

IMPORTANT NOTICE

NOT FOR DISTRIBUTION INTO OR WITHIN THE UNITED STATES OR, IN RESPECT OF ANY OFFERING OF SECURITIES UNDER CATEGORY 2 OF REGULATION S OF THE SECURITIES ACT (AS DEFINED BELOW), TO ANY U.S. PERSON, OR TO ANY PERSON OR ADDRESS IN THE UNITED STATES

IMPORTANT: You must read the following before continuing. The following applies to the supplemental offering circular dated 30 July 2024 (together with the offering circular dated 2 May 2024, the “**Offering Circular**”) following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN OR INTO THE UNITED STATES IN RESPECT OF ANY OFFERING OF SECURITIES UNDER CATEGORY 2 OF REGULATION S OF THE SECURITIES ACT, TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT) OR TO ANY PERSON OR ADDRESS IN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE OFFERING CIRCULAR MAY NOT BE DOWNLOADED, FORWARDED OR DISTRIBUTED IN WHOLE OR IN PART TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED, IN RESPECT OF ANY OFFERING OR SECURITIES UNDER CATEGORY 2 OF REGULATION S OF THE SECURITIES ACT, TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS. ANY SUCH DOWNLOADING, FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE APPLICABLE PRICING SUPPLEMENT AND TERMS AND CONDITIONS OF THE NOTES. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED IN THE FOLLOWING OFFERING CIRCULAR.

Confirmation of the Representation: The Offering Circular is being sent at your request and by accepting the electronic mail and accessing the Offering Circular, you shall be deemed to have represented to us that you are outside the United States or, in respect of any offering of securities under Category 2 of Regulation S of the Securities Act, you shall be deemed to have additionally represented that you are not a U.S. person. In addition, you shall be deemed to have represented to us that the electronic mail address that you gave us and to which this electronic mail has been delivered is not located in the United States and that you consent to delivery of such Offering Circular by electronic transmission.

Important Notice to Prospective Investors: Prospective investors should be aware that certain intermediaries in the context of certain offerings of Notes pursuant to this Programme (each such offering, a “**CMI Offering**”), including certain Dealers, may be “capital market intermediaries” (“**CMIs**”) subject to Paragraph 21 of the Code of Conduct for Persons Licensed by or Registered with the Securities and Futures Commission (the “**SFC Code**”). This notice to prospective investors is a summary of certain obligations the SFC Code imposes on such CMIs, which require the attention and cooperation of prospective investors. Certain CMIs may also be acting as “overall coordinators” (“**OCs**”) for a CMI Offering and are subject to additional requirements under the SFC Code. The application of these obligations will depend on the role(s) undertaken by the relevant Dealer(s) in respect of each CMI Offering.

Prospective investors who are the directors, employees or major shareholders of the Issuer, a CMI or its group companies would be considered under the SFC Code as having an association (an “**Association**”) with the Issuer, the CMI or the relevant group company. Prospective investors associated with the Issuer or any CMI (including its group companies) should specifically disclose this when placing an order for the relevant Notes and should disclose, at the same time, if such orders may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not disclose their Associations are hereby deemed not to be so associated. Where prospective investors disclose their Associations but do not disclose that such order may negatively impact the price discovery process in relation to the relevant CMI Offering, such order is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should ensure, and by placing an order prospective investors are deemed to confirm, that orders placed are bona fide, are not inflated and do not constitute duplicated orders (i.e. two or more corresponding or identical orders placed via two or more CMIs). A rebate may be offered by the Issuer to all private banks for orders they place (other than in relation to Notes subscribed by such private banks as principal whereby they are deploying their own balance sheet for onward selling to investors), payable upon closing of the relevant CMI Offering based on the principal amount of the Notes distributed by such private banks to investors. Private banks are deemed to be placing an order on a principal basis unless they inform the CMIs otherwise. As a result, private banks placing an order on a principal basis (including those deemed as placing an order as principal) will not be entitled to, and will not be paid, the rebate. Details of any such rebate will be set out in the applicable Pricing Supplement or otherwise notified to prospective investors. If a prospective investor is an asset management arm affiliated with any relevant Dealer, such prospective investor should indicate when placing an order if it is for a fund or portfolio where the relevant Dealer or its group company has more than 50% interest, in which case it will be classified as a “proprietary order” and subject to appropriate handling by CMIs in accordance with the SFC Code and should disclose, at the same time, if such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. If a prospective investor is otherwise affiliated with any relevant Dealer, such that its order may be considered to be a “proprietary order” (pursuant to the SFC Code), such prospective investor should indicate to the Dealer when placing such order. Prospective investors who do not indicate this information when placing an order are hereby deemed to confirm that their order is not a “proprietary order”. Where prospective investors disclose such information but do not disclose that such “proprietary order” may negatively impact the price discovery process in relation to the relevant CMI Offering, such “proprietary order” is hereby deemed not to negatively impact the price discovery process in relation to the relevant CMI Offering.

Prospective investors should be aware that certain information may be disclosed by CMI's (including private banks) which is personal and/or confidential in nature to the prospective investor. By placing an order, prospective investors are deemed to have understood and consented to the collection, disclosure, use and transfer of such information by the relevant Dealers and/or any other third parties as may be required by the SFC Code, including to the Issuer, any OCs, relevant regulators and/or any other third parties as may be required by the SFC Code, it being understood and agreed that such information shall only be used for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. Failure to provide such information may result in that order being rejected.

You are reminded that the Offering Circular has been delivered to you on the basis that you are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Offering Circular to any other person.

The materials relating to any offering of securities to which the Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that such offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, such offering shall be deemed to be made by the underwriters or such affiliate on behalf of the Company (as defined in the Offering Circular) in such jurisdiction.

The Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Company, the Dealers (as defined in the Offering Circular) or any person who controls each of them nor any director, officer, employee nor agent of each of them or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from any of the Dealers.

You are responsible for protecting against viruses and other destructive items. Your use of this electronic mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature. In accordance with the provisions of applicable Indian regulations, only (i) non-individual residents of a FATF Compliant Country (as defined in this Offering Circular) or an IOSCO Compliant Country (as defined in this Offering Circular), (ii) multilateral and regional financial institutions where India is a member country; (iii) individuals who are from a FATF Compliant Country or an IOSCO Compliant Country only if they are foreign equity holders of the Issuer or for subscription of the Notes which are listed abroad; (iv) foreign branches or subsidiaries of Indian banks in the case of foreign currency denominated Notes (and excluding Rupee Denominated Notes) and subject to applicable prudential guidelines issued by the Department of Banking Regulation of RBI, in each case, other than as stated above, excluding any person resident in India, and in compliance with other requirements as may be specified by RBI from time to time in relation to the Notes to be issued by Indian entities who are not otherwise prohibited under any applicable laws or regulations from acquiring, investing or owning or selling the Notes, are eligible to subscribe for the Notes. However, Rupee Denominated Notes cannot be subscribed by foreign branches or subsidiaries of Indian banks in any manner whatsoever, save and except as underwriters or arrangers or market makers or traders, subject to applicable laws. The Offering Circular is being sent at your request and by accepting the e-mail and accessing the Offering Circular you shall be deemed to have represented to us that you are a resident of a FATF Compliant Country (as defined in the Offering Circular) or an IOSCO Compliant Country (as defined in the Offering Circular).

The Offering Circular has not been and will not be registered, produced or made available to all as an offer document (whether a prospectus in respect of a public offer or an information memorandum or private placement offer letter or general information document or key information document or other offering material in respect of any private placement under the Companies Act, 2013, as amended from time to time or any other applicable Indian securities laws) with the Registrar of Companies of India ("RoC"), or the Securities and Exchange Board of India ("SEBI") or the Reserve Bank of India ("RBI") or any other statutory, regulatory or adjudicatory body of like nature in India, save and except for any information from any part of the Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian securities laws, including, but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended from time to time, and under the listing agreements with any Indian stock exchanges pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, or pursuant to the directives of any statutory, regulatory or adjudicatory body in India.

In addition, holders and beneficial owners shall be responsible for compliance with the restrictions on the ownership of the Notes imposed from time to time by applicable laws or by any regulatory authority or otherwise. In this context, holders and beneficial owners of Notes shall be deemed to have acknowledged, represented and agreed that such holders and beneficial owners are eligible to purchase the Notes under applicable laws and regulations and are not prohibited under any applicable law or regulation from acquiring, owning or selling the Notes. Potential investors should seek independent advice and verify that they are residents of an FATF Compliant Country (as defined in the Offering Circular) or an IOSCO Compliant Country (as defined in the Offering Circular) prior to any purchase of the Notes. Further, all holders and beneficial owners of the Notes represent and agree that the Notes will not be offered or sold on the secondary market to any person who is not a resident of a FATF Compliant Country (as defined in this Offering Circular) or an IOSCO Compliant Country (as defined in this Offering Circular). The Notes may not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India.

SUPPLEMENTAL OFFERING CIRCULAR



TATA CAPITAL LIMITED

(incorporated with limited liability in the Republic of India)

U.S.\$2,000,000,000

Medium Term Note Programme

This Supplemental Offering Circular is supplemental to, and should be read in conjunction with, the Offering Circular dated 2 May 2024 (the “**Original Offering Circular**” and together with this Supplemental Offering Circular, the “**Offering Circular**”) and all documents which are deemed to be incorporated therein by reference in relation to the U.S.\$2,000,000,000 Medium Term Note Programme (the “**Programme**”) of Tata Capital Limited (the “**Company**” or “**Issuer**”).

Words and expressions defined in the Original Offering Circular shall have the same meanings where used in this Supplemental Offering Circular unless the context otherwise requires or unless otherwise stated herein.

The Issuer accepts responsibility for the information contained in this Supplemental Offering Circular. To the best of the Issuer’s knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this Supplemental Offering Circular is in accordance with the facts and does not omit anything that would make the statements therein, in light of the circumstances under which they were made, misleading. The Issuer, having made all reasonable enquiries, confirms that this Supplemental Offering Circular contains or incorporates all information which is material in the context of the Programme and the Notes, that the information contained or incorporated in this Supplemental Offering Circular is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this Supplemental Offering Circular are honestly held and that there are no other facts the omission of which would make this Supplemental Offering Circular or any of such information or the expression of any such opinions or intentions misleading. The Issuer accepts responsibility accordingly.

To the fullest extent permitted by law, the Arranger and Dealer does not accept any responsibility for the contents of this Supplemental Offering Circular or for any other statement, made or purported to be made by it or on its behalf in connection with the Issue or the issue and offering of any Notes under the Programme. The Arranger and Dealer accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Supplemental Offering Circular or any such statement.

This Supplemental Offering Circular has not been and will not be registered, produced or published as an offer document (whether as a prospectus in respect of a public offer or an information memorandum or private placement offer letter or general information document or key information document or other offering material in respect of a private placement under the Companies Act, 2013 (as amended) and the rules framed thereunder or any other applicable Indian laws for the time being in force) with the Registrar of Companies, the Reserve Bank of India, the Securities and Exchange Board of India or any other statutory or regulatory body of like nature in India, save and except for any information from part of this Supplemental Offering Circular which is mandatorily required to be disclosed or filed in India under any applicable Indian securities laws, including but not limited to, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended from time to time, and under the listing agreement with any Indian stock exchange pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, or pursuant to the sanction of any regulatory and adjudicatory body in India. The Notes will not be offered or sold and have not been offered or sold in India by means of this Supplemental Offering Circular or any other offering document or material relating to the Notes and will not be circulated or distributed and have not been circulated or distributed, directly or indirectly, to any person or the public in India or otherwise generally distributed or circulated in India which would constitute an advertisement, invitation, offer, sale or solicitation of an offer to subscribe for or purchase any securities in violation of applicable Indian laws.

If investors purchase any of the Notes, investors will be deemed to have acknowledged, represented and agreed that they are eligible to purchase the Notes under applicable laws and regulations and that they are not prohibited under any applicable law or regulation from acquiring, owning or selling the Notes. See “*Subscription and Sale.*”

The Notes have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and are subject to U.S. tax law requirements. The Notes are being offered and sold in offshore transactions outside the United States in reliance on Regulation S. See “*Subscription and Sale.*”

Arranger and Dealer

HSBC

The date of this Supplemental Offering Circular is 30 July 2024.

TABLE OF CONTENTS

	Page
RECENT DEVELOPMENTS.....	3
INVESTMENT CONSIDERATIONS	5

RECENT DEVELOPMENTS

On 4 June 2024, the Company's Board of Directors approved a scheme of arrangement (the "**Scheme**") amongst the Company, Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("**TMFL**") and their respective shareholders under the provisions of Section 230 to 232 read with Section 52 and Section 66 of the Companies Act, 2013, and other applicable laws, which provides for (a) the amalgamation of TMFL with and into the Company; and (b) the reduction of the securities premium account of the Company immediately after the aforesaid amalgamation comes into effect (the "**Proposed Merger**").

The Scheme is, *inter alia*, subject to sanction of the National Company Law Tribunal, Mumbai ("**NCLT**") and receipt of necessary approvals from the National Stock Exchange of India Limited, BSE Limited (collectively, "**Stock Exchanges**"), RBI, shareholders and creditors, as may be directed by the NCLT and such other regulatory/ governmental authorities or person, as may be applicable.

Certain details in relation to the Scheme and Proposed Merger are as follows:

(i) *Parties involved in the Scheme*

The parties involved in the Scheme are the Company, TMFL, and their respective shareholders and creditors.

(ii) *Business of TMFL*

TMFL is engaged in the business of (a) granting loans and facilities for, *inter-alia*, financing the purchase of (i) new vehicles manufactured by Tata Motors Limited ("**TML**") and its group companies and (ii) pre-owned vehicles including refinancing existing vehicle finance loans; and (b) granting of loans and advances to transporters, dealers and vendors of TML including the provision of working capital facilities, invoice discounting facilities and factoring facilities.

(iii) *Rationale for the Scheme*

The Scheme is intended to consolidate the businesses of the Company and TMFL, to simplify, scale, and synergise their operations. The Scheme has the following benefits:

- (a) the consolidation of the businesses would help in achieving greater scale, leading to the creation of a larger unified financial services entity with a wider geographical reach, stronger capital and asset base;
- (b) generate significant business synergies thereby enhancing stakeholders' value;
- (c) drive diversification and provide integrated solutions to the enhanced customer base;
- (d) provide differentiated growth opportunities to the employees; and
- (e) pooling of knowledge and expertise between the Company and TMFL.

(iv) *Consideration*

Upon the Scheme becoming effective, the Company will issue equity shares (in the share exchange ratio as mentioned below) to the equity shareholders of TMFL as on the record date. The record date shall be mutually agreed between the Company and TMFL in due course.

(v) *Share exchange ratio*

The share exchange ratio shall be 37 equity shares (credited as fully paid-up) of face value of Rs. 10 each of the Company for every 100 fully paid-up equity shares of face value of Rs. 100 each of TMFL.

(vi) *Conditionality of the Scheme*

The effectiveness of the Scheme is and shall be conditional upon and subject to the fulfilment or waiver (to the extent permitted under the applicable law) of the following conditions precedent:

- (a) the requisite consents, approvals or permissions of governmental authorities including, but not limited to RBI, Competition Commission of India and Stock Exchanges in relation to the Scheme having been obtained by the relevant parties;
- (b) the Scheme being approved by the respective requisite majorities of the members and creditors (wherever applicable) of the Company and TMFL or any dispensation that may be granted by the competent authority and the sanctions and order(s) of the competent authority for the Scheme, under Sections 230 and 232 read with Section 52, Section 66 and other applicable provisions of the Companies Act, 2013, being obtained by the parties;
- (c) the certified or authenticated copies of the order of the competent authority sanctioning the Scheme being filed with the Registrar of Companies, Maharashtra at Mumbai; and
- (d) such other conditions as may be mutually agreed between the Company and TMFL.

(vii) *Long-stop date for approval of the Scheme*

In the event of any of the said approvals referred to in (vi) above not being obtained and/or complied with and/or satisfied and/or the Scheme not being sanctioned by the competent authority and/or the Scheme not coming into effect on or before 30 September 2025 or such other later date as may be mutually agreed between the Company and TMFL, any party may terminate the Scheme and upon such termination the Scheme shall stand revoked, cancelled and be of no effect and shall become null and void and each party shall bear and pay its respective costs, charges and expenses for and/or in connection with the Scheme unless otherwise mutually agreed.

As of the date of this Supplemental Offering Circular, the Scheme has not been completed and it remains subject to a number of conditions. See “*Risk Factors – Considerations relating to the Company’s business – The Proposed Merger remains subject to regulatory approvals and lender consents. It may not be consummated or result in the expected benefits*”.

INVESTMENT CONSIDERATIONS

The following risk factor shall be added as an additional risk factor to the “*Considerations relating to the Company’s business*” beginning on page 124 of the Original Offering Circular:

The Proposed Merger remains subject to regulatory approvals and lender consents. It may not be consummated or result in the expected benefits.

The Proposed Merger remains subject to customary closing conditions, including the receipt of requisite approvals from amongst others, the NCLT, the shareholders and creditors of both the Company and TMFL, and RBI. The required satisfaction (or, to the extent permitted under applicable law, waiver) of the foregoing conditions could delay the completion of the Scheme for a significant period of time or prevent it from occurring. Further, there can be no assurance that the Company will be able to obtain the relevant third-party, regulatory, and government approvals, and accordingly, there is no assurance that the Proposed Merger will be consummated.

If the Proposed Merger is not consummated, the Company may not be able to achieve the financial, operational, strategic, and other potential benefits from the consolidation pursuant to the Proposed Merger. The Proposed Merger is intended to consolidate the businesses of the Company and TMFL, to simplify, scale, and synergise their operations. Further, any negative publicity related to the failure to consummate the Proposed Merger could negatively affect the Company’s reputation.

Furthermore, the Proposed Merger presents the Company with several potential risks that could significantly impact its business operations and financial health. These risks primarily concern the challenges related to the integration of new offices and operations, redeployment of employees, as well as dealing with unforeseen or hidden liabilities and possible employee misconduct. The merger process may also divert resources and management's attention from the Company's existing businesses, potentially affecting its overall performance. Alongside these integration-related risks, should the Proposed Merger be successfully consummated, there remains an inherent risk that the anticipated economic benefits may not fully materialise or could fall substantially below the initial estimates. The realisation and timing of these benefits are highly uncertain and unpredictable. Failure to achieve these benefits could lead to a material adverse effect on the Company's results of operations and financial condition, ultimately impacting its market position and future growth prospects.

ISSUER

Tata Capital Limited

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

ARRANGER AND ORIGINAL DEALER

**The Hongkong and Shanghai
Banking Corporation Limited**

Level 17
HSBC Main Building, 1 Queen's Road Central
Hong Kong

INDEPENDENT AUDITORS OF THE ISSUER

KKC & Associates LLP

Sunshine Tower, Level 19
Senapati Bapat Marg
Elphinstone Road
Mumbai-400013, India

(from the Fiscal Year ended 31 March 2022 to present)

B S R & Co. LLP

14th Floor, Central B wing and North C Wing,
Nesco IT Park, Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai-400063

(for the Fiscal Year ended 31 March 2021)

LEGAL ADVISERS TO THE ARRANGER AND ORIGINAL DEALERS

as to English law

Linklaters Singapore Pte. Ltd.

One George Street, #17-01
Singapore 049145

SOLE DOMESTIC LEGAL ADVISERS TO THE ISSUER

as to Indian law

Khaitan and Co.

One World Centre
10th & 13th Floor, Tower 1
841 Senapati Bapat Marg
Mumbai — 400 013

LEGAL ADVISERS TO THE TRUSTEE

Linklaters

10th Floor, Alexandra House
18 Chater Road
Central
Hong Kong
China

INDIA INX LISTING AGENT

Khaitan and Co.

One World Centre
10th & 13th Floor, Tower 1
841 Senapati Bapat Marg
Mumbai — 400 013

TRUSTEE

**The Bank of New York Mellon, London
Branch**

160 Queen Victoria Street
London EC4V 4LA
United Kingdom

PRINCIPAL PAYING AGENT

**The Bank of New York Mellon, London
Branch**

160 Queen Victoria Street
London EC4V 4LA
United Kingdom

**REGISTRAR AND TRANSFER
AGENT**

**The Bank of New York Mellon, Dublin
Branch**

Riverside II
Sir John Rogerson's Quay
Grand Canal Dock
Dublin 2, Ireland

THE SECURITY TRUSTEE

IDBI Trusteeship Services Limited

Universal Insurance Building, Ground Floor
Sir P.M. Road, Fort
Mumbai, Maharashtra - 400001, India