouped together, (“**Non-Institutional Portion**”).
- Applications received from Category III Applicants:* Applications received from Applicants belonging to Category III shall be grouped together, (“**High Net-Worth Individual Category Portion**”).

- D. Applications received from Category IV Applicants: Applications received from Applicants belonging to Category IV shall be grouped together, (**“Retail Individual Category Portion”**).

For removal of doubt, the terms "**Institutional Portion**", "**Non-Institutional Portion**", "**High Net-Worth Individual Category Portion**" and "**Retail Individual Category Portion**" are individually referred to as "**Portion**" and collectively referred to as "**Portions**".

Basis of Allotment

The Registrar will aggregate the applications based on the applications received through an electronic book from the Stock Exchange and determine the valid applications for the purpose of drawing the basis of allocation.

For the purposes of determining the number of NCDs available for allocation to the investors, our Company shall have the discretion of determining the number of NCDs to be allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in this Tranche 1 Issue up to the Tranche 1 Issue Limit i.e. aggregating up to ₹ 2,00,000 lakh. The aggregate value of NCDs decided to be allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in this Tranche 1 Issue), and/or the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the "Overall Issue Size".

Allocation Ratio

Institutional Portion	Non-Institutional Portion	High Net-worth Individual Category Portion	Retail Individual Category Portion
10% of the Issue Size	10% of the Issue Size	40% of the Issue Size	40% of the Issue Size

- (i) Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs up to 10% of Tranche 1 Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 10% of Tranche 1 Issue Limit for the Institutional Portion shall be done considering the aggregate subscription received in the Institutional Portion;
- (ii) Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated NCDs up to 10% of Tranche 1 Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 10% of Tranche 1 Issue Limit for the Non-Institutional Portion shall be done considering the aggregate subscription received in the Non-Institutional Portion;
- (iii) Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated NCDs up to 40% of Tranche 1 Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 40% of Tranche 1 Issue Limit for the High Net Worth Individual Investors Portion shall be done considering the aggregate subscription received in the High Net Worth Individual Investors Portion; and
- (iv) Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated NCDs up to 40% of Tranche 1 Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 40% of Tranche 1 Issue Limit for the Retail Individual Investors Portion shall be done considering the aggregate subscription received in the Retail Individual Investors Portion.

Allotments, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis, based on the date of upload of each Application in to the electronic book with Stock Exchange, in each Portion subject to the Allocation Ratio indicated above.

As per circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of circular (No. CIR./IMD/DF-1/20/2012) dated July 27, 2012 to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the Stock Exchange, as opposed to the date and time of upload of each such application. In the event of, and on the date of oversubscription, however, allotments in public issues of debt securities is to be made on a proportionate basis.

Under Subscription

If there is under subscription in the overall Tranche 1 Issue Limit due to undersubscription in each Portion, all valid Applications received till the end of last day of the Issue Closure day shall be grouped together in each Portion and full and firm Allotments will be made to all valid Applications in each Portion.

Allotments in case of oversubscription

In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the applicants on the date of oversubscription (based on the date of upload of each Application on the electronic platform of the Stock Exchanges, in each Portion).

For the purpose of clarity, in case of oversubscription please see the below indicative scenarios:

- a. In case of an oversubscription in all Portions resulting in an oversubscription in the Tranche 1 Issue Limit, Allotments to the maximum permissible limit, as possible, will be made on a first-come first serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first serve basis up to the date falling 1 (one) day prior to the date of oversubscription to respective Portion and proportionate allotment of NCDs to the Applicants on the date of oversubscription in respective Portion (based on the date of upload of each Application on the electronic platform of the Stock Exchanges in each Portion).
- b. In case there is oversubscription in Tranche 1 Issue Limit, however there is under subscription in one or more Portion(s), Allotments will be made in the following order:
 - (i) All valid Applications in the undersubscribed Portion(s) uploaded on the electronic platform of the Stock Exchanges till the end of the last day of the Issue Period, shall receive full and firm allotment.
 - (ii) In case of Portion(s) that are oversubscribed, allotment shall be made to valid Applications received on a first come first serve basis, based on the date of upload of each Application in to the electronic platform of the Stock Exchanges. Priority for allocation of the remaining undersubscribed Portion(s) shall be given to day wise Applications received in the Retail Individual Investors Portion followed by High Net Worth Individual Investors Portion, next Non-Institutional Portion and lastly Institutional Portion each according to the day of upload of Applications to the Electronic Book with Stock Exchange during the Issue period. For the sake of clarity, the day on which the entire remaining undersubscribed Portion is Allocated to the oversubscribed Portion(s), no allocation shall be made to any oversubscribed Portion(s) on the remaining days of the Issue Period.

Proportionate Allotments

For each Portion(s), on the date of oversubscription:

- (i) Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.
- (ii) If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Tranche 1 Issue Limit, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference.
- (iii) In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalised by draw of lots in a fair and equitable manner.

Applicant applying for more than one Series of NCDs

If an Applicant has applied for more than one Series of Secured NCDs and/or Unsecured NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of Secured NCDs and/or Unsecured NCDs applied for, the Series-wise allocation of Secured NCDs and/or Unsecured NCDs to such Applicants shall be in proportion to the number of Secured NCDs and/or Unsecured NCDs with respect to each Series, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with the Lead Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the 6 (six) Series and in case such Applicant cannot be allotted all the 6 (six) Series, then the Applicant would be allotted Secured NCDs, at the discretion of the Company, the Registrar and the Lead Managers wherein the Secured NCDs with the least tenor i.e. Allotment of Secured NCDs with tenor of 36 months followed by Allotment of Secured NCDs with tenor of 60 months and so on.

Investor Withdrawals and Pre-closure

Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Tranche 1 Issue Closing Date.

Pre-closure: Our Company, in consultation with the Lead Managers reserves the right to close this Tranche 1 Issue at any time prior to the Tranche 1 Issue Closing Date, subject to receipt of minimum subscription which is 75 % of the Base Issue before the Tranche 1 Issue Closing Date. Our Company shall allot NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

In the event of such early closure of this Tranche 1 Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of early closure, as applicable, through advertisement(s) in all those newspapers in which pre-Issue advertisement and advertisement for opening or closure of this Tranche 1 Issue would have been given.

Further, this Tranche 1 Issue may also be withdrawn by our Company in the event that the aggregate Applications received for the NCDs is lesser than the minimum subscription which is 75% of the Base Issue before the Tranche 1 Issue Closing Date.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount has not been subscribed or received, as applicable, within the specified period, the application money received is to be unblocked/credited only to the bank account in/from which the subscription was blocked/remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or the Registrar will follow the guidelines prescribed by SEBI in this regard.

Withdrawal of Applications after the Issue Period

In case an Applicant wishes to withdraw the Application after the Tranche 1 Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Revision of Applications

As per the notice no: 20120831-22 dated August 31, 2012 issued by BSE, cancellation of one or more orders (series) within an Application is permitted during the Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. However, please note that in case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the stock exchanges, by submitting a written request to the Designated Intermediaries. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchanges as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on the Tranche 1 Issue Closing Date. However, in order that the data so captured is accurate, the Designated Intermediaries will be given up to one Working Day (until 1 p.m.) after the Tranche 1 Issue Closing Date (till 1.00 p.m.) to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar to the Issue for reconciliation with the data available with the NSDL and CDSL.

Utilization of Application Amounts

The sum received in respect of this Tranche 1 Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

Utilization of Tranche 1 Issue Proceeds

- All monies received out of this Tranche 1 Issue shall be credited / transferred to a separate bank account maintained with a Scheduled Bank as referred to in Section 40 of the Companies Act, 2013.
- The allotment letter shall be issued or application money shall be refunded/unblocked within 6 (six) Working Days from the closure of this Tranche 1 Issue or such lesser time as may be specified by the SEBI, or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of 15 % per annum for the delayed period.
- Application money shall be unblocked within 6 (six) Working Days from the closure of this Tranche 1 Issue or such lesser time as may be specified by SEBI, or else the application money shall be refunded to the applicants in

accordance with applicable law, failing which interest shall be due to be paid to the applicants for the delayed period, if applicable in accordance with applicable law.

- Details of all monies unutilized out of the previous issues made by way of public offer as well as the monies to be raised through the Issue, if any, shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the securities or other forms of financial assets in which such unutilized monies have been invested.
- Details of all monies utilized out of the previous issue made by way of public offer shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilized.
- Details of all unutilized monies out of this Tranche 1 Issue, if any, shall be disclosed and continued to be disclosed under an appropriate head in our balance sheet till the time any part of the proceeds of this Tranche 1 Issue remains unutilized indicating the form in which such unutilized monies have been invested.
- We shall utilize proceeds of this Tranche 1 Issue subsequent to (a) receipt of minimum subscription; (b) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (c) creation of security; and (d) obtaining Listing and Trading approval as stated in the Shelf Prospectus in “*Issue Structure*” beginning on page 38 of this Tranche 1 Prospectus.
- Proceeds of this Tranche 1 Issue shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property or in the purchase of any business or in the purchase of an interest in any business.
- Proceeds of this Tranche 1 Issue shall not be utilized for providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-Section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

Listing

The NCDs proposed to be offered in pursuance of the Draft Shelf Prospectus, the Shelf Prospectus and this Tranche 1 Prospectus will be listed on NSE and BSE. Our Company has received an ‘in-principle’ approval from NSE by way of its letter bearing reference number NSE/LIST/98209 dated December 24, 2019 and from BSE by way of its letter bearing reference number DCS/BM/PI-BOND/15/19-20 dated December 24, 2019. The application for listing of the NCDs will be made to the Stock Exchanges at an appropriate stage.

If permissions to deal in and for an official quotation of our NCDs are not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of this Tranche 1 Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days from the Tranche 1 Issue Closing Date.

For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the Options, such NCDs with Option(s) shall not be listed.

Guarantee/Letter of Comfort

This Tranche 1 Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Undertaking by our Company

We undertake that:

- a) the complaints received in respect of this Tranche 1 Issue (except for complaints in relation to Applications submitted to Designated Intermediaries) shall be attended to by us expeditiously and satisfactorily;
- b) we shall take necessary steps for the purpose of getting the NCDs listed within the specified time i.e. six Working Days from this Tranche 1 Issue Closing Date;
- c) the funds required for dispatch of refund orders/ Allotment Advice/ certificates by registered post/ speed post shall be made available to the Registrar to the Issue by our Company;
- d) necessary cooperation to the credit rating agencies shall be extended in providing true and adequate information until the debt obligations in respect of the NCDs are outstanding;
- e) we shall forward the details of utilization of the funds raised through the NCDs duly certified by our statutory auditors, to the Debenture Trustee at the end of each half year;
- f) we shall disclose the complete name and address of the Debenture Trustee in our annual report;
- g) we shall provide a compliance certificate to the Debenture Trustee (on an annual basis) in respect of compliance with the terms and conditions of issue of NCDs as contained in this Tranche 1 Prospectus; and
- h) we shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

STATEMENT OF TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

To
The Board of Directors
Tata Capital Housing Finance Limited

Mumbai - 400013

Dear Sirs,

Statement of Possible Tax Benefits available to the debenture holders of Tata Capital Housing Finance Limited in connection with the proposed public issue of redeemable secured non-convertible debentures and/or redeemable unsecured subordinated non-convertible debentures of face value of Rs. 1,000/- each (the “Debentures” or the “NCDS”) for an amount aggregating up to Rs. 5,000 crore (Rupees Five Thousand Crore) (hereinafter referred to as the “Issue”)

We, B S R & Co. LLP, Chartered Accountants, hereby report that the enclosed statement states the possible tax benefits available to the debenture holders of Tata Capital Housing Finance Limited (the “**Company**”) under the Income-tax Act, 1961 (amended by The Finance (No. 2) Act, 2019 and the Taxation Laws (Amendment) Ordinance, 2019 published on 20 September 2019), presently in force in India. Several of these benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the debenture holders to derive the tax benefits is dependent upon their fulfilling such conditions which based on business imperatives it faces in the future, it may not choose to fulfil.

The benefits discussed in the enclosed statement are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or its own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We do not express any opinion or provide any assurance as to whether:

- i) the debenture holders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

Yours faithfully,

For B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Sagar Lakhani
Partner
Membership Number: 111855
UDIN: 19111855AAAABK1868

Place: Mumbai

Date: December 17, 2019

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

ANNEXURE: STATEMENT OF TAX BENEFITS

i) **STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDER(S)**

Under the existing provisions of law, the following tax benefits, inter alia, will be available to the Debenture Holder(s). The tax benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The information given below lists out the possible benefits available to the Debenture Holder(s) of an Indian company in which public are substantially interested¹, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of the debenture.

The Debenture Holder is advised to consider in its own case, the tax implications in respect of subscription to the Debentures after consulting his tax advisor as alternate views are possible. We are not liable to the Debenture Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

A. **IMPLICATIONS UNDER THE INCOME-TAX ACT, 1961 ('I.T. ACT')**

I. **To the Resident Debenture Holder**

Interest on NCD

1. Interest received by Debenture Holder(s) would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the rate of 10 % at the time of credit/payment as per the provisions of Section 193 of the I.T. Act. However, no income tax is deductible at source in respect of the following:

- (a) On any security issued by a company in a dematerialized form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 and the rules made there under. (w.e.f. 01.06.2008).
- (b) In case the payment of interest on debentures to a resident individual or a Hindu Undivided Family ('HUF'), Debenture Holder does not or is not likely to exceed Rs 5,000 in the aggregate during the Financial Year and the interest is paid by an account payee cheque.
- (c) When the Assessing Officer issues a certificate on an application by a Debenture Holder on satisfaction that the total income of the Debenture Holder justifies no/lower deduction of tax at source as per the provisions of Section 197(1) of the I.T. Act; and that certificate is filed with the Company before the prescribed date of closure of books for payment of debenture interest.
- (d) (i) When the resident Debenture Holder with Permanent Account Number ('PAN') (not being a company or a firm) submits a declaration as per the provisions of Section 197A(1A) of the I.T. Act in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be NIL. However under Section 197A(1B) of the I.T. Act, "Form 15G cannot be submitted nor considered for exemption from tax deduction at source if the nature of income referred in Section 197A(1) or Section 197A(1A) such as dividend income referred to in Section 194, interest on securities, interest, withdrawal from NSS etc. as the case may be or the aggregate of the amounts of such incomes credited or paid or likely to be credited or paid during the previous year in which such income is to be included exceeds the maximum amount which is not chargeable to income tax".

To illustrate, as on 01.04.2019 -

- the maximum amount of income not chargeable to tax in case of individuals (other than senior citizens and super senior citizens) and HUFs is Rs. 2,50,000;
- in the case of every individual being a resident in India, who is of the age of 60 years or more but less than 80 years at any time during the Financial year (Senior Citizen) is Rs. 3,00,000; and

¹ Refer Section 2(18)(b)(B) of the I.T. Act.

- in the case of every individual being a resident in India, who is of the age of 80 years or more at any time during the Financial year (Super Senior Citizen) is Rs. 5,00,000 for Financial Year 2019-20.

Further, Section 87A provides a rebate of 100 percent of income-tax or an amount of Rs. 12,500 whichever is less to a resident individual whose total income does not exceed Rs. 500,000.

- (ii) Senior citizens, who are 60 or more years of age at any time during the financial year, enjoy the special privilege to submit a self-declaration in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of Section 197A(1C) of the I.T. Act even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum amount not chargeable to tax, provided that the tax due on total income of the person is NIL.
- (iii) In all other situations, tax would be deducted at source as per prevailing provisions of the I.T. Act. Form No.15G with PAN / Form No.15H with PAN / Certificate issued u/s 197(1) has to be filed with the Company before the prescribed date of closure of books for payment of debenture interest without any tax withholding.

2. In case where tax has to be deducted at source while paying debenture interest, the Company is not required to deduct surcharge, education cess and secondary and higher education cess.

Classification of gains on transfer

3. In case the debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be depending whether the same is held as Stock in trade or investment. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterization (especially considering the provisions explained in Para X below) and hold such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.

Capital gains and other general provisions

4. As per the provisions of Section 2(29A) of the IT Act, read with Section 2(42A) of the I.T. Act, a listed debenture is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer. In all other cases, it is 36 months immediately preceding the date of its transfer.

As per Section 112 of the I.T. Act, capital gains arising on the transfer of long term capital assets being listed securities are subject to tax at the rate of 20 % (plus applicable surcharge and cess) of capital gains calculated after reducing indexed cost of acquisition or 10 % (plus applicable surcharge and cess) of capital gains without indexation of the cost of acquisition. The capital gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition/indexed cost of acquisition of the debentures from the sale consideration. However as per the fourth proviso to Section 48 of I.T. Act, benefit of indexation of cost of acquisition under second proviso of Section 48 of I.T. Act, is not available in case of bonds and debenture, except capital indexed bonds or sovereign gold bonds. Accordingly, long term capital gains arising to the Debenture Holder(s), would be subject to tax at the rate of 10 %, computed without indexation, as the benefit of indexation of cost of acquisition is not available in case of debentures.

In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long-term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

5. Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax would also apply to such short term capital gains.
6. As per Section 74 of the I.T. Act, short-term capital loss on debentures suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss on debentures suffered during the year is allowed to be set-off only against long-term

capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.

II. To Mutual Funds

All mutual funds registered under Securities and Exchange Board of India or set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India are exempt from tax on all their income, including income from investment in Debentures under the provisions of Section 10(23D) of the I.T. Act subject to and in accordance with the provisions contained therein. Further, as per the provisions of Section 196 of the I.T. Act, no deduction of tax shall be made by any person from any sums payable to mutual funds specified under Section 10(23D) of the I.T. Act, where such sum is payable to it by way of interest or dividend in respect of any securities or shares owned by it or in which it has full beneficial interest, or any other income accruing or arising to it.

III. To the Foreign Institutional Investors (FIIs/FPIs)

1. As per Section 2(14) of the I.T. Act, any securities held by FIIs/FPIs² which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FIIs/FPIs as capital gains.
2. In accordance with and subject to the provisions of Section 115AD of the I.T. Act, long term capital gains on transfer of debentures by FIIs/FPIs are taxable at 10 % (plus applicable surcharge and cess) and short-term capital gains are taxable at 30 % (plus applicable surcharge and cess). The benefit of cost of indexation will not be available. Further, benefit of provisions of the first proviso of Section 48 of the I.T. Act will not apply.
3. The Finance Act, 2013 (by way of insertion of a new Section 194LD in the I.T. Act) provides for lower rate of withholding tax at the rate of 5 % on payment by way of interest paid by any person to FIIs/FPIs and Qualified Foreign Investor in respect of rupee denominated bonds of an Indian company or government securities between June 1, 2013 and July 1, 2020 provided such rate does not exceed the rate as may be notified³ by the Government. In the regular course, interest is subject to tax at the rate of 20 %.
4. In accordance with and subject to the provisions of Section 196D (2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FIIs/FPIs.

IV. To the Non-resident Indian Debenture Holder – Special provisions

1. A non-resident Indian has **an option** to be governed by Chapter XII-A of the I.T. Act, subject to the provisions contained therein which are given in brief as under:

Interest on NCD and capital gains on transfer

- (a) Under Section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20 %, whereas, long term capital gains on transfer of such Debentures will be taxable at 10 % of such capital gains without indexation of cost of acquisition. Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.

Exemption from long-term capital gains

- (b) Under Section 115F of the I.T. Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from capital gain tax if the net consideration is invested within six months after the date of transfer of the debentures in any specified asset as defined under Section 115C of the I.T. Act or in any saving certificates referred to in Section 10(4B) of the I.T. Act in accordance with and subject to the provisions contained therein.

Other relaxations

² The CBDT has issued a Notification No. 9 dated 22 January 2014 which provides that Foreign Portfolio Investors (FPI) registered under SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be treated as FII for the purpose of Section 115AD of the I.T. Act.

³ Refer Notification No. 56/2013 [F.No.149/81/2013-TPL]/SO 2311(E), dated 29-7-2013. As per the said Notification, in case of bonds issued on or after the 1st day of July, 2010, the rate of interest shall not exceed 500 basis points (bps) over the Base Rate of State Bank of India applicable on the date of issue of the said bonds.

- (c) Under Section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under Section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under Section 115C of the I.T. Act and/or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the I.T. Act in accordance with and subject to the provisions contained therein.
 - (d) Under Section 115H of the I.T. Act, where a non-resident Indian becomes a resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under Section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.
2. In accordance with and subject to the provisions of Section 115-I of the I.T. Act, a Non-Resident Indian ***may opt not to be governed*** by the provisions of Chapter XII-A of the I.T. Act. In that case, the general provisions applicable to non-residents would apply.

V. To Non-resident Debenture Holder –General

1. Under the general provisions applicable to non-resident investors, the applicable tax rates are as under:
 - (a) Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10 % computed without indexation.
 - (b) Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
2. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20 % on investment income and 10 % on any long-term capital gains as per Section 115E, and 30 % for Short Term Capital Gains if the payee Debenture Holder is a Non-Resident Indian.
3. As per Section 74 of the I.T. Act, short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any could be carried forward for eight years for claiming set-off against subsequent years' short-term as well as long-term capital gains. Long-term capital loss suffered during the year is allowed to be set-off only against long-term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent year's long-term capital gains.
4. As per Section 90(2) of the I.T. Act read with the Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes ('CBDT'), in the case of a remittance to a country with which a Double Taxation Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the I.T. Act or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of Tax Residency Certificate ('TRC') is a mandatory condition for availing benefits under any DTAA. Further, such non-resident investor would also be required to furnish Form 10F along with TRC, if such TRC does not contain information prescribed by the CBDT vide its Notification No. 57/2013 dated 1 August 2013.
5. Alternatively, to ensure lower deduction or non deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under Section 195(2) / 195(3) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest.
6. Where, debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act. Further, where the debentures are sold by the Debenture Holder(s) before maturity, the gains arising therefrom are generally treated as capital gains or business income as the case may be. However, there is an exposure that the Indian Revenue Authorities (especially at lower level) may seek to challenge the said characterization (especially considering the provisions explained in Para X below) and hold the such gains/income as interest income in the hands of such Debenture Holder(s). Further, cumulative or regular returns on debentures held till maturity would generally be taxable as interest income taxable under the head Income from other sources where debentures are held as investments or business income where debentures are held as trading asset / stock in trade.
7. Section 9 of the Act seeks to charge tax in various cases where income may be deemed to accrue or arise in India. Included in the list is the case of indirect transfer of capital assets in India through transfer of any share or interest in any company or entity outside India. However, indirect transfer provisions shall not apply to investment held by

any non-resident, directly or indirectly, in FII and registered as Category-I or Category-II FPI under the SEBI Act, 1992.

VI. Exemption under Sections 54EE and 54F of the I.T. Act

Exemptions may be claimed from taxation of LTCG if investments in certain specified securities/assets is made subject to fulfillment of certain conditions. The following exemptions may be available to the debenture holders:

- (a) Section 54EE of the Act exempts capital gains on transfer of long term capital assets if the gains upto Rs.50 lacs are invested in “long term specified assets” (i.e. units of notified fund) within six months from the date of transfer. The investment in long term specified assets should be held for 3 years.
- (b) Section 54F of the Act exempts capital gains on transfer of long-term capital asset, not being a residential house, held by an individual or HUF, if the net consideration is utilized to purchase/ construct a residential house within specified timelines.

VII. Minimum Alternate Tax and Alternate Minimum Tax

- (a) MAT may apply where the income-tax payable by a company under the regular tax provisions is less than 18.5 percent of the “book profit” (calculated as per the provisions of Section 115JB). In such cases, there would be an obligation to pay MAT at the rate of 18.5 percent of such book profit in lieu of regular income tax. Provisions allow the credit for such MAT against taxes payable in subsequent 15 years.
- (b) As per Taxation Laws (Amendment) Ordinance 2019, with effect from 1 April 2020 (Financial Year 2019-20), MAT rate has been reduced from 18.5 percent to 15 percent.
- (c) Also, with effect from 1 April 2020 (Financial Year 2019-20), MAT provisions will not apply to a domestic company which has exercised the option to avail the concessional tax rate of 22 per cent under Section 115BAA or concessional tax rate of 1 percent to new manufacturing companies under Section 115BAB.

Further, as per the CBDT circular No. 29/2019 dated 2 October 2019, MAT credit will not be available to such domestic company which has opted the concessional rate under Section 115BAA.

- (d) AMT may apply where the income-tax payable by a person (other than companies) under the regular tax provisions is less than 18.5 percent of the “adjusted total income” (being the total income before giving effect to certain deductions to be calculated under Section 115JC). In such cases, there would be an obligation to pay AMT at the rate of 18.5 percent of such adjusted total income in lieu of regular income tax. Provisions allow the credit for such AMT against taxes payable in subsequent 15 years.

VIII. Requirement to furnish PAN under the I.T. Act

1. Section 139A(5A)

Section 139A(5A) requires every person from whose income tax is to be deducted at source to furnish his PAN to the person responsible for deduction of tax at source.

2. Sec.206AA

- (a) Section 206AA of the I.T. Act requires every person entitled to receive any sum, on which tax is deductible under Chapter XVIIIB (‘deductee’) to furnish his PAN to the deductor, failing which tax shall be deducted at the highest of the following rates: /
 - (i) at the rate in force specified in the relevant provision of the I.T. Act; or
 - (ii) at the rates in force; or
 - (iii) at the rate of **twenty per cent**

However, new rule 37BC of the Income Tax Rules provides that the provisions of Section 206AA of the I.T Act shall not apply on payments made to non-resident deductees who do not have PAN in India. The non-resident deductee in this regard, shall be required to furnish few prescribed details inter alia name, email-ID, contact number, certificate of his being resident in that country and Tax Identification Number (TIN).

- (b) A declaration under Section 197A(1) or 197A(1A) or 197A(1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per Para (a) above in such a case.
- (c) Where a wrong PAN is provided, it will be regarded as non-furnishing of PAN and Para (a) above will apply apart from any penal consequences.

IX. Taxability of Gifts received for nil or inadequate consideration

As per Section 56(2)(x) of the I.T. Act, where any person receives debentures from any person on or after 1st April 2017:

- (i) without any consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;
- (ii) for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures as exceeds such consideration;

shall be taxable as the income of the recipient at the normal rates of tax. The above is subject to few exceptions as stated in Section 56(2)(x) of the Act.

X. General Anti-Avoidance Rule ('GAAR')

In terms of Chapter X-A of the I.T. Act, General Anti-Avoidance Rule may be invoked notwithstanding anything contained in the I.T. Act. By this Rule, any arrangement entered into by an assessee may be declared to be impermissible avoidance arrangement as defined in that Chapter and the consequence would be inter alia denial of tax benefit, applicable w.e.f financial year 2017-18. The GAAR provisions can be said to be not applicable in certain circumstances viz. the main purpose of arrangement is not to obtain a tax benefit etc. including circumstances enumerated in CBDT Notification No. 75/2013 dated 23 September 2013.

XI. General Tax Rates (relevant for computing tax on short term capital gains)

Rates applicable to different categories of assesses:

- a) The slab rates applicable to individuals/HUF/Association of Persons (AOP)/Body of Individuals (BOI)/Artificial Juridical Person are as under:

Slabs	% of Income Tax
Up to Rs. 2.5 lacs (Basic exemption limit)	Nil
From Rs. 2.5 lacs to Rs. 5 lacs	5 % of the amount by which the total income exceeds Rs. 2.5 lacs
From Rs. 5 lacs to Rs. 10 lacs	Rs. 12,500 plus 20 % of the amount by which the total income exceeds Rs. 5 lacs
Above Rs. 10 lacs	Rs. 1,12,500 plus 30 % of the amount by which the total income exceeds Rs. 10 lacs.

Basic exemption limit for resident senior citizens of 60 years but below 80 years of age is Rs. 3 lacs and for resident senior citizens of 80 years of age or more is Rs. 5 lacs.

An individual resident, whose total income does not exceed Rs. 5,00,000 (w.e.f. 1 April 2019) shall be eligible for a rebate of amount of income-tax payable on the total income for any assessment year or Rs 12,500, whichever is less.

- b) Tax Rates applicable to other categories of assesses:

Note: tax rates are exclusive of surcharge and cess. Please refer note 'c' below.

Assessee	% of Income Tax
Partnership Firms	30 %
Domestic Companies	30 %
	25 % (<i>Refer note 1</i>)
	22 % (<i>Refer note 2</i>)
	15 % (<i>Refer note 3</i>)
Foreign Company	40 %

Notes:

1. The Finance Act, 2019, provides that where the total turnover or the gross receipt of the domestic company does not exceed Rs. 400 crore in the previous year 2017-18, the rate of income tax is 25 %.
2. The Taxation Laws (Amendment) Ordinance, 2019 has introduced Section 115BAA wherein a domestic company can opt for paying tax at a lower rate of 22 % (plus applicable surcharge & health and education cess) subject to prescribed conditions especially such that certain deductions and exemptions need to be foregone. The option has to be exercised before the due date of filing the income-tax return. Once the option is exercised, it cannot be withdrawn subsequently.

Further, the Ordinance has introduced Section 115BAB as well wherein the new domestic manufacturing companies, which have been set up and registered on or after 1 October 2019 and commenced manufacturing on or before 31 March 2023, can opt for a lower tax rate of 15 % (plus applicable surcharge & health and education cess) subject to prescribed conditions especially such that certain deductions and exemptions need to be foregone. The option has to be exercised before the due date of filing the income-tax return. Once the option is exercised, it cannot be withdrawn subsequently.

c) **Surcharge and cess**

The rates of surcharge applicable to various assesseees are provided as under:

• **For Individuals/HUF/ AOP/ BOI/ Artificial Juridical Person**

Nature of Income	If total income does not exceed Rs. 50 lakh	If total income exceeds Rs. 50 lakh but doesn't exceed Rs. 1 crore	If total income exceeds Rs. 1 crore but doesn't exceed Rs. 2 crore	If total income exceeds Rs. 2 crore but doesn't exceed Rs. 5 crore	If total income exceeds Rs. 5 crore
Short-term capital gain under Section 111A	Nil	10 %	15 %	15 %	15 %
Long-term capital gain under Section 112A	Nil	10 %	15 %	15 %	15 %
Short term or Long term capital gains under Section 115AD(1)(b)	Nil	10 %	15 %	15 %	15 %
Any other income	Nil	10 %	15 %	25 %	37 %

• **For Companies**

Particulars	If total income does not exceed Rs. 1 crore	If total income exceeds Rs. 1 crore but doesn't exceed Rs. 10 crore	If total income exceeds Rs. 10 crore
Domestic Company	Nil	7 %	12 %
Domestic Company opting for Sections 115BAA and 115BAB (on income other than capital gains under Sections 111A, 112 and 112A)	10 %	10 %	10 %
Domestic Company	Nil	7%	12%

Particulars	If total income does not exceed Rs. 1 crore	If total income exceeds Rs. 1 crore but doesn't exceed Rs. 10 crore	If total income exceeds Rs. 10 crore
opting for Sections 115BAA and 115BAB (on capital gains under Sections 111A, 112 and 112A)			
Foreign Companies	Nil	2 %	5 %

- **For Firms and LLPs**

12 % where total income exceeds Rs. 1 crore.

Over and above the surcharge, 'Health and Education Cess' at the rate of 4 % on tax including surcharge is payable by all taxpayers persons.

B. IMPLICATIONS UNDER THE WEALTH TAX ACT, 1957

The Finance Act, 2015 has abolished Wealth Tax Act, 1957 with effect from 1 April 2016 which shall then apply in relation to FY 2015-16 and subsequent years. There is, therefore, no wealth tax obligation arising out of the investment in debentures.

1. Notes

1. The above statement covers only certain relevant benefits under the Income-tax Act, 1961 and Wealth Tax Act, 1957 (collectively referred to as 'direct tax laws') and does not cover benefits under any other law.
2. The above statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of debentures/bonds. Further, several of these benefits are dependent on the Debenture Holder fulfilling the conditions prescribed under the relevant provisions.
3. The above statement of possible tax benefits is as per the current direct tax laws relevant for the Assessment Year 2020-21 (considering the amendments made by Finance Act, 2019).
4. This statement is intended only to provide general information to the Debenture Holder(s) and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each Debenture Holder is advised to consult his/her/its own tax advisor with respect to specific tax consequences of his/her/its holding in the debentures of the Company.
5. The stated benefits will be available only to the sole/ first named holder in case the debenture is held by joint holders.
6. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant tax treaty, if any, between India and the country in which the non-resident has fiscal domicile. For taxes paid in India, the same could be claimed as a credit in accordance with the provisions of the relevant tax treaty and applicable domestic tax law.
7. Interest on application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A/195 of the I.T. Act.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION IV: LEGAL AND OTHER INFORMATION

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Tranche 1 Issue

At the meeting of the Board of Directors of our Company, held on June 15, 2018, the Directors approved the public issue of Secured NCDs of face value ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each, aggregating up to ₹ 5,00,000 lakh.

This Tranche 1 Issue through this Tranche 1 Prospectus has been approved by the Board of Directors at its meeting held on December 30, 2019.

Further, the present borrowing is within the borrowing limits of ₹ 40,00,000 lakh under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders by way of their resolution on March 27, 2019.

Additionally, NHB by way of its letter bearing reference number NHB (ND)/NOD/ROD/HFC/A-13116/2019, dated, December 6, 2019, has granted its no-objection to our Company for undertaking the Issue, subject to certain conditions and is valid until March 31, 2020. Set forth are such conditions and the status of our Company's compliance in relation to such conditions:

- 1) The Issue would be made in strict adherence to the terms and conditions and clauses of our Company's Board Resolution regarding the issue of NCDs;
- 2) The Issue is not in violation of any covenants or restrictions imposed by the Memorandum of Agreement dated December 18, 2014 signed between NHB and our Company, and all subsequent loan agreements entered into between NHB and our Company;
- 3) The Issue would be in compliance with RBI/NHB guidelines, applicable laws and regulations, and will comply with all requirements of regulatory and other statutory bodies and Central and State Governments, etc.;
- 4) Any security arrangement under the Issue will not infringe upon the security arrangement for NHB refinance; and
- 5) The Company will inform NHB, within 10 working days from completion of the Issue with complete details along with the declaration that none of the security clauses of NHB in respect of its refinance assistance are infringed upon.

Our Company has complied with the aforementioned point numbers 1 to 4 and noted for compliance point 5 herein above.

Prohibition by SEBI

Our Company, persons in control of our Company and/or our Promoter and/or the Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS, EDELWEISS FINANCIAL SERVICES LIMITED AND A.K. CAPITAL SERVICES LIMITED HAVE CERTIFIED THAT DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS EDELWEISS FINANCIAL SERVICES LIMITED AND A. K. CAPITAL SERVICES LIMITED CONFIRM THAT COMMENTS RECEIVED ON THE

DRAFT SHELF PROSPECTUS WILL BE SUITABLY ADDRESSED BEFORE FILING THIS TRANCHE 1 PROSPECTUS AND TO THIS EFFECT, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED DECEMBER 30, 2019, WHICH READS AS FOLLOWS:

- 1. WE CONFIRM THAT NEITHER THE COMPANY NOR ITS PROMOTER OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY THE BOARD. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE TRANCHE 1 PROSPECTUS READ WITH SHELF PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN THE TRANCHE 1 PROSPECTUS READ WITH SHELF PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE TRANCHE 1 ISSUE OR RELATING TO THE TRANCHE 1 ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDS OFFERED THROUGH THE TRANCHE 1 ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE 1 ISSUE WILL BE GIVEN.**
- 3. WE CONFIRM THAT THE TRANCHE 1 PROSPECTUS READ WITH SHELF PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED.**
- 4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, AS AMENDED, SECURITIES CONTRACTS (REGULATION) ACT, 1956, AS AMENDED, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992, AS AMENDED AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.**
- 5. WE CONFIRM THAT NO COMMENTS/COMPLAINTS WERE RECEIVED ON THE DRAFT SHELF PROSPECTUS.**

Disclaimer Clause of NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN VIDE ITS LETTER REF.: NSE/LIST/98209 DATED DECEMBER 24, 2019 PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS ISSUER. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION /ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER.

Disclaimer Clause of BSE

BSE LIMITED ("THE EXCHANGE") HAS GIVEN, VIDE ITS LETTER REF.: DCS/BM/PI-BOND/15/19-20 DATED DECEMBER 24, 2019 , PERMISSION TO THIS COMPANY TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS COMPANY'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:

- A. **WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR**
- B. **WARRANT THAT THIS COMPANY'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR**
- C. **TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY;**

AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER.

Track record of past public issues handled by the Lead Managers

The track record of past issues handled by the Lead Managers, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

Name of lead manager	Website
Edelweiss Financial Services Limited	www.edelweissfin.com
A. K. Capital Services Limited	www.akgroup.co.in

Listing

Application will be made to NSE and BSE simultaneously with the filing of this Tranche 1 Prospectus for permission to deal in and for official quotation in NCDs. If permission to deal in and for an official quotation of our NCDs is not granted by NSE and BSE, our Company will forthwith repay, without interest, all monies received from the applications in pursuance of this Tranche 1 Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the stock exchanges mentioned above are taken within six Working Days from the date of closure of this Tranche 1 Issue.

For the avoidance of doubt, it is hereby clarified that in the event of non-subscription to any one or more of the Series of NCDs in this Tranche 1 Prospectus, such NCDs with option(s) shall not be listed.

Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) Chief Financial Officer, (d) Lead Managers, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) Bankers to our Company, (i) the consent of ICRA in relation to industry report as obtained from them, (j) the Debenture Trustee, (k) Banker to the Issue, and (l) Consortium Members to the Issue, to act in their respective capacities, have been obtained and will be filed along with a copy of the Shelf Prospectus and this Tranche 1 Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Shelf Prospectus and this Tranche 1 Prospectus.

The consent of the Statutory Auditors of our Company, B S R & Co. LLP, Chartered Accountants, Mumbai, for inclusion of (a) their names as the Statutory Auditors, (b) the Financial Statements; and (c) the statement of tax benefits available to debenture holders in the form and context in which they appear in the Shelf Prospectus, have been obtained and has not withdrawn such consent and the same will be filed along with a copy of the Shelf Prospectus and this Tranche 1 Prospectus with the RoC.

Expert Opinion

Except the following, our Company has not obtained any expert opinions in connection with this Tranche 1 Prospectus:

Vide consent letter dated December 17, 2019, the Statutory Auditors of our Company, have given their consent to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI Debt Regulations in this Tranche 1 Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as a current statutory auditor and to include their report on the Condensed Interim Financial Statements dated October 30, 2019, Audited Financial Statements under Ind AS dated April 26, 2019, Reformatted Financial Information under Ind AS dated

December 17, 2019 and the Reformatted Financial Information under Indian GAAP dated December 17, 2019; and the statement of tax benefits issued by our Statutory Auditors dated December 17, 2019.

Common form of Transfer

Our Company undertakes that there shall be a common form of transfer for the NCDs and the provisions of the Companies Act, 2013 applicable as on the date of this Tranche 1 Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

In terms of the SEBI Debt Regulations for an issuer undertaking a public issue of debt securities, the minimum subscription for public issue of debt securities shall be 75 % of the Base Issue (i.e. Rs 37,500 lakhs). If our Company does not receive the minimum subscription of 75 % of the Base Issue (i.e. Rs 37,500 lakhs) as specified in this Tranche 1 Prospectus, prior to the Tranche 1 Issue Closing Date for this Tranche 1 Issue, the entire subscription amount shall be unblocked in the relevant ASBA account of the Applicants within 6 days from the date of closure of this Tranche 1 Issue. The refunded subscription amount shall be credited only to the account from which the relevant subscription amount was remitted. In the event there is a delay by our Company in making the aforesaid refund within prescribed time limit, our Company will pay interest at the rate of 15 % per annum for the delayed period.

Under Section 39(3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar to the Issue does not have the necessary information for making such refunds, our Company and/or Registrar to the Issue will follow the guidelines prescribed by SEBI in this regard including the Debt Application Circular and the circular regarding Strengthening the Guidelines and Raising Industry Standard for RTA, Issuer Companies and Banker to an Issue bearing no. HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018.

Filing of the Draft Shelf Prospectus

A copy of the Draft Shelf Prospectus has been filed with the BSE and NSE in terms of Regulation 7 of the SEBI Debt Regulations for dissemination on their website and forwarded to SEBI for record purpose.

Filing of the Shelf Prospectus and Tranche 1 Prospectus with the RoC

Our Company is eligible to file a Shelf Prospectus as per requirements of Section 6A of SEBI Debt Regulations. A copy of the Shelf Prospectus and Tranche 1 Prospectus will be filed with the RoC, in accordance with Section 26 and Section 31 of Companies Act, 2013.

Underwriting

This Tranche 1 Issue will not be underwritten.

Identification as wilful defaulter

Our Company or our Directors or our Promoter has not been identified as Wilful Defaulters by the RBI, ECGC, any government/regulatory authority and/or by any bank or financial institution nor are they in default of payment of interest or repayment of principal amount in respect of debt securities issued to the public, for a period of more than six-months.

Reservation

No portion of this Tranche 1 Issue has been reserved.

Details regarding our Company and other listed companies under the same management / associate companies as described under the Companies Act, 2013, which made any capital issue during the last three years

Except as disclosed below in "*Utilization details of Previous Issues*", there are no other listed companies under the same management / associate companies as described under the Companies Act, 2013, which have made any public capital issuances during the previous three years from the date of the Shelf Prospectus.

Previous Issue

Except as stated in "*Capital Structure*" and "*Disclosures on Financial Indebtedness*" beginning on pages 48 and 105 respectively in the Shelf Prospectus, our Company has not made any other issue of non-convertible debentures.

Other than as specifically disclosed in the Shelf Prospectus, our Company has not issued any securities for consideration other than cash.

Utilization details of Previous Issues

Our Company has issued non-convertible debentures by way of various private placements, for which, our Company has utilized the proceeds from such issuances for general corporate purpose, to improve access to finance for affordable housing across the country, for refinancing existing term debt and augmenting long term working capital, for further details of such non-convertible debentures, see "*Disclosures on Financial Indebtedness*" beginning on page 105 of the Shelf Prospectus.

Except as mentioned below, neither our Company nor any member of the Tata Capital Group has made any public issue of its debentures since incorporation of our Company:

- a. Public issuance of listed secured redeemable non-convertible debentures of face value of ₹ 1,000 and ₹ 1,00,000 each aggregating up to ₹ 1,50,000 lakh by TCL, under various options, in 2009. The proceeds from the issue was utilized for the purposes as mentioned in the shelf prospectus dated January 21, 2009. The total amount mobilized is ₹ 1,50,000 lakh.
- b. Public issuance of secured, redeemable, non-convertible debentures up to ₹ 6,00,000 lakh and unsecured, subordinated, redeemable, non-convertible debentures up to ₹ 1,50,000 lakh, aggregating up to ₹ 7,50,000 lakh by TCFSL issued through shelf prospectus dated August 29, 2018 and tranche I prospectus dated August 29, 2018 which opened on September 10, 2018 and closed on September 18, 2018. The total amount mobilized is ₹ 3,37,340 lakh.
- c. Public issuance of secured, redeemable, non-convertible debentures up to ₹ 299,790 lakh and unsecured, subordinated, redeemable, non-convertible debentures up to ₹ 112,810 lakh, aggregating up to ₹ 412,600 lakh by TCFSL issued through shelf prospectus dated August 29, 2018 and tranche II prospectus dated August 2, 2019 which opened on August 13, 2019 and closed on August 20, 2019. The total amount mobilized is ₹ 2,15,773 lakh.

Details regarding lending out of issue proceeds of Previous Issues

A. *Lending Policy*

We are an HFC, registered with the NHB, the regulator for HFCs in India. The NHB stipulates prudential guidelines, directions and circulars in relation to HFCs. For further details, see "*Regulation and Policies*" beginning on page 180 of the Shelf Prospectus. Within the NHB guidelines, directions and circulars, HFCs can establish their own credit approval processes. As such, once a company has obtained an HFC licence, the terms, credit levels, and interest rates of loans and any credit approvals would be based upon the HFCs established internal credit approval processes framed in accordance with applicable regulations by the NHB. Each HFC undergoes annual inspections by the NHB. The inspections are exhaustive and can last for a period of three to four weeks, during which the regulators review the HFCs adherence to regulatory guidelines, scrutinise the loan book and individual loan files (including security documents), review the functioning of the Board and its committees and our adherence to minutes of various internal meetings, review the NPAs and delinquent cases, review and evaluate the credit approval policies and credit assessment standards, review implementation of decisions and policies of the Board and review adherence to prescribed formats in the filing of regulatory reports. The lending policy of our Company broadly deals with product offerings of our Company which, *inter alia*, covers:

Home loans, home equity and construction finance:

- a) Various parameters for grant of credit having regard to the risk associated with the borrower profile and nature of product;
- b) Loan sanctioning authority and delegation; and
- c) Exposure limits.

The purpose of the lending policies is:

- a) To have a loan portfolio which adequately generates risk adjusted returns;
- b) To ensure that business teams have a clear understanding of sourcing of customers and the incremental business; and
- c) To define the size and nature of transactions which need to be brought to appropriate committee/ authorities for approval before disbursement.

Our Company shall also comply with the NHB guidelines in respect of single party exposure and group borrower exposure.

B. Loans given by our Company

As of March 31, 2019 there are no loans given by our Company that are outstanding towards entities / persons related to the Board, senior management, Promoter or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

C. Types of loans

Denomination of loans outstanding by ticket size as on March 31, 2019:

S. No	Ticket size*	Percentage of AUM
1	Upto ₹ 2 lakh	0.15
2	₹ 2-5 lakh	0.92
3	₹ 5-10 lakh	5.60
4	₹ 10-25 lakh	27.77
5	₹ 25-50 lakh	22.20
6	₹ 50 lakh-1 crore	14.00
7	₹ 1-5 crore	17.59
8	₹ 5-25 crore	3.72
9	₹ 25-100 crore	5.65
10	> ₹ 100 crore	2.40
Total		100.00

* Ticket size has been bifurcated on basis of Sanction amount

Denomination of loans outstanding by LTV as on March 31, 2019:

S. No	LTV	Percentage of AUM
1	Upto 40 %	36.58
2	40-50 %	13.17
3	50-60 %	14.02
4	60-70 %	15.99
5	70-80 %	14.49
6	80-90 %	4.31
7	>90 %	1.45
Total		100.00

Geographical classification of borrowers as on March 31, 2019:

S. No.	Top 5 states / Region	Percentage of AUM
1	Maharashtra	24.97
2	Gujarat	15.90
3	Delhi	10.10
4	Telangana	6.30
5	Karnataka	5.66
Total		63.34

Types of loans according to sectoral exposure as on March 31, 2019 is as:

S. No	Segment- wise breakup of AUM	Percentage of AUM
1	Retail	
a	-Mortgages (home loans and h)	88.64
b	-Gold loans	0.00
c	- Vehicle finance	0.00
d	-MFI	0.00
e	-M&SME	0.00
f	-Capital market funding (loans against shares, margin funding)	0.00
h	-Others	0.00
2	Wholesale	
a	-Infrastructure	0.00
b	-Real estate (including builder loans)	11.36
c	-Promoter funding	0.00
d	-Any other sector (as applicable)	0.00

S. No	Segment- wise breakup of AUM	Percentage of AUM
e	-Others	0.00
	Total	100.00

D. *Aggregated exposure to top 20 borrowers with respect to concentration of advances as on March 31,2019*

	Amount
Total Advances to twenty largest borrowers (in ₹ lakh)*	1,36,393
Percentage of Advances to twenty largest borrowers to Total Advances (in %)	5.14

* Includes loans and advances and interest accrued thereon.

E. *Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on March 31, 2019*

	Amount
Total exposure to twenty largest borrowers / customers (in ₹ lakh)*	1,91,029
Percentage of exposures to twenty largest borrowers / customers to total exposure on borrowers / customers (in %)	6.47

* Includes loans and advances, interest accrued thereon, investment in mutual funds and off-balance sheet exposure.

F. *Details of loans overdue and classified as non – performing in accordance with the NHB's guidelines*

Movement of gross NPAs*	Amount (in ₹ lakh)
(a) Opening balance	24,852
(b) Additions during the year	25,203
(c) Reductions during the year	26,151
(d) closing balance	23,904

* Please see, "Our Business – Asset Recovery and Non-Performing Assets (NPAs)" beginning on page 84 of the Shelf Prospectus for details on Gross NPA recognition Policy.

Movement of provisions for NPAs	Amount (in ₹ lakh)
(a) Opening balance	16,472
(b) Provisions made during the year	13,286
(c) Write-off / write -back of excess provisions	15,887
(d) closing balance	13,871

G. *Segment –wise gross NPA as on March 31, 2019*

S. No	Segment- wise breakup of gross NPA	Gross NPA (%)
1	Retail	
a	-Mortgages (home loans and loans against property)	89.42
b	-Gold loans	0.00
c	- Vehicle finance	0.00
d	-MFI	0.00
e	-M&SME	0.00
f	-Capital market funding (loans against shares, margin funding)	0.00
h	-Others	0.00
2	Wholesale	
a	-Infrastructure	0.00
b	-Real estate (including builder loans)	10.58
c	-Promoter funding	0.00
d	-Any other sector (as applicable)	0.00
e	-Others	0.00
	Total	100.00

H. *Classification of loans & advances as on March 31, 2019*

S. No	Type of loans	Amount (₹ in lakh)	Percentage
1	Secured	26,45,756	99.87 %
2	Unsecured	3,541	0.13 %
	Total AUM	26,49,297	100

I. *Promoter Shareholding*

Please see, "Capital Structure" beginning on page 48 of the Shelf Prospectus for details with respect to Promoter shareholding in our Company as of the date of the Shelf Prospectus.

J. **Residual maturity profile of assets and liabilities as on March 31, 2019**

Particulars	1 day to 30/31 days (one month)	Over one month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Assets									
Deposits	-	-	-	-	-	-	-	-	-
Advances	31,083	31,953	31,974	1,17,940	2,02,394	3,83,348	3,42,647	15,08,014	26,49,354
Investments	-	-	-	-	-	-	-	-	-
Liabilities									
Borrowing	3,08,683	1,25,042	99,751	2,29,680	1,96,204	7,60,659	3,36,920	3,75,224	24,32,163
Foreign currency assets	-	-	-	-	-	-	-	-	-
Foreign currency liabilities	-	-	-	-	-	-	-	-	-

Debt to equity ratio

The debt to equity ratio prior to the Issue is based on a total outstanding debt of ₹ 24,73,989 lakh (includes accrued interest but not due on borrowings) and shareholder funds amounting to ₹ 2,49,250 lakh as on September 30, 2019. The debt to equity ratio post to the Issue would be 10.73 times, based on a total outstanding debt of ₹ 26,73,989 lakh and shareholders' funds of ₹ 2,49,250 lakh as on September 30, 2019.

Particulars	Prior to the Issue (as of September 30, 2019)	Post the Issue
Secured Loan*	20,35,864	22,35,864
Unsecured Loan*	4,38,125	4,38,125
Total Debt	24,73,989	26,73,989
Share Capital	1,88,171	1,88,171
Reserves	69,799	69,799
Less: Miscellaneous Expenditure (to the extent not written off or adjusted)	8,720	8,720
Shareholders' Funds (Net) / Net Worth[@]	2,49,250	2,49,250
Debt Equity Ratio (No. of Times)^{# @}	9.93	10.73

* Includes Accrued interest but not due on borrowings.

The debt-equity ratio post the Issue is indicative and is on account of assumed inflow of ₹ 2,00,000 lakh as Secured Loan from the Issue as on September 30, 2019. The actual debt-equity ratio post the Issue would depend upon the actual position of debt and equity on the date of allotment.

@ Net worth has been calculated as per Section 2(57) of Companies Act, 2013 and includes Compulsorily Convertible Cumulative Preference Share (CCCPS) held entirely by the Holding Company of ₹ 1,57,200 lakh. Debt Equity Ratio has been calculated as: (Outstanding Debt - CCCPS and dividend accrued thereon) / (Net worth). Under Ind AS 32 Financial Instruments: Presentation, the CCCPS and dividend accrued thereon of ₹ 1,64,114 lakh have been classified under borrowings and other financial liabilities in the financial statements

Material Agreements

Other than as stated in "History and Main Objects – Material Agreements" on page 91 of the Shelf Prospectus, our Company has not entered into any material agreements other than in the ordinary course of its business.

Auditors' Remarks

The Statutory Auditors, confirm that except for the report of the previous auditor, Deloitte Haskins & Sells LLP on the financial statements of the Company for the year ended March 31, 2017, which included an emphasis of matter paragraph which describes the accounting treatment used by the Company in creating the Deferred Tax Liability on Special Reserve under Section 36 (1)(viii) of the Income Tax Act, 1961 as at April 1, 2014, which is in accordance with the NHB's Circular No. NHB (ND)/DRS/Pol. Circular No. 62/2014 dated May 27, 2014, there have been no reservations or qualifications or

adverse remarks in the Financial Statements of our Company in the last five financial years immediately preceding the date of the Shelf Prospectus.

Trading

Debt securities issued by our Company, which are listed on BSE's and NSE's wholesale debt market are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

Caution

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of securities to him, or any other person in a fictitious name shall be liable for action under section 447.”

Details of fraud committed against our Company

Given the business of TCHFL as a HFC, there have been instances of frauds committed by borrowers, customers and employees against TCHFL which are inherent in the nature of the business of TCHFL and arise in the ordinary course of business. However, there is no material fraud committed against our Company from Fiscal 2015 till Fiscal 2019. The total amount involved in all acts of fraud committed against our Company in the last five Fiscals is set forth below:

	March 31, 2019	March 31, 2018	March 31, 2017	March 31, 2016	March 31, 2015
Nature of the frauds	The frauds included borrower acting in connivance with seller for creating fabricated documents, suppression of information and multiple selling of flat by Builder	The frauds included submission of fraudulent documents by borrowers and borrower intentionally suppressing information of actual ownership of the property.	-	The frauds included submission of fraudulent documents by borrowers to avail loans.	-
Aggregate amount involved (in ₹, in lakh)	1,556	326	0	36	0
Corrective actions taken by TCHFL	In these cases, TCHFL has conducted detailed inquiry into the frauds and analysed the causes. Based on the analysis, requisite corrective actions like strengthening of controls and internal processes have been taken wherever required. In case of involvement of the employees of TCHFL in a fraud, on a case-to-case basis, appropriate disciplinary action, including termination has been taken. Police complaints have been filed against the fraudsters.				

Dividend

Our Company has no stated specific dividend policy. The declaration and payment of interim dividend on the Equity Shares and CCCPS will be declared by the Board and final dividend will be recommended by the Board and approved by the shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. For Fiscal 2019, our Company had paid dividend of ₹ 7,403 lakh to its CCCPS holders and no dividend was paid by the Company to its equity shareholders. For the current financial year our Company has not declared any dividends.

(In ₹ Lakh)

Particulars	For the year March 31, 2019	For the year March 31, 2018	For the year March 31, 2017	For the year March 31, 2016	For the year March 31, 2015

Particulars	For the year March 31, 2019	For the year March 31, 2018	For the year March 31, 2017	For the year March 31, 2016	For the year March 31, 2015
Equity Share Capital (₹ in Lakh)	30,971	25,333	25,333	25,333	25,333
Face Value Per Equity Share (₹)	10	10	10	10	10
Dividend on Equity Shares (₹ per equity share)	-	-	-	-	-
Total dividend on equity shares (₹ in Cr)	-	-	-	-	-
Dividend Declared Rate on Equity Shares (In %)	-	-	-	-	-
Dividend paid on Preference Shares	7,403	8,047	6,613	4,602	2,929
Dividend distribution tax on dividend paid on preference shares	1,522	1,638	1,346	937	587

Revaluation of assets

Our Company has not revalued its assets in the last five years.

Mechanism for redressal of investor grievances

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) has been appointed as the Registrar to the Issue to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints. The Registrar Agreement between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a period of at least eight years from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances. All grievances relating to this Tranche 1 Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, Series of NCDs applied for, amount paid on Application, Depository Participant and the collection centre of the Members of the Syndicate where the Application was submitted. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Member of the Syndicate and the relevant Designated Branch of the SCSB in the event of an Application submitted by an ASBA Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, Series applied for number of NCDs applied for, amount blocked on Application.

All grievances arising out of Applications for the NCDs made through Designated Intermediaries may be addressed directly to the Stock Exchange. The contact details of Registrar to the Issue are as follows:

Registrar to the Issue

KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited)

Selenium Tower B, Plot 31-32
Gachibowli Financial District, Nanakramguda
Serilingampally, Hyderabad 500 032
Telangana
Tel: (91 40) 6716 2222
Fax: (91 40) 2343 1551
Email: tchfl.ncd@kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: Mr. M. Murali Krishna
Compliance Officer: Mr. Rakesh Santhalia
SEBI Registration No.: INR000000221

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 7 (seven) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Mr. Jinesh Meghani has been appointed as the Compliance Officer of our Company for this Tranche 1 Issue. The contact details of Compliance Officer of our Company are as follows:

Mr. Jinesh Meghani
11th Floor, Tower A
Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel,
Mumbai - 400 013

Tel: (91 22) 6606 9000
Fax: (91 22) 6656 2699
Email: tchflncdcompliance@tatacapital.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment Advice, demat credit or refund orders.

Change in Auditors of our Company during the last three years

Details of changes in the statutory auditor of our Company in the last three financial years preceding the date of the Shelf Prospectus has been summarised below:

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)
B S R & Co. LLP Registration No. 101248W/W-100022	5 th Floor, Lodha Excelus, Apollo Mills Compound, N. M. Joshi Marg, Mahalaxmi, Mumbai – 400011	Appointed with effect from August 21, 2017	-
Deloitte Haskins & Sells, LLP Registration No. 117366W/W-100018	Indiabulls Finance Centre, Tower 3, 32 nd Floor, Elphinstone Mill Compound, Senapati Bapat Marg, Elphinstone (West), Mumbai 400 013	Resigned with effect from August 21, 2017	Appointed with effect from October 17, 2008

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of the Shelf Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company from 10:00 a.m. to 5:00 p.m. on any Working Day from the date of the filing of this Tranche 1 Prospectus with Stock Exchange until the Tranche 1 Issue Closing Date.

A. *Material Contracts*

1. Issue Agreement dated December 17, 2019 between our Company and the Lead Managers.
2. Registrar Agreement dated December 17, 2019 between our Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated December 17, 2019 executed between our Company and the Debenture Trustee.
4. Tripartite agreement between our Company, Registrar to the Issue and CDSL dated August 24, 2018.
5. Tripartite agreement between our Company, Registrar to the Issue and NSDL dated August 24, 2018.
6. Public Issue Account Agreement dated December 30, 2019 entered into amongst our Company, the Registrar to the Issue, Banker to the Issue and the Lead Managers.
7. Consortium Agreement dated December 30, 2019 between our Company, the Consortium Members and the Lead Managers.

B. *Material Documents*

1. Certificate of incorporation of our Company dated October 15, 2008 issued by Registrar of Companies, Maharashtra.
2. Memorandum of Association and Articles of Association of our Company.
3. The certificate of registration dated April 2, 2009, bearing registration number 04.0073.09 by the National Housing Bank to carry on the business of a housing finance institution without accepting public deposits in accordance with Section 29A of the National Housing Bank Act.
4. Credit rating letter dated November 27, 2019 by CRISIL assigning a rating of “CRISIL AAA/Stable” in respect of the NCDs, revalidation letter dated December 24, 2019 and CRISIL rating rationale dated June 13, 2019.
5. Credit rating letter dated November 27, 2019 by ICRA assigning a rating of “[ICRA] AAA (stable)” in respect of the NCDs, revalidation letter dated December 24, 2019 and ICRA rating rationale dated October 30, 2019.
6. Copy of resolution passed at a meeting of the Board of Directors held on December 17, 2019 approving the Draft Shelf Prospectus.
7. Copy of resolution passed at a meeting of the Board of Directors held on December 30, 2019 approving the Shelf Prospectus and resolution dated December 30, 2019 approving this Tranche 1 Prospectus.
8. Copy of the resolution passed by the Board of Directors of our Company, held on June 15, 2018, approving the public issue of Secured NCDs of face value ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each, aggregating up to ₹ 5,00,000 lakh.
9. Resolution passed by the Shareholders of our Company, pursuant to Section 180 (1)(c) of the Companies Act, 2013, at the EGM held on March 27, 2019, approving the overall borrowing limit of our Company.
10. Consents of the Directors, Lead Managers to the Issue, Consortium Members, Chief Financial Officer of our Company, Company Secretary and Compliance Officer of our Company, Debenture Trustee, Credit Rating Agencies for the Issue, Lenders, Bankers to our Company, Legal Advisor to the Issue, Banker to the Issue and the Registrar to the Issue, to include their names in the Shelf Prospectus and in this Tranche 1 Prospectus in their respective capacity.
11. The consent of the Statutory Auditors of our Company, namely B S R & Co. LLP., dated December 17, 2019 for inclusion of: (a) their names as the Statutory Auditors, (b) the Financial Statements; and (c) the statement of tax benefits available to the debenture holders in the form and context in which they appear in the Shelf Prospectus and Tranche 1 Prospectus.
12. The examination report of the Statutory Auditors dated December 17, 2019 in relation to the Financial Statements included herein.

13. Statement of tax benefits available to debenture holders dated December 17, 2019 issued by our Statutory Auditors.
14. Annual Reports of our Company for the last five Financial Years.
15. Due diligence certificate dated December 30, 2019 filed by the Lead Managers with SEBI.
16. In-principle approval dated December 24, 2019 for the Issue issued by BSE.
17. In-principle approval dated December 24, 2019 for the Issue issued by NSE.
18. Industry report prepared by ICRA titled "*Indian Mortgage Finance Market*" dated June 2019 and consent from the ICRA dated December 11, 2019 in this regard.

Any of the contracts or documents mentioned above may be amended or modified at any time, without reference to the Debenture Holders, in the interest of our Company in compliance with applicable laws.

DECLARATION

We, the Directors of the Company hereby certify and declare that all applicable legal requirements in connection with the Issue, including relevant provisions of the Companies Act, 2013, as amended, and Rules prescribed thereunder, as applicable on the date of this Tranche I Prospectus, the guidelines and regulations issued by the Government of India, the guidelines and circulars issued by the National Housing Bank, the Reserve Bank of India and the Securities Contract (Regulation) Act, 1956, and the regulations, guidelines, circulars and rules promulgated by Securities and Exchange Board of India including, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, to the extent applicable, as the case may be, have been complied with and no statement made in this Tranche I Prospectus is contrary to the relevant provisions of applicable law.

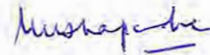
Furthermore, we certify that all disclosures and statements in this Tranche I Prospectus are in compliance with all applicable legal requirements and are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, false or misleading and that this Tranche I Prospectus does not contain any misstatements.

Signed by the Board of Directors:

Rajiv Sabharwal
Non – Executive Director and Chairman



Mehernosh B. Kapadia
Independent Director



Anuradha E. Thakur
Independent Director



Ankur Verma
Non – Executive Director



Anil Kaul
Managing Director



Date: December 30, 2019

Place: Mumbai

ANNEXURE A
CRISIL RATING LETTER
APPENDED OVERLEAF

CONFIDENTIAL

TCHFL/225196/RB/27112019
November 27, 2019

Mr. Kiran Joshi
Head - Treasury
Tata Capital Housing Finance Limited
Tower A 1101, Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel,
Mumbai - 400013

Dear Mr. Kiran Joshi,

Re: CRISIL Rating for the Rs.5000 Crore Retail Bonds* of Tata Capital Housing Finance Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please find in the table below the ratings outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Retail Bonds	5000	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

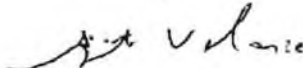
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,


Ajit Velonie
Director- CRISIL Ratings


Nivedita Shibu
Associate Director - CRISIL Ratings



**Includes Non Convertible Debentures and Subordinated Debt*

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. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are subject to change 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 with us or 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 Helpline at 1800-267-1301.

CONFIDENTIAL

TCHFL/235551/RBond/121947355
December 24, 2019

Mr. Kiran Joshi
Head - Treasury
Tata Capital Housing Finance Limited
Tower A 1101, Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel,
Mumbai - 400013

Dear Mr. Kiran Joshi,

Re: CRISIL Rating on the Rs.5000 Crore Retail Bond* of Tata Capital Housing Finance Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please find in the table below the ratings outstanding for your company.

S.No.	Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
1	Retail Bonds	5000	CRISIL AAA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

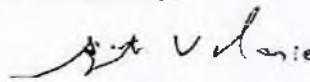
As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,


Ajit Velonie
Director - CRISIL Ratings


Nivedita Shibu
Associate Director - CRISIL Ratings



**Includes Non-Convertible Debentures and Subordinated Debt*

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 subject to surveillance. CRISIL or its associates may have other commercial transactions with the company/ entity. Ratings are revised by CRISIL as per its policy 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 web site, www.crisil.com. For the CRISIL House, Central Avenue, Hirwadani Business Park, Lower Parel, Mumbai - 400013. Phone: +91 22 3342 3000. Fax: +91 22 6040 5800. 1301. www.crisil.com

ANNEXURE B
CRISIL RATING RATIONALE
APPENDED OVERLEAF

Ratings

Rating Rationale

June 13, 2019 | Mumbai

Tata Capital Limited

'CRISIL AAA/Stable' assigned to Preference Shares

Rating Action

Total Bank Loan Facilities Rated	Rs.25 Crore
Long Term Rating	CRISIL AAA/Stable (Reaffirmed)

Rs.40 Crore Preference Shares	CRISIL AAA/Stable (Assigned)
Preference Shares Aggregating Rs.2690 Crore	CRISIL AAA/Stable (Reaffirmed)
Non-Convertible Debentures Aggregating Rs.2500 Crore	CRISIL AAA/Stable (Reaffirmed)
Rs.2000 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

1 crore = 10 million

Refer to annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL has assigned its '**CRISIL AAA/Stable**' rating on preference shares of Rs 40 crore of Tata Capital Limited (TCL). CRISIL has also reaffirmed its ratings on the company's other debt instruments and bank facilities at '**CRISIL AAA/Stable/CRISIL A1+**'.

CRISIL has also **withdrawn** its rating on the non-convertible debentures of Rs 225 crore (See Annexure 'Details of Rating Withdrawn' for details) in line with its withdrawal policy. CRISIL has received independent confirmation that these instruments are fully redeemed.

The current rated quantum of preference shares stood at Rs 2253.5 crore (see annexure below), of which Rs 2046.7 crore is outstanding. For debentures, the rated quantum stood at Rs 1525 crore, of which Rs 775 crore is outstanding while the remaining remains unutilized (see annexures below)

On August 15, 2018, CRISIL upgraded its long-term rating on the bank facilities and debt instruments of TCL and its subsidiaries, including TCFSL, collectively referred to herein as the TCL group to '**CRISIL AAA/Stable**' from '**CRISIL AA+/Stable**'. The rating on commercial paper was reaffirmed at '**CRISIL A1+**'.

The rating is driven by increased strategic importance of the financial services business to Tata Sons Limited (Tata Sons; rated '**CRISIL AAA/FAAA/Stable/CRISIL A1+**'). This is in line with the Tata group's focus on domestic consumption as a key theme in their growth philosophy. The TCL group, as the principal vehicle for non-captive lending, plays a key role through which this strategy will be implemented.

Tata Sons infused Rs 2500 crore of equity capital in fiscal 2019. This equity capital infusion in fiscal 2019 is almost equal to the Rs 2800 crore of total equity capital infused from inception till March 31, 2018, and is a strong indicator of the parent's focus on the lending business.

The rating action also factors in the strong support by the parent Tata Sons demonstrated by articulation of its intention to (i) to maintain majority shareholding in the TCL group, (ii) to assist TCL group in organizing for any shortfall in maintaining capital adequacy as per applicable regulations and (iii) to conduct the business of TCL group in a manner that would enable TCL group to perform its obligations to all lenders and debt holders in full and timely manner.

TCL group's business performance has also improved, with significant scale-up and diversification in its portfolio over the past few years. Asset quality and earnings are also on an improving trend, with the group discontinuing businesses which have posed asset quality challenges in recent years. The TCL group is also further strengthening its risk function- both in people and in processes, which should hold it in good stead. Capital position will remain comfortable, with continued capital infusion from Tata Sons.

Analytical Approach

For arriving at its ratings, CRISIL has combined the business and financial risk profiles of TCL and its subsidiaries Tata Capital Housing Finance Limited (TCHF), Tata Capital Financial Services Ltd (TCFSL), Tata Cleantech Capital Limited (TCCL), Tata Securities Ltd and Tata Capital Pte Ltd, Singapore). This is because they have significant operational and management linkages, and operate under the common Tata Capital brand. The ratings also factor in strong support from TCL's parent, Tata Sons given the strategic importance of TCL and its subsidiaries as the principal vehicle of non-captive lending in the group and the Tata Sons' strong articulation of support.

Please refer Annexure - List of entities consolidated, which captures the list of entities considered and their analytical treatment of consolidation.

Key Rating Drivers & Detailed Description

Strengths

*Strategic importance to, and expectation of strong support from the ultimate parent, Tata Sons

CRISIL's ratings on debt instruments of TCL group continue to be based on the expectation of strong support that the group is expected to receive from the ultimate parent, Tata Sons. This is due to Tata Sons' majority ownership in the TCL group, coupled with the increasing importance of the financial services business to the Tata group.

Tata Sons directly owns 94.23% of TCL's equity shares and most of the remaining stake is held by the other Tata group companies and trusts. TCL in turn holds 100% stake in its two main subsidiaries- TCFSL and TCHFL and 80.50% in TCCL. Tata Sons also has personnel from its senior management on TCL's board. Tata Sons has infused equity capital (including share premium) of around Rs.5600 crore in TCL since TCL's inception; Rs 2500 crore of this has been infused just in fiscal 2019 till date indicating the intent of the group to step up its focus on the lending business.

TCL group, as the Tata group's non-captive lending vehicle, is the primary financial services arm, and remains critical to the group, given the growth opportunities in this sector over the medium to long term. TCL group is also strategically important to the Tata group because it caters to the funding requirements of various entities associated with the group, such as its suppliers, vendors, and dealers. The shared brand and infrastructural synergies with various Tata group companies strengthen the integration of the TCL group with the overall Tata group. Business synergies are set to increase further as TCL taps into the Tata group ecosystem as part of its growth strategy. CRISIL believes that Tata Sons will continue to have majority ownership in, and management control of TCL and its subsidiaries, over the medium term.

***Comfortable capitalization to support medium term growth plans, supported by regular infusion from parent**

TCL group has comfortable capitalization, with absolute networth (per IndAS but including CCCPS and on a consolidated basis) of Rs 9470 crore as March 31, 2019. The capital infusion in fiscal 2019 will further strengthen the networth. As on March 31, 2019 both TCFSL and TCHFL remain adequately capitalized with overall capital adequacy ratio of 16.84% and 16.24% respectively (16.68% and 17.20% respectively as on March 31, 2018). The gearing of TCFSL and TCHFL (after adjusting for compulsorily convertible cumulative preference shares that is being treated as debt with the introduction of IND-AS) stood at 6.4 times and 10.8 times as on March 31, 2019 (7.0 times and 11.09 times respectively as on March 31, 2018).

TCL group's consolidated gearing stood at 7.1 times as on March 31, 2019. CRISIL believes that TCL group is adequately capitalized to absorb asset-side risks. CRISIL also believes that despite its significant growth plans, TCL group's capitalization is expected to remain comfortable, given Tata Sons' commitment to support growth in the financial services business.

***Diversified resource profile**

TCL group also has access to funding from a diverse base of lenders; the funding profile is fairly balanced with a mix of non-convertible debentures, bank borrowings, and short-term debt. As on March 31, 2019, overall market borrowings stood at about half of total borrowings. TCL and its subsidiaries have the ability to mobilize debt at competitive costs, given their association with the Tata group.

Weaknesses

***Average asset quality; expected to improve with strengthened risk management systems and processes**

Asset quality is expected to improve going ahead with the group exiting segments such as infrastructure lending in which they have faced asset quality challenges in the past, as well as the strengthening of the risk management infrastructure.

On a consolidated basis, TCL group's gross non-performing assets (NPAs) and net NPAs stood at 1.7% and 0.4% respectively as on March 31, 2019, lower than the 2.4% and 0.7% respectively as on March 31, 2018.

In case of TCFSL, the reported asset quality metrics continued to improve with gross NPA ratio down to 2.5% as on March 31, 2019, down from 3.3% last fiscal and 4.9% in fiscal 2017. On an absolute basis also, the GNPA came down to Rs 1093 crore (-11% Y-o-Y); a large part of this has been driven by write-offs in discontinued businesses. The company's provision coverage ratio has improved to 84% thereby translating into net NPA to 0.4% end fiscal 2019. Asset quality in the continuing businesses is better and with the enhanced focus on risk management, is expected to improve going ahead. However, the impact of seasoning as well as the ability to manage the unsecured loan book, whose share is expected to increase, will need to be seen over time.

TCHFL's reported gross NPA also improved 0.9% end fiscal 2019 from 1.2% previous and 0.9% in fiscal 2017. The provision coverage ratio stood at 58%, leading to net NPA of 0.38% end fiscal 2019. Given TCHFL's strong growth, the impact of seasoning will be visible only over the medium term. TCCL had no gross NPAs as on March 31, 2019. CRISIL will monitor the ability of these companies to maintain low delinquency levels across asset classes over economic cycles.

Moderate, though improving earnings profile

TCL group's profitability has been subdued in the past due to high credit costs. Net interest margins (based on total income) have been relatively stable at around 5% for the past 3 years. End fiscal 2019, the company's consolidated net profit stood at Rs 590 crore on total income (net of interest expenses) of Rs 3266 crore.

For TCFSL, the net profit stood at Rs 437 crore, up 9% Y-o-Y, on total income (net of interest expenses) of Rs 2461 crore, up 23% Y-o-Y. TCFSL's return on average assets stood at 1%. In case of TCHFL, the net profit stood at Rs 50 crore, down 42% Y-o-Y on total income (net of interest expenses) of Rs 666 crore, +16% Y-o-Y. With expected improvement in asset quality, earnings metrics are also expected to move up. The healthy CRISIL-adjusted provision coverage ratio (PCR), at around 84% for TCFSL and 58% for TCHFL, also support profitability.

With expected improvement in asset quality, earnings metrics are also expected to move up. The healthy CRISIL-adjusted provision coverage ratio (PCR), also support profitability. CRISIL will continue to monitor TCL group's profitability, especially credit costs and operating efficiencies over the medium term.

Liquidity

In next six months from June 2019 till November 2019, the company has repayments due to the tune of ~Rs 660 crore. There are no lumpy exposures and the debt profile remains well staggered over next few months. The refinance will be through combination of incremental debt raising as well as liquidation of debt investments (aggregating to Rs 466 crore) in the subsidiaries. Being a core investment company (CIC), TCL's own income sources comprises mainly of dividend income that is up-streamed by its two main subsidiaries i.e. TCFSL and TCHFL.

Outlook: Stable

CRISIL believes that TCL group will remain highly strategically important to Tata Sons, and continue to benefit from the strong parent support over the medium term. The outlook may be revised to 'Negative' in case of a decline in Tata Sons' credit quality or in

CRISIL's view, a diminution in expected support to TCL group. The outlook may also be revised to 'Negative' in case of significant pressure on the TCL group's asset quality, impacting the group's earnings.

About the Company

TCL is the holding company for several of the financial services businesses of the Tata capital group and is registered with the Reserve Bank of India as a systemically important, non-deposit-taking, core investment company. Tata Capital has a diversified product portfolio with a presence in both the wholesale and retail finance segments. It had sizeable AUM of Rs 77,110 crore end fiscal 2019 as against Rs 61,445 crore as on March 31, 2018 and Rs 51,847 crore as on March 31, 2017. The fund-based products and services are primarily offered by TCFSL (both wholesale and retail finance segments), TCHFL (mortgage finance), and TCCL (infrastructure finance). The fee-based services ' distribution of mutual funds and insurance products, stock broking, and investment banking ' are offered through the wholly owned subsidiary, Tata Securities Ltd.

TCL on a standalone basis reported net profit of Rs 210 crore on total income (net of interest expenses) of Rs 335.5 crore as on March 31, 2018 as against net profit of Rs 180 crore on total income (net of interest expenses) of Rs 305.3 crore previous year.

Key Financial Indicators (TCL - Consolidated)

As on/for the year ended March 31	Unit	2019	2018
Total Assets	Rs crore	80,477	64,088
Total income (net of interest expenses)	Rs crore	3,266	3,347
Profit after tax	Rs crore	590	776
Gross NPA	%	1.8	2.4
Return on assets (annualized)	%	0.8	1.3
Gearing	Times	7.4	8.0

Any other information: Not applicable

Note on complexity levels of the rated instrument:

CRISIL complexity levels are assigned to various types of financial instruments. The CRISIL complexity levels are available on www.crisil.com/complexity-levels. Users are advised to refer to the CRISIL complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of the instrument	Date of issuance	Coupon rate (%)	Maturity Date	Issue Size (RS.crore)	Rating assigned along with Outlook
NA	Preference Shares*	NA	NA	NA	40.00	CRISIL AAA/Stable
NA	Preference Shares*	NA	NA	NA	40.00	CRISIL AAA/Stable
NA	Preference Shares*	NA	NA	NA	40.00	CRISIL AAA/Stable
NA	Preference shares*	NA	NA	NA	6.80	CRISIL AAA/Stable
INE976I04317	Preference Shares	13-Mar-19	7.75%	12-Mar-26	40.00	CRISIL AAA/Stable
INE976I04309	Preference shares	15-Jun-18	7.10%	14-Jun-25	33.45	CRISIL AAA/Stable
INE976I04283	Preference shares	20-Apr-18	7.10%	19-Apr-25	40.00	CRISIL AAA/Stable
INE976I04291	Preference shares	10-May-18	7.10%	09-May-25	40.00	CRISIL AAA/Stable
INE976I04234	Preference shares	26-Jul-17	7.50%	25-Jul-24	75.00	CRISIL AAA/Stable
INE976I04242	Preference shares	28-Jul-17	7.33%	27-Jul-24	75.00	CRISIL AAA/Stable
INE976I04259	Preference shares	04-Aug-17	7.33%	03-Aug-24	75.00	CRISIL AAA/Stable
INE976I04267	Preference shares	15-Sep-17	7.15%	14-Sep-24	75.00	CRISIL AAA/Stable
INE976I04275	Preference shares	29-Sep-17	7.10%	28-Sep-24	75.00	CRISIL AAA/Stable
INE976I04010	Preference shares	NA	NA	09-Aug-19	147.61	CRISIL AAA/Stable
INE976I04028	Preference shares	NA	NA	21-Oct-19	61.74	CRISIL AAA/Stable
INE976I04036	Preference shares	NA	NA	09-Dec-19	25.00	CRISIL AAA/Stable
INE976I04044	Preference shares	NA	NA	20-Jan-20	15.65	CRISIL AAA/Stable
INE976I04051	Preference shares	NA	NA	26-Feb-20	30.00	CRISIL AAA/Stable
INE976I04069	Preference shares	NA	NA	27-Mar-20	30.65	CRISIL AAA/Stable
INE976I04119	Preference shares	NA	NA	06-Nov-20	2.79	CRISIL AAA/Stable
INE976I04127	Preference shares	NA	NA	31-Mar-21	5.00	CRISIL AAA/Stable
INE976I04135	Preference shares	NA	NA	18-Aug-21	204.99	CRISIL AAA/Stable
INE976I04143	Preference shares	NA	NA	21-Apr-22	464.85	CRISIL AAA/Stable
INE976I04150	Preference shares	NA	NA	06-Sep-22	35.00	CRISIL AAA/Stable
INE976I04168	Preference shares	NA	NA	01-Sep-23	75.00	CRISIL AAA/Stable
INE976I04176	Preference shares	NA	NA	15-Sep-23	100.00	CRISIL AAA/Stable
INE976I04184	Preference shares	NA	NA	06-Oct-23	50.00	CRISIL AAA/Stable
INE976I04192	Preference shares	NA	NA	26-Oct-23	75.00	CRISIL AAA/Stable
INE976I04200	Preference shares	NA	NA	09-Mar-24	135.00	CRISIL AAA/Stable
INE976I04218	Preference shares	NA	NA	06-Jul-24	65.00	CRISIL AAA/Stable

INE976I04226	Preference shares	NA	NA	11-Jul-24	75.00	CRISIL AAA/Stable
NA	Debentures*	NA	NA	NA	750	CRISIL AAA/Stable
INE976I08268	Debentures	05-Sep-17	7.75%	05-Mar-20	200	CRISIL AAA/Stable
INE976I08250	Debentures	22-Jun-17	8.05%	21-Jun-19	100	CRISIL AAA/Stable
INE976I08276	Debentures	18-Jun-18	9.32%	18-Dec-19	450	CRISIL AAA/Stable
INE976I08227	Debentures	18-Aug-16	0.0865	19-Aug-19	25	CRISIL AAA/Stable
NA	Commercial Paper	NA	NA	7-365 days	2000	CRISIL A1+
NA	Cash Credit and Working Capital demand loan	NA	NA	NA	15	CRISIL AAA/Stable
NA	Proposed Long-Term Bank Loan Facility	NA	NA	NA	10	CRISIL AAA/Stable

*Yet to be issued

Annexure - Details of Rating Withdrawn

ISIN	Name of the instrument	Date of issuance	Coupon rate (%)	Maturity Date	Issue Size (Rs.Cr)
INE976I08243	Debentures	31-May-17	0.082	31-May-19	225

Annexure - List of Entities Consolidated

Entity consolidated	Extent of consolidation	Rationale for consolidation
Tata Capital Limited	Full	Holding Company
Tata Capital Financial Services Limited	Full	Subsidiary
Tata Capital Housing Finance Limited	Full	Subsidiary
Tata Cleantech Capital Limited	Full	Subsidiary
Tata Securities Limited	Full	Subsidiary
Tata Capital Pte Ltd, Singapore	Full	Subsidiary

Annexure - Rating History for last 3 Years

Instrument	Current			2019 (History)		2018		2017		2016		Start of 2016
	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Commercial Paper	ST	2000.00	CRISIL A1+	31-05-19	CRISIL A1+	15-08-18	CRISIL A1+	13-09-17	CRISIL A1+	13-10-16	CRISIL A1+	CRISIL A1+
				14-05-19	CRISIL A1+	10-05-18	CRISIL A1+	01-08-17	CRISIL A1+	09-09-16	CRISIL A1+	
				08-03-19	CRISIL A1+	17-04-18	CRISIL A1+	28-07-17	CRISIL A1+	25-08-16	CRISIL A1+	
						05-04-18	CRISIL A1+	24-07-17	CRISIL A1+	25-08-16	CRISIL A1+	
								18-07-17	CRISIL A1+	19-08-16	CRISIL A1+	
								30-06-17	CRISIL A1+	29-07-16	CRISIL A1+	
								12-06-17	CRISIL A1+	26-05-16	CRISIL A1+	
Non Convertible Debentures	LT	1525.00 13-06-19	CRISIL AAA/Stable	31-05-19	CRISIL AAA/Stable	15-08-18	CRISIL AAA/Stable	13-09-17	CRISIL AA+/Stable	13-10-16	CRISIL AA+/Stable	--
				14-05-19	CRISIL AAA/Stable	10-05-18	CRISIL AA+/Stable	01-08-17	CRISIL AA+/Stable	09-09-16	CRISIL AA+/Stable	
				08-03-19	CRISIL AAA/Stable	17-04-18	CRISIL AA+/Stable	28-07-17	CRISIL AA+/Stable	25-08-16	CRISIL AA+/Stable	
						05-04-18	CRISIL AA+/Stable	24-07-17	CRISIL AA+/Stable	25-08-16	CRISIL AA+/Stable	
								18-07-17	CRISIL AA+/Stable	19-08-16	CRISIL AA+/Stable	
								30-06-17	CRISIL AA+/Stable	29-07-16	CRISIL AA+/Stable	
								12-06-17	CRISIL AA+/Stable	26-05-16	CRISIL AA+/Stable	
Preference Shares	LT	2253.53 13-06-19	CRISIL AAA/Stable	31-05-19	CRISIL AAA/Stable	15-08-18	CRISIL AAA/Stable	13-09-17	CRISIL AA+/Stable	13-10-16	CRISIL AA+/Stable	CRISIL AA+/Stable
				14-05-19	CRISIL AAA/Stable	10-05-18	CRISIL AA+/Stable	01-08-17	CRISIL AA+/Stable	09-09-16	CRISIL AA+/Stable	
				08-03-19	CRISIL AAA/Stable	17-04-18	CRISIL AA+/Stable	28-07-17	CRISIL AA+/Stable	25-08-16	CRISIL AA+/Stable	
						05-04-18	CRISIL AA+/Stable	24-07-17	CRISIL AA+/Stable	25-08-16	CRISIL AA+/Stable	
								18-07-17	CRISIL AA+/Stable	19-08-16	CRISIL AA+/Stable	

								30-06-17	CRISIL AA+/Stable	29-07-16	CRISIL AA+/Stable	
								12-06-17	CRISIL AA+/Stable	26-05-16	CRISIL AA+/Stable	
Fund-based Bank Facilities	LT/ST	25.00	CRISIL AAA/Stable	31-05-19	CRISIL AAA/Stable	15-08-18	CRISIL AAA/Stable	13-09-17	CRISIL AA+/Stable	13-10-16	CRISIL AA+/Stable	CRISIL AA+/Stable
				14-05-19	CRISIL AAA/Stable	10-05-18	CRISIL AA+/Stable	01-08-17	CRISIL AA+/Stable	09-09-16	CRISIL AA+/Stable	
				08-03-19	CRISIL AAA/Stable	17-04-18	CRISIL AA+/Stable	28-07-17	CRISIL AA+/Stable	25-08-16	CRISIL AA+/Stable	
						05-04-18	CRISIL AA+/Stable	24-07-17	CRISIL AA+/Stable	25-08-16	CRISIL AA+/Stable	
								18-07-17	CRISIL AA+/Stable	19-08-16	CRISIL AA+/Stable	
								30-06-17	CRISIL AA+/Stable	29-07-16	CRISIL AA+/Stable	
								12-06-17	CRISIL AA+/Stable	26-05-16	CRISIL AA+/Stable	

All amounts are in Rs.Cr.

Annexure - Details of various bank facilities

Current facilities			Previous facilities		
Facility	Amount (Rs.Crore)	Rating	Facility	Amount (Rs.Crore)	Rating
Cash Credit & Working Capital demand loan	15	CRISIL AAA/Stable	Cash Credit & Working Capital demand loan	15	CRISIL AAA/Stable
Proposed Long Term Bank Loan Facility	10	CRISIL AAA/Stable	Proposed Long Term Bank Loan Facility	10	CRISIL AAA/Stable
Total	25	--	Total	25	--

Links to related criteria

[CRISILs Bank Loan Ratings - process, scale and default recognition](#)

[Rating Criteria for Finance Companies](#)

[CRISILs Criteria for Consolidation](#)

[CRISILs Criteria for rating short term debt](#)

[Criteria for Notching up Stand Alone Ratings of Companies based on Group Support](#)

For further information contact:

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ANNEXURE C
ICRA RATING LETTER
APPENDED OVERLEAF

CONFIDENTIAL

Ref: 2019-20/MUMR/1504
November 27, 2019

Mr. Kiran Joshi
Tata Capital Housing Finance Limited
Tower A 1101 Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013

Dear Sir,

Re: Revalidation of Credit Rating for Rs. 5,000 crore Retail Bonds Programme (Including non-convertible debentures and subordinated debt) of Tata Capital Housing Finance Limited

This is with reference to your email dated November 27, 2019 for re-validating the rating for the captioned programme.

We hereby confirm that the "[ICRA]AAA" (pronounces ICRA triple A) rating with Stable Outlook assigned to the captioned programme and last communicated to you vide our letter dated September 20, 2019 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

Please note that, the rating assumes that there will be no credit rating related acceleration clause under the proposed debt programme. The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref: 2019-20/MUM/1174 dated September 20, 2019.

With kind regards,

Yours faithfully,
For ICRA Limited

ABHISHEK DAFRIA
Vice President
abhishek.dafria@icraindia.com



SANDEEP SHARMA
Analyst
sandeep.sharma@icraindia.com

CONFIDENTIAL

Ref: 2019-20/MUM/1780
December 24, 2019

Mr. Kiran Joshi
Tata Capital Housing Finance Limited
Tower A 1101 Peninsula Business Park
Ganpatrao Kadam Marg
Lower Parel
Mumbai 400 013

Dear Sir,

Re: Revalidation of Credit Rating for Rs. 5,000 crore Retail Bonds Programme (Including non-convertible debentures and subordinated debt) of Tata Capital Housing Finance Limited

This is with reference to your email dated December 24, 2019 for re-validating the rating for the captioned programme.


We hereby confirm that the "[ICRA]AAA" (pronounces ICRA triple A) rating with Stable Outlook assigned to the captioned programme and last communicated to you vide our letter dated September 20, 2019 stands. Instruments with [ICRA]AAA rating are considered to have the highest degree of safety regarding timely servicing of financial obligations. Such instruments carry lowest credit risk.

Please note that, the rating assumes that there will be no credit rating related acceleration clause under the proposed debt programme. The other terms and conditions for the credit rating of the aforementioned instrument shall remain the same vide our letter Ref: 2019-20/MUM/1174 dated September 20, 2019.

With kind regards,

Yours faithfully,
For ICRA Limited

AASHAY CHOKSEY
Assistant Vice President
aashay.choksey@icraindia.com



SANDEEP SHARMA
Analyst
sandeep.sharma@icraindia.com

ANNEXURE D

ICRA RATING RATIONALE

APPENDED OVERLEAF

October 30, 2019

Tata Capital Housing Finance Limited: Rating assigned

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
NCD programme	0.00	1,000	[ICRA]AAA (Stable); assigned
NCD programme	2,358	2,358	[ICRA]AAA (Stable); outstanding
Retail Bonds programme (incl. NCDs and Subordinated debt)	5,000	5,000	[ICRA]AAA (Stable); outstanding
Subordinated Debt programme	1,100	1,100	[ICRA]AAA (Stable); outstanding
Commercial Paper	8,000	8,000	[ICRA]A1+; outstanding
Total	16,458	17,458	

*Instrument details are provided in Annexure-1

Rationale

Tata Capital Limited (TCL) is a holding company with a diversified presence in lending business through its three key subsidiaries i.e. Tata Capital Financial Services Limited (TCFSL), Tata Capital Housing Finance Limited (TCHFL) and Tata Cleantech Capital Limited (TCCL). TCL's subsidiaries operate primarily in consumer loans, housing finance, vehicle financing, commercial finance, infrastructure finance and other financial services businesses. While arriving at the rating for TCHFL, ICRA has considered the business and financial risk profiles of Tata Capital Limited (TCL, rated [ICRA]A1+) and its subsidiaries together as these entities have significant operational and management linkages and operate under the common Tata Capital brand.

The ratings for Tata Capital Limited (TCL) derive significant strength from its parentage, Tata Sons Limited (TSL; rated [ICRA]AAA(Stable)/[ICRA]A1+), which owns 94.23% equity shares¹ of TCL as on March 31, 2019 and strategic importance of the financial services business (housed under TCL and its subsidiaries) to Tata Group. TCHFL, in turn, is a 100% subsidiary of TCL. The rating is also supported by TSL's stated intent to keep TCL adequately capitalized on consolidated basis and also to continue maintaining significant ownership and management control in TCL. The importance of Tata Capital group to TSL is also highlighted through the Rs. 2,500 crore capital infusion in FY2019. The ratings also factor in the group's diverse product mix and higher share of retail loan book, diversified funding profile and financial flexibility arising being a part of Tata Group, improvement in asset quality indicators and healthy provision cover. The credit strengths are partially offset by the relatively high level of consolidated gearing level and moderate earnings profile. However, TSL's Stated intent to keep TCL and its subsidiaries adequately capitalised provides comfort. ICRA believes the prudent capitalisation level is one of the key mitigants against the delinquencies and other credit risks associated with the lending business.

ICRA takes note of the increased scale of operations of TCHFL with assets under management (AUM) growing by ~27% CAGR from FY2016 to FY2019 to Rs. 26,888 crore, as well as the improvement in asset quality indicators (GNPA/NNPA of 0.9%/0.4% as on March 31, 2019 compared to 1.2%/0.4% as on March 31, 2018) on account of controlled fresh slippages

¹ Balance stake held by Tata Investment Corporation Limited (2.32%), TCL Employee Welfare Trust (1.51%) and Others (1.94%).

and write-offs. Further, ICRA has noted that the company's ALM profile exhibits some mismatches in the short-term buckets though these are adequately backed by unutilised banks lines. Given the company's parentage, ICRA expects it to be able to refinance the asset liability gaps.

Key rating drivers

Credit strengths

Strong parentage and strategic importance to the Group – TCHFL is wholly owned subsidiary of TCL and in turn TCL is majority owned subsidiary of TSL with TSL owning 94.23% equity shares of TCL as on March 31, 2019. TCL enjoys strong financial and operational support from TSL, which in the past has included access to capital, management and systems and supervision by a strong board. TCL also enjoys strong commitment from TSL given that TCL (through its subsidiaries) is the primary financial services lending arm for Tata group. Given the importance of the financial services business to Tata Group and TSL's stated intent to keep TCL adequately capitalized on consolidated basis, ICRA expects TSL to continue to provide financial support to enable TCL to maintain comfortable capitalization profile and also to continue maintaining significant ownership and management control in TCL. The importance of Tata Capital group to TSL is also highlighted through the Rs. 2,500 crore capital infusion in FY2019. Any dilution in importance of TCL for TSL or in the expectation of support from TSL or change in TSL's credit profile would be a key rating sensitivity.

Diverse product mix; higher share of retail portfolio - Total AUM (on a combined basis for TCFSL+TCHFL+TCCL) grew by ~25% to ~Rs. 75,926 crore as on March 31, 2019 from Rs. 60,499 crore as on March 31, 2018 with retail loans comprising ~60% of consolidated portfolio as on March 31, 2019. The combined loan book is fairly diversified across various products in wholesale and retail lending. Wholesale loan book comprised of corporate loans and credit substitutes and builder loans (20% of total combined loan book), channel financing (12%), infrastructure and project loans (7%) and loan against shares (1%) as on March 31, 2019. During FY2019, the wholesale loan book grew by 31% driven by growth in corporate lending and project loans. ICRA also notes the relatively lower credit concentration of large exposures within wholesale book vs. peers. Retail loan book comprised home loans (24% of total combined loan book), home equity/LAP (16%), personal loans (8%), construction equipment financing (5%), auto financing (4%) and others (2%). During FY2019, retail book grew by 22% driven by growth across segments. While ICRA expects portfolio growth to moderate from the level seen in FY19, loan book is expected to remain well diversified across products and borrower / group level exposures.

TCHFL has grown its portfolio at a CAGR of ~27% over the last three years to Rs. 26,888 crore as on March 31, 2019 of which 68% was in the home loan segment, 21% in the LAP and 11% in the builder and construction finance segments. ICRA views the housing finance segment as an important extension of the existing bouquet of financial products offered by TCL, making TCHFL strategically important to the parent. With growing focus on the financial services business, the importance of the company has increased. The company intends to expand its operations to Tier II and Tier III cities to tap the growing affordable housing market, which accounts for ~10% of the total portfolio as on March 31, 2019 (5% as on March 31, 2018). ICRA takes note of the Government's thrust on the affordable housing segment which augers well for TCHFL given its increased focus on the segment

Diverse borrowing profile and good financial flexibility- Tata Capital group enjoys good financial flexibility, being a part of Tata Group, with access to funds at competitive rates of interest and from various sources. The consolidated funding profile of TCL is fairly diversified with a mix of non-convertible debentures, bank borrowings, and commercial paper. As

on March 31, 2019, overall capital market borrowings stood at about ~51% of total borrowings. The proportion of commercial papers in the overall funding mix declined to ~14% as on March 31, 2019 (18% as on March 31, 2018). ICRA takes comfort from the company's cash flow from its short-term assets and policy of maintaining adequate unutilised bank facilities as a liquidity backup.

TCHFL enjoys good financial flexibility, being a part of Tata Group, with access to funds at competitive rates of interest. The funding profile of TCHFL is fairly diversified with a mix of non-convertible debentures, bank borrowings, NHB borrowings and commercial paper. As on March 31, 2019, overall bank borrowings stood at about ~45% of total borrowings. The proportion of commercial papers in the overall funding mix declined to ~10% as on March 31, 2019 (16% as on March 31, 2018). Given the company's parentage, ICRA expects it to be able to refinance the asset liability gaps.

Comfortable asset quality and healthy provision cover - On a combined basis, TCL's asset quality indicators improved with reported gross non-performing assets (NPAs) and net NPAs of 1.75% and 0.36% respectively as on March 31, 2019 as against 2.43% and 0.72% respectively as on March 31, 2018. There has been an improvement in the asset quality indicators for the group, with NPAs steadily declining over the last 4 years owing to increased write-offs, controlled fresh slippages and expansion of the overall loan book. Overall provision cover was healthy at 80% as on March 31, 2019. Group's consolidated stage-2 assets were also under control at 2.32% of gross advances as on March 31, 2019. Going forward, ICRA expects the overall asset quality to remain comfortable, albeit some uptick is possible on account of increasing vulnerability of the loan book owing to stress in some of the key lending segments and limited portfolio seasoning, given the steep growth witnessed in the past few years. ICRA however expects the company to maintain healthy provision cover in the near to medium term which would help strengthen the balance sheet against asset quality risks. Going forward, the company's ability to manage asset quality profile would remain a key rating sensitivity.

TCHFL's asset quality remains comfortable however on account of sluggishness in real estate sector, vulnerability of company's lending towards builders and construction finance (11% of TCHFL's loan book as on March 31, 2019) remains relatively high. During FY2019, on account of write off and controlled slippages, gross NPA and net NPAs at 0.9% and 0.4% as on March 31, 2019. (1.2% and 0.4% as on March 31, 2018).

Credit challenges

Consolidated gearing remains relatively high however stated intent of TSL to keep TCL group's capitalisation adequate provides comfort - On a consolidated basis for TCL, the capitalisation profile is supported by demonstrated financial support by the parent reflected in latest capital infusion of Rs. 2,500 crore during FY2019 and stated intent of TSL to provide regular capital support to TCL to enable it to maintain adequate capitalization profile. As a result of the capital infusion in FY19, TCL's consolidated gearing declined to 8.67 times as on March 31, 2019 from 11.75 times as on March 31, 2018. The gearing, nonetheless, remains at a relatively high level on consolidated basis as compared to peers. ICRA expects financial support from the parent in the future to further reduce the gearing level in the medium term. TCL's capital adequacy on standalone basis remains comfortable with a capital adequacy ratio of 61%, significantly above the regulatory requirement of 30% for CICs and a comfortable leverage ratio of 0.74 times (against the regulatory requirement of maximum 2.5 times for CICs). Regulatory capital adequacy for three key subsidiaries of the group remains comfortable with CAR and Tier 1 of TCFSL at 16.84% and 12.11% respectively, TCHFL at 16.24% and 11.94% respectively and TCCL at 16.10% and 15.70% respectively as on March 31, 2019. ICRA believes the prudent capitalisation level is one of the key mitigants against the delinquencies and other credit risks associated with the lending business. Given the

strategic importance of Tata Capital Limited to Tata Group, ICRA expects capital support from the parent to be forthcoming to keep TCL and its subsidiaries adequately capitalised.

TCHFL had grown its portfolio at a CAGR of ~27% over the last three years to Rs. 26,888 crore as on March 31, 2019. Since TCHFL's pace of growth has been higher than internal capital generation, the need for external capital has remained high. The company's capitalisation has been supported by regular capital infusions from the parent (Rs. 165 crore in FY2017 and Rs. 301 crore in FY2018 and Rs. 555 crore during FY2019). During FY2019, Rs.408 Crore of CCCPS was converted into equity. Notwithstanding TCHFL's ability to raise equity and the high level of support from the parent, the adjusted gearing levels were relatively high at 10.80 times (adjusting for CCCPS in net worth that is being treated as debt with the transition to Ind-AS) as on March 31, 2019. The company's capital adequacy and Tier 1 capital was 16.24% and 11.94% respectively as on March 31, 2019.

Moderate earnings profile - TCL's consolidated profitability remains moderate as reflected in return on assets (RoA) of 1.39% in FY2019 and 1.12% in FY2018. The group profitability was moderate largely on account of higher operating expenses and higher credit costs and increased competition in key lending segments. TCL's net interest margins (NIMs) declined to 2.82% in FY2019 from 3.17% in FY2018 on account of tightened liquidity environment. Profitability during FY2019 supported by significant gains from derecognition of investment in associates and fair value changes. However, despite higher credit costs (0.90% in FY2019 from 0.55% during FY2018) and increase in operating expenses (2.31% in FY2019 from 2.10% during FY2018), the company reported return on assets (RoA) and return on equity (RoE) of 1.39% and 17.42%, respectively, during FY2019 as compared with 1.12% and 17.19%, respectively, during FY2018. ICRA expects TCL's profitability to improve over medium term with scaling up of operations and TCL's focus on better yielding assets. Going forward, TCL's ability to manage recoveries or mitigate losses through the enforcement of security while arresting fresh slippages and thus keeping a check on the credit costs will have a strong bearing on its earning profile.

TCHFL's lending spreads moderated to 2.17% during FY2019 from 2.45% during FY2018 on account of increase in cost of funds owing to tightened liquidity environment. TCHFL's net interest margins declined to 2.31% in FY2019 from 2.66% in FY2018 due to increase in cost of funds. The company's operating expenses remains high at 1.40% of ATA in FY2019 (1.30% in FY2018). Also, its credit provisions increased to 0.83% of ATA in FY2019 from 0.73% in FY2018, with significant write-offs in the loan book. Consequently, its return of assets declined to 0.21% in FY2018 from 0.46% in FY2017.

Liquidity Position: Strong

The liquidity profile of the group is strong at a consolidated level. As per ALM as on September 30, 2019, total combined (TCL+TCFSL+TCHFL+TCCL) outflows for next 6 months stood at Rs. 22,047 crore of which WCDL constitute ~Rs. 6,895 crore. As on September 30, 2019, combined cash and liquid investments stood at Rs. 1,042 crore as per ALM. Additionally, the total sanctioned unused bank lines maintained across subsidiaries aggregating to Rs. 9,675 crore as on September 30, 2019 and expected inflows of ~Rs. 16,854 crore over next 6 months provides comfort over the consolidated liquidity profile of group. TCL also enjoys strong financial flexibility to mobilise long term funding on the back of its established track record and strong parentage.

Rating Sensitivities

Negative triggers - Significant change in shareholding pattern of TCHFL or reduction in stake of TSL in TCL, change in expectation of support from parent (TSL) or deterioration in credit profile of TSL could warrant a rating downgrade. Negative pressure on rating could arise if, there is a deterioration in asset quality with consolidated Gross NPA remaining above 5% on sustained basis or deterioration in consolidated capitalization profile of TCL on sustained basis.

Analytical Approach:

Analytical Approach	Comments
Applicable Rating Methodologies	Rating Methodology for Housing Finance Companies Impact of Parent or Group Support on an Issuer's Credit Rating
Parent/Group Support	Ultimate Parent/Investor: Tata Sons Limited TCL is majority owned subsidiary of TSL with TSL owning 94.23% equity shares of TCL as on March 31, 2019. TCHFL, in turn, is a 100% subsidiary of TCL. TCL enjoys strong financial and operational support from TSL, which in the past has included access to capital, management and systems and supervision by a strong board. TCL also enjoys strong commitment from TSL given that TCL (through its subsidiaries) is the primary financial services lending arm for Tata group.
Consolidation / Standalone	While arriving at the rating for TCHFL, ICRA has considered the consolidated performance of TCL and its subsidiaries carrying businesses as finance companies given the strong operational and financial synergies between the companies. <i>Details mentioned in Annexure 2</i>

About the company

Tata Capital Housing Finance Limited (TCHFL) is a 100% subsidiary of Tata Capital Limited (TCL) and was incorporated for providing long-term housing finance. The company's incorporation was an integral part of TCL's plan to augment its existing product pipeline in the retail segment. TCHFL is registered with the National Housing Bank as a housing finance company. The company commenced its lending operations in July 2009 and had a total portfolio of around Rs. 26,888 crore as on March 31, 2019. For FY2019, the company reported a profit after tax of Rs. 50.49 crore (vis-à-vis Rs. 87.61 crore in FY2018) on a total income of Rs. 2,440.01 crore in FY2019 (vis-à-vis Rs. 1,927.01 crore in FY2018). The company's total net worth stood at Rs. 978.94 crore as on March 31, 2019.

About Tata Capital Limited

TCL is a subsidiary of Tata Sons Limited, which holds 94.23% of TCL. Balance shareholding of TCL is owned by Tata Investment Corporation Limited, TCL Employee Welfare Trust and others.

TCL is registered as a core investment company and is the holding company for various financial services of the Group including Tata Capital Financial Services Limited (TCFSL), Tata Capital Housing Finance Limited (TCHFL), Tata Cleantech Limited (TCCL). TCL also holds strategic and private equity investments in some companies. For FY2019, the company reported a standalone net profit of Rs. 27.53 crore on a total standalone asset base of Rs. 9,573 crore against a net profit of Rs. 36.56 crore on a total asset base of Rs. 7,279.12 crore in FY2018.

On a consolidated basis, TCL reported PAT of Rs. 1,029 crore in FY19 on total asset base of Rs. 82,644 crore vs. PAT of Rs. 678 crore in FY18 on total asset base of Rs. 65,213 crore.

About Tata Sons Limited

Tata Sons Private Limited, founded in 1917 by the Tata Group's founder, Shri JN Tata, is the principal holding company for the Tata Group and owner of the Tata brand and associated trademark. Charitable trusts own most of Tata Sons' shareholding at 66%. While income from dividends and profit generated on sale of investments constitute the principal revenue source for the company, it also includes royalty fees earned from Group companies for using the Tata brand. Such fees, however, are largely spent on brand promotion. Tata Sons also provides certain Group level services to Tata companies, key among them being facilitating business excellence within the Group by conducting training programmes (through Tata Quality Management Services), legal assistance and human resource (HR) services. TCS, one of the largest

software companies in India and the highest contributor to Tata Sons in terms of revenues and profits, was spun-off as a separate entity during FY2005. Currently, Tata Sons' equity investments are spread across seven major industry segments and include investments in flagship concerns like TCS, Tata Steel Limited, The Tata Power Company Limited, Tata Motors Limited, Tata Chemicals Limited, TTSL and Tata Global Beverages Limited, among others.

Key financial indicators –TCHFL (Standalone)

	As per Ind-AS	
	FY2018	FY2019
Profit After Tax	88	50
Net Worth (adjusted)	*1,645	*2,251
Total Managed Portfolio	21,090	26,888
Total Assets	20,708	27,383
Return on Assets	0.46%	0.21%
Return on Equity	*6.04%	*2.59%
Gearing (times)	*11.09	*10.80
Gross NPA%	1.22%	0.90%
Net NPA%	0.42%	0.38%
Net NPA / Net Worth	*5.09%	*4.46%
CAR%	17.22%	16.24%

Amount in Rs. crore; Source: TCHFL, ICRA research; as per ICRA calculations

*In our calculations, CCCPS of Rs. 1,272 crore as on March 31, 2019 and Rs. 1,125 crore as on March 31, 2018 has been included in net worth. If this is treated as borrowings (as reported under Ind-AS) the net worth would stand at Rs. 979 crore, gearing of 26.13 times, RoE of 6.74% and Net NPA/Net worth of 10.25% as on March 31, 2019 (net worth would stand at Rs. 520 crore, gearing of 37.21 times, RoE of 18.44% and Net NPA/Net worth of 16.10% as on March 31, 2018)

Key financial indicators-TCL (consolidated)

	FY 2018	FY 2019
Net Interest Income	1,918	2,087
Non-Interest Income	735	1,641
Operating expenses	1,271	1,705
Profit Before Tax	1,045	1,358
Profit After Tax	678	1,029
Net Worth	4,799	8,118
Total Assets	64,397	81,826
Return on Assets	1.12%	1.39%
Return on Equity	17.19%	17.42%
Gearing (times)	11.75	8.67

Amount in Rs. crore; Source: TCL, ICRA research; as per ICRA calculations

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

Rating history for last three years:

Instrument	Rating (FY2020)		Chronology of Rating History for the past 3 years										
	Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	Current Rating 30-Oct-2019	Earlier Rating 27-Sep-2019	FY2019		FY2018		FY2017			
						26-Oct-2018	24-Aug-2018	23-May-2018	13-Sep-2017	12-Apr-2017	25-Jan-2017	31-May-2016	20-May-2016
1	Non-convertible Debenture Programme	Long Term	1,000	0.00	[ICRA] AAA (Stable); assigned	-	-	-	-	-	-	-	-
2	Non-convertible Debenture Programme	Long Term	2,358	1,502.50	[ICRA] AAA (Stable)	[ICRA] AAA (Stable)	[ICRA] AAA (Stable)	[ICRA] AAA (Stable)	[ICRA]AA+ (Stable)	[ICRA] AA+ (Stable)	[ICRA] AA+ (Stable)	[ICRA] AA+ (Stable)	[ICRA] AA+ (Stable)
3	Commercial Paper Programme	Short Term	8,000	-	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA] A1+	[ICRA]A1+	[ICRA] A1+	-	-	[ICRA]A1+; withdrawn
4	Subordinated Debt Programme	Long Term	1,100	597.50	[ICRA] AAA (Stable)	[ICRA] AAA (Stable)	[ICRA] AAA (Stable)	[ICRA] AAA (Stable)	[ICRA]AA+ (Stable)	[ICRA] AA+ (Stable)	[ICRA] AA+ (Stable)	[ICRA] AA+ (Stable)	[ICRA] AA+ (Stable)
5	Retail Bond Programme	Long Term	5,000	-	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	[ICRA]AAA (Stable)	-	-	-	-	-

Source: ICRA research

Complexity level of the rated instrument:

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website www.icra.in

Annexure-1: Instrument Details

ISIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
NA	Non-Convertible Debentures Programme	NA	NA	NA	1,855.50 [^]	[ICRA]AAA(Stable)
INE033L07AU5	Non-Convertible Debentures Programme	9-Dec-14	9.22%	9-Dec-24	200.00	[ICRA]AAA(Stable)
INE033L07AZ4	Non-Convertible Debentures Programme	23-Jan-15	9.05%	23-Jan-25	150.00	[ICRA]AAA(Stable)
INE033L07DP9	Non-Convertible Debentures Programme	17-Aug-15	8.85%	17-Aug-20	100.00	[ICRA]AAA(Stable)
INE033L07DU9	Non-Convertible Debentures Programme	31-Aug-15	8.87%	29-Aug-25	20.00	[ICRA]AAA(Stable)
INE033L07DW5	Non-Convertible Debentures Programme	8-Oct-15	8.70%	8-Oct-25	7.50	[ICRA]AAA(Stable)
INE033L07EY9	Non-Convertible Debentures Programme	30-Jun-16	8.70%	30-Jun-26	10.00	[ICRA]AAA(Stable)
INE033L07EZ6	Non-Convertible Debentures Programme	5-Jul-16	8.70%	5-Jul-21	20.00	[ICRA]AAA(Stable)
INE033L07FI9	Non-Convertible Debentures Programme	15-Sep-16	8.20%	15-Sep-21	10.00	[ICRA]AAA(Stable)
INE033L07FQ2	Non-Convertible Debentures Programme	20-Apr-17	7.71%	29-Apr-20	5.00	[ICRA]AAA(Stable)
INE033L07FS8	Non-Convertible Debentures Programme	7-Jun-17	7.75%	30-Jun-20	5.00	[ICRA]AAA(Stable)
INE033L07FT6	Non-Convertible Debentures Programme	14-Jun-17	7.70%	15-Jun-20	55.00	[ICRA]AAA(Stable)
INE033L07FW0	Non-Convertible Debentures Programme	31-Aug-17	7.40%	31-Aug-20	350.00	[ICRA]AAA(Stable)
INE033L07FY6	Non-Convertible Debentures Programme	20-Jul-18	8.76%	30-Sep-19	570.00	[ICRA]AAA(Stable)
NA	Subordinated Debt Programme	NA	NA	NA	502.50 [^]	[ICRA]AAA(Stable)

ISIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE033L08023	Subordinated Debt Programme	29-Sep-11	10.00%	29-Sep-21	25.30	[ICRA]AAA(Stable)
INE033L08031	Subordinated Debt Programme	28-Oct-11	10.00%	28-Oct-21	1.10	[ICRA]AAA(Stable)
INE033L08049	Subordinated Debt Programme	04-Nov-11	10.00%	04-Nov-21	10.10	[ICRA]AAA(Stable)
INE033L08056	Subordinated Debt Programme	25-Jan-12	10.15%	25-Jan-22	13.50	[ICRA]AAA(Stable)
INE033L08064	Subordinated Debt Programme	12-Mar-12	10.15%	12-Mar-22	10.20	[ICRA]AAA(Stable)
INE033L08072	Subordinated Debt Programme	10-May-12	10.00%	10-May-22	1.00	[ICRA]AAA(Stable)
INE033L08098	Subordinated Debt Programme	30-May-12	10.00%	30-May-22	0.30	[ICRA]AAA(Stable)
INE033L08080	Subordinated Debt Programme	30-May-12	10.05%	30-May-22	30.00	[ICRA]AAA(Stable)
INE033L08106	Subordinated Debt Programme	22-Aug-12	10.25%	22-Aug-22	33.00	[ICRA]AAA(Stable)
INE033L08122	Subordinated Debt Programme	15-Apr-13	9.70%	15-Apr-23	25.00	[ICRA]AAA(Stable)
INE033L08171	Subordinated Debt Programme	26-Sep-14	10.15%	26-Sep-24	48.00	[ICRA]AAA(Stable)
INE033L08189	Subordinated Debt Programme	28-Apr-15	9.25%	28-Apr-25	40.00	[ICRA]AAA(Stable)
INE033L08197	Subordinated Debt Programme	22-Jul-15	9.25%	22-Jul-25	35.00	[ICRA]AAA(Stable)
INE033L08205	Subordinated Debt Programme	16-Sep-15	9.20%	16-Sep-25	10.00	[ICRA]AAA(Stable)
INE033L08213	Subordinated Debt Programme	21-Sep-15	9.20%	19-Sep-25	15.00	[ICRA]AAA(Stable)
INE033L08221	Subordinated Debt Programme	04-Nov-15	8.99%	04-Nov-25	30.00	[ICRA]AAA(Stable)
INE033L08239	Subordinated Debt Programme	15-Dec-15	9.00%	15-Dec-25	25.00	[ICRA]AAA(Stable)
INE033L08247	Subordinated Debt Programme	17-Dec-15	9.00%	17-Dec-25	25.00	[ICRA]AAA(Stable)
INE033L08254	Subordinated Debt Programme	15-Mar-16	9.00%	13-Mar-26	20.00	[ICRA]AAA(Stable)
INE033L08262	Subordinated Debt Programme	04-Aug-16	8.92%	04-Aug-26	200.00	[ICRA]AAA(Stable)
NA	Retail Bonds Programme (including non-convertible debentures and	NA	NA	NA	5,000.00^	[ICRA]AAA(Stable)

ISIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
NA	subordinated debt) Commercial Paper Programme	NA	NA	7-365 days	8,000	[ICRA]A1+

[^] Unutilised;

Source: TCHFL; Data as on August 31, 2019

Annexure 2: List of entities considered for consolidated analysis:

Tata Capital Limited
 Tata Capital Financial Services Limited
 Tata Capital Housing Finance Limited
 Tata Cleantech Capital Limited
 Tata Securities Limited
 Tata Capital Growth Fund
 Tata Capital Special Situation Fund
 Tata Capital Innovation Fund
 Tata Capital Growth Fund II
 Tata Capital Growth II General Partners LLP
 Tata Capital Healthcare Fund I
 Tata Capital Pte Limited

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ANNEXURE E

CONSENT OF THE DEBENTURE TRUSTEE

APPENDED OVERLEAF

No. 11297/ITSL/OPR/2019-20

Date: December 17, 2019

To,

TATA Capital Housing Finance Limited
11th Floor Tower A Peninsula Business Park
Ganpatrao Kadam Marg Lower Parel
Mumbai - 400013

Dear Sir/Madam,

Re: Proposed public issue of secured redeemable non-convertible debentures and/or unsecured subordinated redeemable non-convertible debentures eligible for inclusion in Tier II capital ("NCDs") aggregating to INR 5000 crores ("Issue")

We the undersigned hereby consent to be named as the Debenture Trustee to the Issue pursuant to Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and to include our name being inserted as the Debenture Trustee to the Issue in the Draft Shelf Prospectus, Shelf Prospectus and/or Tranche Prospectus (as the case may be), with BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") and to be forwarded to the Securities and Exchange Board of India and the Shelf Prospectus/ respective Tranche Prospectus(es) to be filed with the relevant Registrar of Companies, Stock Exchanges and to be forwarded to SEBI in respect of the Issue and also in all related advertisements and in all subsequent periodical communications to be sent to the holders of NCDs issued pursuant to the Issue. The following details with respect to us may be disclosed:

Name: IDBI Trusteeship Services Limited
Address: Asian Building, ground Floor, 17 R Kamani Marg, Ballard Estate, Mumbai 400001
Telephone number: 022 4080 7000
Fax number: 022 4080 7080
Contact person: Nikhil Lohana
SEBI Registration No: IND000000460

We confirm that we are registered with SEBI and that such registration is valid as on the date of this letter. We enclose a copy of our registration certificate enclosed herein as Annexure A.

We also confirm that we have not been prohibited by SEBI to act as an intermediary in capital market issues.

We hereby authorise you to deliver this letter of consent to the relevant registrar of companies pursuant to the provisions of Section 26 of the Companies Act, 2013 and other applicable laws or any other regulatory or statutory authority required by law.

We also agree to keep strictly confidential, until such time as the proposed transaction is publicly announced by the Company, (i) the nature and scope of this transaction, (ii) our knowledge of the proposed transaction of the Company, and (iii) any other information in connection thereto.

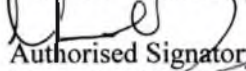
We confirm that we will without unreasonable delay inform you and lead managers of any change to the above information until the date when the NCDs are listed on the Stock Exchanges. On an absence of such communication from us, the above information should be taken as updated information until the NCDs are listed on the Stock Exchanges.



This letter may be relied up by the Company, lead managers, and legal advisors to the Issue.

Yours faithfully,

For IDBI Trusteeship Services Limited


Authorised Signatory
Name: Nikhil Lohana
Designation: Chief Manager



CC:

EDELWEISS FINANCIAL SERVICES LIMITED

Edelweiss House, Off C.S.T. Road, Kalina, Mumbai – 400 098,
Maharashtra, India

SEBI Registration Number: INM0000010650

A. K. CAPITAL SERVICES LIMITED

30-38 Free Press House, 3rd Floor, Free Press Journal Marg, 215, Nariman Point, Mumbai – 400 021,
Maharashtra, India

SEBI Registration Number: INM000010411

And

CYRIL AMARCHAND MANGALDAS

5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Tel: (91 22) 2496 4455
Fax: (91 22) 2496 3666

भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर ट्रस्टी) विनियम, 1993

(DEBENTURE TRUSTEE) REGULATIONS, 1993

000263

(विनियम 8)
(Regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र

CERTIFICATE OF REGISTRATION

- 1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अर्थात् डिबेंचर ट्रस्टी के लिए भारत में विनियमों और विनियमों के साथ कठिन उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
- 1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

**IBBI TRUSTEESHIP SERVICES LIMITED
ASIAN BUILDING, GROUND FLOOR
17, R. KAMANI MARG
BALLARD ESTATE
MUMBAI-400 001**

हो नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर ट्रस्टी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

- 2) डिबेंचर ट्रस्टी के लिए रजिस्ट्रीकरण कोड
- 2) Registration Code for the debenture trustee is

IND000000460

- 3) जब तक नवोक्त न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र
- 3) Unless renewed, the certificate of registration is valid from

This certificate of registration shall be valid unless it is suspended or cancelled by the board

स्थान Place : **MUMBAI**

तारीख Date : **FEBRUARY 14, 2017**



आदेश से
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India

MEDHASONPAROTE

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

ANNEXURE F

ILLUSTRATION OF CASH FLOWS AND DAY COUNT CONVENTION

Investors should note that the below examples are solely for illustrative purposes and is not specific to the Issue.

Series I

36 Months - Annual Coupon Payment	
Company	Tata Capital Housing Finance Limited
Face Value per NCD (in ₹)	1000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	January 23, 2020
Tenor	36 months
Option 1 : Coupon Rate for Category I Investors and Category II Investors (p.a)	8.00%
Option 2 : Coupon Rate for Category III Investors and Category IV Investors (p.a)	8.10%
Redemption Date/Maturity Date (assumed)	January 23, 2023
Frequency of interest payment	Annual
Option 1: Effective Yield for Category I Investors and Category II Investors	7.99%
Option 2: Effective Yield for Category III Investors and Category IV Investors	8.09%
Day Count Convention	Actual/Actual
Type of NCD	Secured

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Deemed date of allotment	Thursday, 23 January, 2020	Thursday, 23 January, 2020		-1000	-1000
Coupon/Interest Payment 1	Saturday, 23 January, 2021	Monday, 25 January, 2021	366	80.00	81.00
Coupon/Interest Payment 2	Sunday, 23 January, 2022	Monday, 24 January, 2022	365	80.00	81.00
Coupon/Interest Payment 3	Monday, 23 January, 2023	Monday, 23 January, 2023	365	80.00	81.00
Principal	Monday, 23 January, 2023	Monday, 23 January, 2023		1000	1000

Series II

60 Months - Annual Coupon Payment

Company	Tata Capital Housing Finance Limited
Face Value per NCD (in ₹)	1000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	January 23, 2020
Tenor	60 months
Option 1 : Coupon Rate for Category I Investors and Category II Investors (p.a)	8.20%
Option 2 : Coupon Rate for Category III Investors and Category IV Investors (p.a)	8.30%
Redemption Date/Maturity Date (assumed)	January 23, 2025
Frequency of interest payment	Annual
Option 1: Effective Yield for Category I Investors and Category II Investors	8.19%
Option 2: Effective Yield for Category III Investors and Category IV Investors	8.29%
Day Count Convention	Actual/Actual
Type of NCD	Secured

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Deemed date of allotment	Thursday, 23 January, 2020	Thursday, 23 January, 2020		-1000	-1000
Coupon/Interest Payment 1	Saturday, 23 January, 2021	Monday, 25 January, 2021	366	82.00	83.00
Coupon/Interest Payment 2	Sunday, 23 January, 2022	Monday, 24 January, 2022	365	82.00	83.00
Coupon/Interest Payment 3	Monday, 23 January, 2023	Monday, 23 January, 2023	365	82.00	83.00
Coupon/Interest Payment 4	Tuesday, 23 January, 2024	Tuesday, 23 January, 2024	365	82.00	83.00
Coupon/Interest Payment 5	Thursday, 23 January, 2025	Thursday, 23 January, 2025	366	82.00	83.00
Principal	Thursday, 23 January, 2025	Thursday, 23 January, 2025		1000	1000

Series III

60 Months - Monthly Coupon Payment

Company	Tata Capital Housing Finance Limited
Face Value per NCD (in ₹)	1000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	January 23, 2020
Tenor	60 months
Option 1 : Coupon Rate for Category I Investors and Category II Investors (p.a)	7.92%
Option 2 : Coupon Rate for Category III Investors and Category IV Investors (p.a)	8.01%
Redemption Date/Maturity Date (assumed)	January 23, 2025
Frequency of interest payment	Monthly
Option 1: Effective Yield for Category I Investors and Category II Investors	8.2069%
Option 2: Effective Yield for Category III Investors and Category IV Investors	8.30%
Day Count Convention	Actual/Actual
Type of NCD	Secured

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Deemed date of allotment	Thursday, 23 January, 2020	Thursday, 23 January, 2020		-1000	-1000
Coupon/Interest Payment 1	Sunday, 23 February, 2020	Monday, 24 February, 2020	31	6.71	6.78
Coupon/Interest Payment 2	Monday, 23 March, 2020	Monday, 23 March, 2020	29	6.28	6.35
Coupon/Interest Payment 3	Thursday, 23 April, 2020	Thursday, 23 April, 2020	31	6.71	6.78
Coupon/Interest Payment 4	Saturday, 23 May, 2020	Monday, 25 May, 2020	30	6.49	6.57
Coupon/Interest Payment 5	Tuesday, 23 June, 2020	Tuesday, 23 June, 2020	31	6.71	6.78
Coupon/Interest Payment 6	Thursday, 23 July, 2020	Thursday, 23 July, 2020	30	6.49	6.57
Coupon/Interest Payment 7	Sunday, 23 August, 2020	Monday, 24 August, 2020	31	6.71	6.78
Coupon/Interest Payment 8	Wednesday, 23 September, 2020	Wednesday, 23 September, 2020	31	6.71	6.78
Coupon/Interest Payment 9	Friday, 23 October, 2020	Friday, 23 October, 2020	30	6.49	6.57
Coupon/Interest Payment 10	Monday, 23 November, 2020	Monday, 23 November, 2020	31	6.71	6.78
Coupon/Interest Payment 11	Wednesday, 23 December, 2020	Wednesday, 23 December, 2020	30	6.49	6.57
Coupon/Interest Payment 12	Saturday, 23 January, 2021	Monday, 25 January, 2021	31	6.71	6.78
Coupon/Interest Payment 13	Tuesday, 23 February, 2021	Tuesday, 23 February, 2021	31	6.73	6.8
Coupon/Interest Payment 14	Tuesday, 23 March, 2021	Tuesday, 23 March, 2021	28	6.08	6.14
Coupon/Interest	Friday, 23	Friday, 23	31	6.73	6.8

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Payment 15	April, 2021	April, 2021			
Coupon/Interest Payment 16	Sunday, 23 May, 2021	Monday, 24 May, 2021	30	6.51	6.58
Coupon/Interest Payment 17	Wednesday, 23 June, 2021	Wednesday, 23 June, 2021	31	6.73	6.8
Coupon/Interest Payment 18	Friday, 23 July, 2021	Friday, 23 July, 2021	30	6.51	6.58
Coupon/Interest Payment 19	Monday, 23 August, 2021	Monday, 23 August, 2021	31	6.73	6.8
Coupon/Interest Payment 20	Thursday, 23 September, 2021	Thursday, 23 September, 2021	31	6.73	6.8
Coupon/Interest Payment 21	Saturday, 23 October, 2021	Monday, 25 October, 2021	30	6.51	6.58
Coupon/Interest Payment 22	Tuesday, 23 November, 2021	Tuesday, 23 November, 2021	31	6.73	6.8
Coupon/Interest Payment 23	Thursday, 23 December, 2021	Thursday, 23 December, 2021	30	6.51	6.58
Coupon/Interest Payment 24	Sunday, 23 January, 2022	Monday, 24 January, 2022	31	6.73	6.8
Coupon/Interest Payment 25	Wednesday, 23 February, 2022	Wednesday, 23 February, 2022	31	6.73	6.8
Coupon/Interest Payment 26	Wednesday, 23 March, 2022	Wednesday, 23 March, 2022	28	6.08	6.14
Coupon/Interest Payment 27	Saturday, 23 April, 2022	Monday, 25 April, 2022	31	6.73	6.8
Coupon/Interest Payment 28	Monday, 23 May, 2022	Monday, 23 May, 2022	30	6.51	6.58
Coupon/Interest Payment 29	Thursday, 23 June, 2022	Thursday, 23 June, 2022	31	6.73	6.8
Coupon/Interest Payment 30	Saturday, 23 July, 2022	Monday, 25 July, 2022	30	6.51	6.58
Coupon/Interest Payment 31	Tuesday, 23 August, 2022	Tuesday, 23 August, 2022	31	6.73	6.8
Coupon/Interest Payment 32	Friday, 23 September, 2022	Friday, 23 September, 2022	31	6.73	6.8
Coupon/Interest Payment 33	Sunday, 23 October, 2022	Monday, 24 October, 2022	30	6.51	6.58
Coupon/Interest Payment 34	Wednesday, 23 November, 2022	Wednesday, 23 November, 2022	31	6.73	6.8
Coupon/Interest Payment 35	Friday, 23 December, 2022	Friday, 23 December, 2022	30	6.51	6.58
Coupon/Interest Payment 36	Monday, 23 January, 2023	Monday, 23 January, 2023	31	6.73	6.8
Coupon/Interest Payment 37	Thursday, 23 February, 2023	Thursday, 23 February, 2023	31	6.73	6.8
Coupon/Interest Payment 38	Thursday, 23 March, 2023	Thursday, 23 March, 2023	28	6.08	6.14
Coupon/Interest Payment 39	Sunday, 23 April, 2023	Monday, 24 April, 2023	31	6.73	6.8
Coupon/Interest Payment 40	Tuesday, 23 May, 2023	Tuesday, 23 May, 2023	30	6.51	6.58
Coupon/Interest	Friday, 23	Friday, 23	31	6.73	6.8

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Payment 41	June, 2023	June, 2023			
Coupon/Interest Payment 42	Sunday, 23 July, 2023	Monday, 24 July, 2023	30	6.51	6.58
Coupon/Interest Payment 43	Wednesday, 23 August, 2023	Wednesday, 23 August, 2023	31	6.73	6.8
Coupon/Interest Payment 44	Saturday, 23 September, 2023	Monday, 25 September, 2023	31	6.73	6.8
Coupon/Interest Payment 45	Monday, 23 October, 2023	Monday, 23 October, 2023	30	6.51	6.58
Coupon/Interest Payment 46	Thursday, 23 November, 2023	Thursday, 23 November, 2023	31	6.73	6.8
Coupon/Interest Payment 47	Saturday, 23 December, 2023	Monday, 25 December, 2023	30	6.51	6.58
Coupon/Interest Payment 48	Tuesday, 23 January, 2024	Tuesday, 23 January, 2024	31	6.73	6.8
Coupon/Interest Payment 49	Friday, 23 February, 2024	Friday, 23 February, 2024	31	6.71	6.78
Coupon/Interest Payment 50	Saturday, 23 March, 2024	Monday, 25 March, 2024	29	6.28	6.35
Coupon/Interest Payment 51	Tuesday, 23 April, 2024	Tuesday, 23 April, 2024	31	6.71	6.78
Coupon/Interest Payment 52	Thursday, 23 May, 2024	Thursday, 23 May, 2024	30	6.49	6.57
Coupon/Interest Payment 53	Sunday, 23 June, 2024	Monday, 24 June, 2024	31	6.71	6.78
Coupon/Interest Payment 54	Tuesday, 23 July, 2024	Tuesday, 23 July, 2024	30	6.49	6.57
Coupon/Interest Payment 55	Friday, 23 August, 2024	Friday, 23 August, 2024	31	6.71	6.78
Coupon/Interest Payment 56	Monday, 23 September, 2024	Monday, 23 September, 2024	31	6.71	6.78
Coupon/Interest Payment 57	Wednesday, 23 October, 2024	Wednesday, 23 October, 2024	30	6.49	6.57
Coupon/Interest Payment 58	Saturday, 23 November, 2024	Monday, 25 November, 2024	31	6.71	6.78
Coupon/Interest Payment 59	Monday, 23 December, 2024	Monday, 23 December, 2024	30	6.49	6.57
Coupon/Interest Payment 60	Thursday, 23 January, 2025	Thursday, 23 January, 2025	31	6.71	6.78
Principal	Thursday, 23 January, 2025	Thursday, 23 January, 2025		1000	1000

Series IV

96 Months - Annual Coupon Payment

Company	Tata Capital Housing Finance Limited
Face Value per NCD (in ₹)	1000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	January 23, 2020
Tenor	96 months
Option 1 : Coupon Rate for Category I Investors and Category II Investors (p.a)	8.30%
Option 2 : Coupon Rate for Category III Investors and Category IV Investors (p.a)	8.40%
Redemption Date/Maturity Date (assumed)	January 23, 2028
Frequency of interest payment	Annual
Option 1: Effective Yield for Category I Investors and Category II Investors	8.29%
Option 2: Effective Yield for Category III Investors and Category IV Investors	8.39%
Day Count Convention	Actual/Actual
Type of NCD	Secured

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Deemed date of allotment	Thursday, 23 January, 2020	Thursday, 23 January, 2020		-1000	-1000
Coupon/Interest Payment 1	Saturday, 23 January, 2021	Monday, 25 January, 2021	366	83.00	84.00
Coupon/Interest Payment 2	Sunday, 23 January, 2022	Monday, 24 January, 2022	365	83.00	84.00
Coupon/Interest Payment 3	Monday, 23 January, 2023	Monday, 23 January, 2023	365	83.00	84.00
Coupon/Interest Payment 4	Tuesday, 23 January, 2024	Tuesday, 23 January, 2024	365	83.00	84.00
Coupon/Interest Payment 5	Thursday, 23 January, 2025	Thursday, 23 January, 2025	366	83.00	84.00
Coupon/Interest Payment 6	Friday, 23 January, 2026	Friday, 23 January, 2026	365	83.00	84.00
Coupon/Interest Payment 7	Saturday, 23 January, 2027	Monday, 25 January, 2027	365	83.00	84.00
Coupon/Interest Payment 8	Sunday, 23 January, 2028	Friday, 21 January, 2028	365	82.55	83.54
Principal	Sunday, 23 January, 2028	Friday, 21 January, 2028		1000	1000

Series V

96 Months - Monthly Coupon Payment

Company	Tata Capital Housing Finance Limited
Face Value per NCD (in ₹)	1000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	January 23, 2020
Tenor	96 months
Option 1 : Coupon Rate for Category I Investors and Category II Investors (p.a)	8.01%
Option 2 : Coupon Rate for Category III Investors and Category IV Investors (p.a)	8.10%
Redemption Date/Maturity Date (assumed)	January 23, 2028
Frequency of interest payment	Monthly
Option 1: Effective Yield for Category I Investors and Category II Investors	8.30%
Option 2: Effective Yield for Category III Investors and Category IV Investors	8.40%
Day Count Convention	Actual/Actual
Type of NCD	Secured

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Deemed date of allotment	Thursday, 23 January, 2020	Thursday, 23 January, 2020		-1000	-1000
Coupon/Interest Payment 1	Sunday, 23 February, 2020	Monday, 24 February, 2020	31	6.78	6.86
Coupon/Interest Payment 2	Monday, 23 March, 2020	Monday, 23 March, 2020	29	6.35	6.42
Coupon/Interest Payment 3	Thursday, 23 April, 2020	Thursday, 23 April, 2020	31	6.78	6.86
Coupon/Interest Payment 4	Saturday, 23 May, 2020	Monday, 25 May, 2020	30	6.57	6.64
Coupon/Interest Payment 5	Tuesday, 23 June, 2020	Tuesday, 23 June, 2020	31	6.78	6.86
Coupon/Interest Payment 6	Thursday, 23 July, 2020	Thursday, 23 July, 2020	30	6.57	6.64
Coupon/Interest Payment 7	Sunday, 23 August, 2020	Monday, 24 August, 2020	31	6.78	6.86
Coupon/Interest Payment 8	Wednesday, 23 September, 2020	Wednesday, 23 September, 2020	31	6.78	6.86
Coupon/Interest Payment 9	Friday, 23 October, 2020	Friday, 23 October, 2020	30	6.57	6.64
Coupon/Interest Payment 10	Monday, 23 November, 2020	Monday, 23 November, 2020	31	6.78	6.86
Coupon/Interest Payment 11	Wednesday, 23 December, 2020	Wednesday, 23 December, 2020	30	6.57	6.64
Coupon/Interest Payment 12	Saturday, 23 January, 2021	Monday, 25 January, 2021	31	6.78	6.86
Coupon/Interest Payment 13	Tuesday, 23 February, 2021	Tuesday, 23 February, 2021	31	6.80	6.88
Coupon/Interest Payment 14	Tuesday, 23 March, 2021	Tuesday, 23 March, 2021	28	6.14	6.21
Coupon/Interest Payment 15	Friday, 23 April, 2021	Friday, 23 April, 2021	31	6.80	6.88

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Coupon/Interest Payment 16	Sunday, 23 May, 2021	Monday, 24 May, 2021	30	6.58	6.66
Coupon/Interest Payment 17	Wednesday, 23 June, 2021	Wednesday, 23 June, 2021	31	6.80	6.88
Coupon/Interest Payment 18	Friday, 23 July, 2021	Friday, 23 July, 2021	30	6.58	6.66
Coupon/Interest Payment 19	Monday, 23 August, 2021	Monday, 23 August, 2021	31	6.80	6.88
Coupon/Interest Payment 20	Thursday, 23 September, 2021	Thursday, 23 September, 2021	31	6.80	6.88
Coupon/Interest Payment 21	Saturday, 23 October, 2021	Monday, 25 October, 2021	30	6.58	6.66
Coupon/Interest Payment 22	Tuesday, 23 November, 2021	Tuesday, 23 November, 2021	31	6.80	6.88
Coupon/Interest Payment 23	Thursday, 23 December, 2021	Thursday, 23 December, 2021	30	6.58	6.66
Coupon/Interest Payment 24	Sunday, 23 January, 2022	Monday, 24 January, 2022	31	6.80	6.88
Coupon/Interest Payment 25	Wednesday, 23 February, 2022	Wednesday, 23 February, 2022	31	6.80	6.88
Coupon/Interest Payment 26	Wednesday, 23 March, 2022	Wednesday, 23 March, 2022	28	6.14	6.21
Coupon/Interest Payment 27	Saturday, 23 April, 2022	Monday, 25 April, 2022	31	6.80	6.88
Coupon/Interest Payment 28	Monday, 23 May, 2022	Monday, 23 May, 2022	30	6.58	6.66
Coupon/Interest Payment 29	Thursday, 23 June, 2022	Thursday, 23 June, 2022	31	6.80	6.88
Coupon/Interest Payment 30	Saturday, 23 July, 2022	Monday, 25 July, 2022	30	6.58	6.66
Coupon/Interest Payment 31	Tuesday, 23 August, 2022	Tuesday, 23 August, 2022	31	6.80	6.88
Coupon/Interest Payment 32	Friday, 23 September, 2022	Friday, 23 September, 2022	31	6.80	6.88
Coupon/Interest Payment 33	Sunday, 23 October, 2022	Monday, 24 October, 2022	30	6.58	6.66
Coupon/Interest Payment 34	Wednesday, 23 November, 2022	Wednesday, 23 November, 2022	31	6.80	6.88
Coupon/Interest Payment 35	Friday, 23 December, 2022	Friday, 23 December, 2022	30	6.58	6.66
Coupon/Interest Payment 36	Monday, 23 January, 2023	Monday, 23 January, 2023	31	6.80	6.88
Coupon/Interest Payment 37	Thursday, 23 February, 2023	Thursday, 23 February, 2023	31	6.80	6.88
Coupon/Interest Payment 38	Thursday, 23 March, 2023	Thursday, 23 March, 2023	28	6.14	6.21
Coupon/Interest Payment 39	Sunday, 23 April, 2023	Monday, 24 April, 2023	31	6.80	6.88
Coupon/Interest Payment 40	Tuesday, 23 May, 2023	Tuesday, 23 May, 2023	30	6.58	6.66
Coupon/Interest Payment 41	Friday, 23 June, 2023	Friday, 23 June, 2023	31	6.80	6.88

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Coupon/Interest Payment 42	Sunday, 23 July, 2023	Monday, 24 July, 2023	30	6.58	6.66
Coupon/Interest Payment 43	Wednesday, 23 August, 2023	Wednesday, 23 August, 2023	31	6.80	6.88
Coupon/Interest Payment 44	Saturday, 23 September, 2023	Monday, 25 September, 2023	31	6.80	6.88
Coupon/Interest Payment 45	Monday, 23 October, 2023	Monday, 23 October, 2023	30	6.58	6.66
Coupon/Interest Payment 46	Thursday, 23 November, 2023	Thursday, 23 November, 2023	31	6.80	6.88
Coupon/Interest Payment 47	Saturday, 23 December, 2023	Monday, 25 December, 2023	30	6.58	6.66
Coupon/Interest Payment 48	Tuesday, 23 January, 2024	Tuesday, 23 January, 2024	31	6.80	6.88
Coupon/Interest Payment 49	Friday, 23 February, 2024	Friday, 23 February, 2024	31	6.78	6.86
Coupon/Interest Payment 50	Saturday, 23 March, 2024	Monday, 25 March, 2024	29	6.35	6.42
Coupon/Interest Payment 51	Tuesday, 23 April, 2024	Tuesday, 23 April, 2024	31	6.78	6.86
Coupon/Interest Payment 52	Thursday, 23 May, 2024	Thursday, 23 May, 2024	30	6.57	6.64
Coupon/Interest Payment 53	Sunday, 23 June, 2024	Monday, 24 June, 2024	31	6.78	6.86
Coupon/Interest Payment 54	Tuesday, 23 July, 2024	Tuesday, 23 July, 2024	30	6.57	6.64
Coupon/Interest Payment 55	Friday, 23 August, 2024	Friday, 23 August, 2024	31	6.78	6.86
Coupon/Interest Payment 56	Monday, 23 September, 2024	Monday, 23 September, 2024	31	6.78	6.86
Coupon/Interest Payment 57	Wednesday, 23 October, 2024	Wednesday, 23 October, 2024	30	6.57	6.64
Coupon/Interest Payment 58	Saturday, 23 November, 2024	Monday, 25 November, 2024	31	6.78	6.86
Coupon/Interest Payment 59	Monday, 23 December, 2024	Monday, 23 December, 2024	30	6.57	6.64
Coupon/Interest Payment 60	Thursday, 23 January, 2025	Thursday, 23 January, 2025	31	6.78	6.86
Coupon/Interest Payment 61	Sunday, 23 February, 2025	Monday, 24 February, 2025	31	6.80	6.88
Coupon/Interest Payment 62	Sunday, 23 March, 2025	Monday, 24 March, 2025	28	6.14	6.21
Coupon/Interest Payment 63	Wednesday, 23 April, 2025	Wednesday, 23 April, 2025	31	6.80	6.88
Coupon/Interest Payment 64	Friday, 23 May, 2025	Friday, 23 May, 2025	30	6.58	6.66
Coupon/Interest Payment 65	Monday, 23 June, 2025	Monday, 23 June, 2025	31	6.80	6.88
Coupon/Interest Payment 66	Wednesday, 23 July, 2025	Wednesday, 23 July, 2025	30	6.58	6.66
Coupon/Interest Payment 67	Saturday, 23 August, 2025	Monday, 25 August, 2025	31	6.80	6.88

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Coupon/Interest Payment 68	Tuesday, 23 September, 2025	Tuesday, 23 September, 2025	31	6.80	6.88
Coupon/Interest Payment 69	Thursday, 23 October, 2025	Thursday, 23 October, 2025	30	6.58	6.66
Coupon/Interest Payment 70	Sunday, 23 November, 2025	Monday, 24 November, 2025	31	6.80	6.88
Coupon/Interest Payment 71	Tuesday, 23 December, 2025	Tuesday, 23 December, 2025	30	6.58	6.66
Coupon/Interest Payment 72	Friday, 23 January, 2026	Friday, 23 January, 2026	31	6.80	6.88
Coupon/Interest Payment 73	Monday, 23 February, 2026	Monday, 23 February, 2026	31	6.80	6.88
Coupon/Interest Payment 74	Monday, 23 March, 2026	Monday, 23 March, 2026	28	6.14	6.21
Coupon/Interest Payment 75	Thursday, 23 April, 2026	Thursday, 23 April, 2026	31	6.80	6.88
Coupon/Interest Payment 76	Saturday, 23 May, 2026	Monday, 25 May, 2026	30	6.58	6.66
Coupon/Interest Payment 77	Tuesday, 23 June, 2026	Tuesday, 23 June, 2026	31	6.80	6.88
Coupon/Interest Payment 78	Thursday, 23 July, 2026	Thursday, 23 July, 2026	30	6.58	6.66
Coupon/Interest Payment 79	Sunday, 23 August, 2026	Monday, 24 August, 2026	31	6.80	6.88
Coupon/Interest Payment 80	Wednesday, 23 September, 2026	Wednesday, 23 September, 2026	31	6.80	6.88
Coupon/Interest Payment 81	Friday, 23 October, 2026	Friday, 23 October, 2026	30	6.58	6.66
Coupon/Interest Payment 82	Monday, 23 November, 2026	Monday, 23 November, 2026	31	6.80	6.88
Coupon/Interest Payment 83	Wednesday, 23 December, 2026	Wednesday, 23 December, 2026	30	6.58	6.66
Coupon/Interest Payment 84	Saturday, 23 January, 2027	Monday, 25 January, 2027	31	6.80	6.88
Coupon/Interest Payment 85	Tuesday, 23 February, 2027	Tuesday, 23 February, 2027	31	6.80	6.88
Coupon/Interest Payment 86	Tuesday, 23 March, 2027	Tuesday, 23 March, 2027	28	6.14	6.21
Coupon/Interest Payment 87	Friday, 23 April, 2027	Friday, 23 April, 2027	31	6.80	6.88
Coupon/Interest Payment 88	Sunday, 23 May, 2027	Monday, 24 May, 2027	30	6.58	6.66
Coupon/Interest Payment 89	Wednesday, 23 June, 2027	Wednesday, 23 June, 2027	31	6.80	6.88
Coupon/Interest Payment 90	Friday, 23 July, 2027	Friday, 23 July, 2027	30	6.58	6.66
Coupon/Interest Payment 91	Monday, 23 August, 2027	Monday, 23 August, 2027	31	6.80	6.88
Coupon/Interest Payment 92	Thursday, 23 September, 2027	Thursday, 23 September, 2027	31	6.80	6.88
Coupon/Interest	Saturday, 23	Monday, 25	30	6.58	6.66

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Payment 93	October, 2027	October, 2027			
Coupon/Interest Payment 94	Tuesday, 23 November, 2027	Tuesday, 23 November, 2027	31	6.80	6.88
Coupon/Interest Payment 95	Thursday, 23 December, 2027	Thursday, 23 December, 2027	30	6.58	6.66
Coupon/Interest Payment 96	Sunday, 23 January, 2028	Friday, 21 January, 2028	31	6.80	6.88
Principal	Sunday, 23 January, 2028	Friday, 21 January, 2028		1000	1000

Series VI

120 Months - Annual Coupon Payment

Company	Tata Capital Housing Finance Limited
Face Value per NCD (in ₹)	1000
Number of NCDs held (assumed)	1
Deemed date of allotment (assumed)	January 23, 2020
Tenor	120 months
Option 1 : Coupon Rate for Category I Investors and Category II Investors (p.a)	8.55%
Option 2 : Coupon Rate for Category III Investors and Category IV Investors (p.a)	8.70%
Redemption Date/Maturity Date (assumed)	January 23, 2030
Frequency of interest payment	Annual
Option 1: Effective Yield for Category I Investors and Category II Investors	8.54%
Option 2: Effective Yield for Category III Investors and Category IV Investors	8.69%
Day Count Convention	Actual/Actual
Type of NCD	Unsecured

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Deemed date of allotment	Thursday, 23 January, 2020	Thursday, 23 January, 2020		-1000	-1000
Coupon/Interest Payment 1	Saturday, 23 January, 2021	Monday, 25 January, 2021	366	85.50	87.00
Coupon/Interest Payment 2	Sunday, 23 January, 2022	Monday, 24 January, 2022	365	85.50	87.00
Coupon/Interest Payment 3	Monday, 23 January, 2023	Monday, 23 January, 2023	365	85.50	87.00
Coupon/Interest Payment 4	Tuesday, 23 January, 2024	Tuesday, 23 January, 2024	365	85.50	87.00
Coupon/Interest Payment 5	Thursday, 23 January, 2025	Thursday, 23 January, 2025	366	85.50	87.00
Coupon/Interest Payment 6	Friday, 23 January, 2026	Friday, 23 January, 2026	365	85.50	87.00
Coupon/Interest Payment 7	Saturday, 23 January, 2027	Monday, 25 January, 2027	365	85.50	87.00
Coupon/Interest Payment 8	Sunday, 23 January, 2028	Monday, 24 January, 2028	365	85.50	87.00
Coupon/Interest	Tuesday, 23	Tuesday, 23	366	85.50	87.00

Cash Flows	Due Date	Date of Payment	No. of days in Coupon Period	Option 1: For Category I Investors and Category II Investors (in ₹)	Option 2: For Category III Investors and Category IV Investors (in ₹)
Payment 9	January, 2029	January, 2029			
Coupon/Interest Payment 10	Wednesday, 23 January, 2030	Wednesday, 23 January, 2030	365	85.50	87.00
Principal	Wednesday, 23 January, 2030	Wednesday, 23 January, 2030		1000	1000

Assumptions:

1. The Deemed Date of Allotment is assumed to be January 23, 2020. If the Deemed Date of Allotment undergoes a change, the coupon payments dates, redemption dates, redemption amount and other cash flow working shall be changed accordingly.
2. Interest payable during the Financial Years 2020, 2024 and 2028 being leap years, have been calculated for 366 days.
3. In the event, the interest / pay-out of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹ 2,515.07 /-, then the amount shall be rounded off to ₹ 2,515.00/-. However, this rounding off to nearest integer at the time of payment of interest and/or redemption amount will be done per debenture holder.
4. The Coupon/ Interest Payments are rounded-off to nearest rupee as per FIMMDA 'Handbook on market practices'.

ANNEXURE G

SHELF PROSPECTUS DATED DECEMBER 30, 2019