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 offering circular (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 per cent. 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 CMIs (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. This Offering Circular has not been and will not be reviewed or approved by any regulatory authority in India or any Indian stock exchange. This Offering Circular is not and should not be construed as an advertisement, invitation, offer or sale of any securities whether by way of private placement or to the public in India and the Notes will not be offered or sold and have not been offered or sold in India by means of this 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.

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.

OFFERING CIRCULAR

TATA CAPITAL LIMITED

(incorporated with limited liability in the Republic of India)

U.S.$2,000,000,000
Medium Term Note Programme

Under this U.S.$2,000,000,000 Medium Term Note Programme (the "**Programme**"), Tata Capital Limited (the "**Company**" or the "**Issuer**") may from time to time issue notes (the "**Notes**") denominated in U.S.$, INR or any other currency agreed between the Company and the relevant Dealer (as defined below) and as approved by the Board of Directors of the Company and as permitted by applicable Indian law.

Notes may be issued in bearer or registered form (respectively, "**Bearer Notes**" and "**Registered Notes**"). The maximum aggregate nominal amount of all Notes from time to time outstanding under the Programme will not exceed U.S.$2,000,000,000 (or its equivalent in other currencies calculated as described herein), subject to any increases as described herein.

The Notes may be issued on a continuing basis to one or more of the Dealers specified under "*Summary of the Programme*" and any additional Dealer appointed under the Programme from time to time by the Company (each, a "**Dealer**" and together, the "**Dealers**"), which appointment may be for a specific issue or on an on-going basis. References in this Offering Circular to the "**relevant Dealer**" shall, in the case of an issue of Notes being (or intended to be) subscribed by more than one Dealer, be to all Dealers agreeing to subscribe to such Notes. Application has been made to the Global Securities Market ("**GSM**") segment of the India International Exchange (IFSC) Limited ("**India INX**") for the Programme and any subsequent Notes to be admitted for trading on the India INX. **The India INX has not approved or verified the contents of this Offering Circular.** Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Tranche (as defined under "*Terms and Conditions of the Notes*") of Notes will be set out in a pricing supplement (the "**Pricing Supplement**").

The Programme provides that Notes may be listed on such other or further stock exchange(s) as may be agreed between the Company and the relevant Dealer. The Company may also issue unlisted Notes. Notes to be listed on the GSM segment of the India INX will be accepted for clearance through Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream**"). The Issuer may agree with any Dealer and the Trustee (as defined herein) that Notes may be issued in a form not contemplated by the terms and conditions of the Notes herein (the "**Terms and Conditions of the Notes**"), in which event (in the case of Notes intended to be listed on the GSM segment of the India INX) a supplementary Offering Circular, if appropriate, will be made available which will describe the effect of the agreement reached in relation to such Notes.

See "*Investment Considerations*" and "*Terms and Conditions of the Notes*" for a discussion of certain factors to be considered in connection with an investment in the Notes.

The Programme has been assigned a rating of 'BBB' by S&P Global Ratings ("**S&P**"). Tranches of Notes to be issued under the Programme may be rated or unrated. Where a Tranche of Notes is to be rated, such rating will not necessarily be the same as the ratings assigned to the Programme. A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction, revision or withdrawal at any time by the assigning rating agency.

Each Tranche of Bearer Notes of each series (as defined in "*Form of the Notes*") will initially be represented by either a temporary bearer global note (a "**Temporary Bearer Global Note**") or a permanent bearer global note (a "**Permanent Bearer Global Note**" and, together with a Temporary Bearer Global Note, the "**Bearer Global Notes**", and each a "**Bearer Global Note**") as indicated in the applicable Pricing Supplement, which, in either case, will be delivered on or prior to the original issue date of the Tranche to a common depositary (the "**Common Depositary**") for Euroclear and Clearstream. On and after the date (the "**Exchange Date**") which, for each Tranche in respect of which a Temporary Bearer Global Note is issued, is 40 days after the Temporary Bearer Global Note is issued, interests in such Temporary Bearer Global Note will be exchangeable (free of charge) upon a request as described therein either for (i) interests in a Permanent Bearer Global Note of the same Series or (ii) definitive Bearer Notes of the same Series. The applicable Pricing Supplement will specify that a Permanent Bearer Global Note will be exchangeable for definitive Bearer Notes in certain limited circumstances.

Registered Notes sold in an "offshore transaction" within the meaning of Regulation S ("**Regulation S**") under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), which will be sold outside the United States (the "**U.S.**"), will initially be represented by a global note in registered form, without receipts or coupons (a "**Registered Global Note**"), deposited with a common depositary for Euroclear and Clearstream, and registered in the name of a nominee of such common depositary. Beneficial interests in a Registered Global Note may not, subject to certain exceptions, be sold or delivered within the United States and may not be held otherwise than through Euroclear or Clearstream.

For Indian regulatory purposes, 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.

If any Notes are purchased by investors, such investors will be deemed to have acknowledged, represented and agreed that they are eligible to purchase Notes under applicable laws and regulations and that they are residents of an FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular) and are not prohibited under any applicable law or regulation from acquiring, investing, owning or selling Notes. Further, 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 will not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India.

Rupee Denominated Notes issued under this Programme constitute "Rupee Denominated bonds" under the terms of RBI Master Direction External Commercial Borrowings, Trade Credits and Structured Obligations dated 26 March 2019 as amended and any other applicable regulations, notifications, circulars or guidelines issued by the authorities in India in respect of Rupee Denominated bonds. **If any Rupee Denominated Notes are purchased by investors, such investors will be deemed to have acknowledged, represented and agreed that they are eligible to purchase Rupee Denominated Notes under applicable laws and regulations and that they are residents of a FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular) and are not an overseas branch or subsidiary of an Indian bank or otherwise prohibited under any applicable law or regulation from acquiring, investing, owning or selling the Rupee Denominated Notes. The Rupee Denominated 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.**

This 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 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 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 Offering Circular is 19 December 2025.

The Issuer accepts responsibility for the information contained in this 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 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 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 Offering Circular is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in this Offering Circular are honestly held and that there are no other facts the omission of which would make this Offering Circular or any of such information or the expression of any such opinions or intentions misleading. The Issuer accepts responsibility accordingly.

No person is or has been authorised by the Issuer to give any information or to make any representation other than those contained in this Offering Circular or any other information supplied in connection with the Programme or the Notes and, if given or made by any other person, such information or representations must not be relied upon as having been authorised by the Issuer, any of the Arranger, the Dealers, the Trustee or the Agents or any of their respective affiliates, directors, officers, employees, representatives, agents, advisers or any person who controls any of them or any of their respective affiliates.

No representation, warranty or undertaking, express or implied, is made and, to the fullest extent permitted by law, no responsibility or liability is accepted by any of the Arranger or the Dealers, the Trustee or the Agents or any of or any of their respective affiliates, directors, officers, employees, representatives, agents, advisers or any person who controls any of them or any of their respective affiliates as to the accuracy or completeness of the information contained or incorporated in this Offering Circular, or for any other statement, made or purported to be made by the Arranger or a Dealer or on its behalf in connection with the Issuer or the Programme or any other information provided by the Issuer in connection with the Programme. The Arranger, the Dealers, the Trustee, the Agents and each of their respective affiliates, directors, officers, employees, representatives, agents, advisers and any person who controls any of them and any of their respective affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this Offering Circular or any such statement.

Neither this Offering Circular nor any other information supplied in connection with the Programme or any Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by the Issuer, any of the Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates, directors, officers, employees, representatives, agents, advisers or any person who controls any of them or any of their respective affiliates that any recipient of this Offering Circular or any other information supplied in connection with the Programme or any Notes should purchase any of the Notes. Each investor contemplating purchasing Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer. Neither this Offering Circular nor any other information supplied in connection with the Programme or the issue of any Notes constitutes an offer or invitation by or on behalf of the Company, any of the Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates, directors, officers, employees, representatives, agents, advisers or any person who controls any of them or any of their respective affiliates to any person to subscribe for or to purchase any Notes.

Neither the delivery of this Offering Circular nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same. The Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates, directors, officers, employees, representatives, agents, advisers or any person who controls any of them or any of their respective affiliates expressly do not undertake to review the financial condition or affairs of the Company during the life of the Programme or to

advise any investor in the Notes of any information coming to their attention. Investors should review, *inter alia*, the most recently published documents incorporated by reference into this Offering Circular when deciding whether or not to purchase any Notes.

This Offering Circular does not constitute an offer to sell or the solicitation of an offer to buy any Notes in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Offering Circular and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Company, the Arranger, the Dealers, the Trustee, the Agents and each of their respective affiliates, directors, officers, employees, representatives, agents, advisers and any person who controls any of them and any of their respective affiliates do not represent that this Offering Circular may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company, any of the Arranger, the Dealers, the Trustee, the Agents or any of their respective affiliates, directors, officers, employees, representatives, agents, advisers or any person who controls any of them or any of their respective affiliates which would permit a public offering of any Notes or distribution of this Offering Circular in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Offering Circular nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Offering Circular or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Offering Circular and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Offering Circular and the offer or sale of Notes in the United States, the European Economic Area, the United Kingdom, India, Singapore, Japan and Hong Kong, see "*Subscription and Sale*".

None of the Company, the Arranger, the Dealers, the Trustee, the Agents nor any of their respective affiliates, directors, officers, employees, representatives, agents, advisers nor any person who controls any of them nor any of their respective affiliates makes any representation to any investor in the Notes regarding the legality of its investment under any applicable laws. Any investor in the Notes should be able to bear the economic risk of an investment in the Notes for an indefinite period of time.

There are restrictions on the offer and sale of the Notes in the United Kingdom. All applicable provisions of the Financial Services and Market Act 2000 ("**FSMA**") with respect to anything done by any person in relation to the Notes in, from or otherwise involving the United Kingdom must be complied with. See "*Subscription and Sale*".

In connection with the offering of any series of Notes, each Dealer is acting or will act for the Company in connection with the offering and will not be responsible to anyone other than the Company for providing the protections afforded to clients of that Dealer nor for providing advice in relation to any such offering.

In accordance with applicable provisions of 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 (as defined in this Offering Circular) or an IOSCO Compliant Country (as defined in this Offering Circular) 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 or purchase the Notes. By purchasing the Notes, each investor shall be deemed to have acknowledged, represented and agreed that such investor is eligible to purchase the Notes under applicable laws and regulations and is a resident of a FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular) and is not otherwise prohibited under any applicable law or regulation from acquiring, owning or selling the Notes and that so long as it holds any Notes, it will continue to be a resident of a FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular). 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 will not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India. Potential investors should seek independent advice and verify compliance with the requirements under the ECB Regulations (as defined in this Offering Circular) prior to any purchase of the Notes.

Rupee Denominated Notes issued under this Programme constitute "Rupee Denominated bonds" under the terms of RBI Master Direction External Commercial Borrowings, Trade Credits and Structured Obligations dated 26 March 2019 as amended and any other applicable regulations, notifications, circulars or guidelines issued by the authorities in India in respect of Rupee Denominated bonds.

Only investors from jurisdictions that are FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular) and are not an overseas branch or subsidiary of an Indian bank, are eligible to purchase or subscribe to Rupee Denominated Notes. By purchasing Rupee Denominated Notes, each investor shall be deemed to have acknowledged, represented and agreed that such investor is eligible to purchase Rupee Denominated Notes under applicable laws and regulations and is a resident of a FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular), is not an overseas branch or subsidiary of an Indian bank and is not otherwise prohibited under any applicable law or regulation from acquiring, owning or selling Rupee Denominated Notes and that so long as it holds any Rupee Denominated Notes, it will continue to be a resident of a FATF Compliant Country (as defined in this Offering Circular) or IOSCO Compliant Country (as defined in this Offering Circular) and shall not become an overseas branch or subsidiary of an Indian bank. The Rupee Denominated 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) or an overseas branch or subsidiary of an Indian bank. The Rupee Denominated Notes will not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India. Potential investors should seek independent advice and verify compliance with the requirements under the ECB Regulations (as defined in this Offering Circular) prior to any purchase of Rupee Denominated Notes.

The Notes are freely transferable, subject to the restrictions on the transferability of the Notes described under "*Subscription and Sale*". For a description of certain restrictions on offers, sales and transfers of the Notes and the distribution of this Offering Circular, 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 THE NOTES MAY INCLUDE BEARER NOTES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE NOTES MAY NOT BE OFFERED OR SOLD OR, IN THE CASE OF BEARER NOTES, DELIVERED 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 ("**REGULATION S**")).

THE NOTES ARE BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES IN "OFFSHORE TRANSACTIONS", AS DEFINED IN, AND IN RELIANCE ON REGULATION S UNDER THE

SECURITIES ACT. FOR A DESCRIPTION OF THESE AND CERTAIN FURTHER RESTRICTIONS ON OFFERS, SALES AND TRANSFERS OF NOTES AND DISTRIBUTION OF THIS OFFERING CIRCULAR SEE "*SUBSCRIPTION AND SALE*".

THE NOTES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER U.S. REGULATORY AUTHORITY, NOR HAS ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE OFFERING OF NOTES OR THE ACCURACY OR THE ADEQUACY OF THIS OFFERING CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

MIFID II PRODUCT GOVERNANCE/TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled "MiFID II Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

UK MIFIR PRODUCT GOVERNANCE/TARGET MARKET – The Pricing Supplement in respect of any Notes may include a legend entitled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Notice to Capital Market Intermediaries and Prospective Investors Pursuant to Paragraph 21 of the Hong Kong SFC Code of Conduct: 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 SFC 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" (together, the "**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 ("**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 it is deploying its own balance sheet for onward selling to investors), payable upon closing of the relevant offering based on the principal amount of the Notes distributed by such private banks to investors. Details of any such rebate will be set out in the applicable Pricing Supplement. 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 per cent. 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 CMIs (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 an 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.

For a description of other restrictions, see "*Subscription and Sale*".

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

The financial information set out in this Offering Circular with respect to the Company has, except where expressly stated otherwise, been derived from the audited consolidated financial statements of the Company as at and for the fiscal years ended 31 March 2024 and 2025, and the consolidated unaudited financial information of the Company as at and for the six month period ended 30 September 2025. The audited consolidated financial statements of the Company as at and for the fiscal years ended 31 March 2024 and 2025 and the consolidated unaudited financial information of the Company as at and for the six month period ended 30 September 2025 were prepared in accordance with Indian Accounting Standards ("**Ind-AS**") (with comparative profit and loss figures for the six months ended 30 September 2024 presented therein also prepared under Ind-AS) which differ in certain important respects from the International Financial Reporting Standards ("**IFRS**"). For a discussion of the principal differences between IFRS and IND-AS as they relate to us, see "*Summary of Significant Differences between IFRS and IND-AS*". The Company's consolidated financial statements as at and for each of the years ended 31 March 2024 and 2024 have been audited by the auditors as set out in paragraph 11 of the section entitled "General Information". The Company's financial information as at and for the six months ended 30 September 2025 have been reviewed by the auditors as set out in paragraph 11 of the section entitled "General Information". The comparative financial information of the Company as at and for the six-month period ended 30 September 2024 is unaudited and has not been reviewed by the Company's auditors. Accordingly, such comparative financial information has not been subject to audit or review procedures in accordance with applicable auditing standards and may be subject to adjustment. No assurance can be given as to the accuracy or completeness of such unaudited and unreviewed comparative financial information. Investors should exercise particular caution when relying on such information and should make their own independent assessment of all financial information presented in this Offering Circular, including consulting with their own financial, legal, tax, and other professional advisors as they deem necessary.

CERTAIN DEFINITIONS

In this Offering Circular, references to "**India**" are to the Republic of India, references to the "**Government**" are to the Government of India, and references to "**RBI**" are to the Reserve Bank of India. References to specific data applicable to particular subsidiaries or other consolidated entities are made by reference to the name of that particular entity.

Unless the context otherwise indicates, all references to, the "**Issuer**" or the "**Company**" are to Tata Capital Limited.

Industry and market share data in this Offering Circular are derived from data prepared from the websites of the Government and from industry publications of ICRA Limited. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Company believes that the industry data used in this Offering Circular is reliable and takes responsibility for the accurate extraction of such data from publicly available sources, it has not been independently verified by the Company, the Arranger, the Dealers, the Trustee or the Agents.

All references in this Offering Circular to "**U.S. dollars**" and "**U.S.$**" refer to United States dollars and to "**INR**", "**Rupee**", "**Rupees**" and "**Rs.**" refer to Indian Rupees, and to "**S$**" refers to Singapore dollars. In addition, references to "**Sterling**" refers to pounds sterling and to "**euro**" and "**€**" refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended. All amounts translated into United States dollars as described above are provided solely for the convenience of the reader, and no representation is made that the Indian Rupees or United States dollar amounts referred to herein could have been or could be converted into any other currency, at any particular rate, at the above rates or at all.

References to "**lakhs**" and "**crores**" in the financial statements and in this Offering Circular are to the following:

One lakh	100,000 (one hundred thousand)
One crore	10,000,000 (ten million)
Ten crores	100,000,000 (one hundred million)
One hundred crores	1,000,000,000 (one thousand million or one billion)

In this Offering Circular, where information has been presented in millions or billions of units, amounts may have been rounded, in the case of information presented in millions, to the nearest 10 thousand or one hundred thousand units or, in the case of information presented in billions, one, 10 or one hundred million units.

Accordingly, the totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding.

For the purposes of this Offering Circular, the following definitions shall apply throughout, unless the context otherwise requires:

"**AD Bank**"	Authorised dealer bank
"**AUM**"	Assets under Management. These are represented as gross loans within the financial statements.
"**Board or Board of Directors**"	The Board of Directors of the Company, or a duly constituted committee thereof

"**CAGR**"	Compound annual growth rate
"**CAR**"	Capital adequacy ratio
"**CIBIL**"	Credit Information Bureau (India) Limited
"**CRAR**"	Capital to Risk Weighted Assets Ratio
"**CRISIL**"	Credit Rating Information Services of India Limited
"**CSR**"	Corporate Social Responsibility
"**Debt equity ratio**"	(Debt Securities + Borrowings (other than debt securities) + Subordinated Debts – Redeemable Preference Shares (CRPS) – Unamortised Issued Expenses)/Net Worth
"**DIN**"	Director identification number
"**DPD**"	Days past due
"**ECB**"	External Commercial Borrowing
"**ECB Regulations**"	Means (i) the Foreign Exchange Management (Borrowing and Lending) Regulations 2018, as amended from time to time, and circulars or notifications issued thereunder by RBI, from time to time including (ii) the Master Direction on External Commercial Borrowings, Trade Credits and Structured Obligations dated 26 March 2019, as amended and updated from time to time, (iii) the Master Direction on Reporting under Foreign Exchange Management Act, 1999, dated 1 January 2016, as amended, supplemented, modified, revised, and updated from time to time, and any other applicable regulations, notifications, circulars or guidelines issued in respect of external commercial borrowings, as construed in accordance with the Foreign Exchange Management Act, 1999, as amended from time to time.
"**EMI**"	Equated monthly instalment
"**FATF**"	Financial Action Task Force
"**FATF Compliant Country**"	A country that is a member of the FATF or a member of a FATF-style regional body, and should not be a country identified in the public statement of the FATF as: (a) a jurisdiction having a strategic anti-money laundering or combating the financing of terrorism deficiencies to which counter measures apply; or (b) a jurisdiction that has not made sufficient progress in addressing the deficiencies or has not committed to an action plan developed with the FATF to address the deficiencies
"**Fiscal Year**"	A period of 12 months ending 31 March, unless otherwise stated
"**FSMA**"	Financial Services and Market Act 2000
"**FSP**"	Financial Service Provider
"**FSP Rules**"	Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019

"**Gross NPA**"	Outstanding loans including future principal and overdue charges and excluding unrealised interest accrued and due under NPA accounts
"**Gross Stage 1 Loans"**	Total Gross Loans which are less than or equal to 30 days past due (DPD) on their contractual payments or as prescribed by applicable regulations
"Gross Stage 2 Loans"	Total Gross Loans which are more than 30 days past due (DPD) but less than or equal to 90 days past due (DPD) on their contractual payments, or as prescribed by applicable regulations
"Gross Stage 3 Loans"	Total Gross Loans which are more than 90 days past due (DPD) from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans (POCI)
"**ICRA**"	ICRA Limited
"**IFSCA Regulations**"	International Financial Services Centres Authority (Listing) Regulations, 2024, as amended or replaced from time to time.
"**IOSCO Compliant Country**"	A country whose securities market regulator is a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding (Appendix A Signatories) or a signatory to a bilateral Memorandum of Understanding with the SEBI for information sharing arrangements
"**KYC**"	Know-Your-Customers
"**NBFC**"	Non-banking financial company
"**NCDs**"	Non-convertible debentures
"**Net Loan Assets**"	Assets under management as adjusted for provisions for standard/non-performing assets, unamortised loan sourcing fees and unamortised loan sourcing costs
"**Net NPA**"	Gross NPA net of provision held for NPA accounts
"**Net Worth" / "Adjusted Net Worth**"	The aggregate value of the paid-up share capital, instruments entirely equity in nature, share pending for issuance and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation
"**NPA**"	Non-performing assets/Assets that are credit impaired (Stage 3) under Ind-AS.
"Net Stage 3 Loans"	Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the specified Fiscal/ period
"**Promoter**"	Tata Sons Private Limited

"POCI"	Purchased or Originated Credit Impaired Loans are assets that are credit-impaired on initial recognition
"Profit After Tax"	Profit/(loss) for the relevant Fiscal/ period attributable to Owners of the Company as reported for the relevant Fiscal/ period.
"**RBI**"	Reserve Bank of India
"**RBI Act**"	Reserve Bank of India Act, 1934
"**SARFAESI Act**"	The Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002, as amended
"**SBR Directions**"	Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated 28 November 2025, as amended, modified, updated or replaced from time to time
"**SCB**"	Scheduled commercial bank
"**SEBI**"	The Securities and Exchange Board of India
"**SEBI Listing Regulations**"	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, modified, updated or replaced from time to time and circulars issued thereunder
"**Tata group**"	Tata group is a global enterprise, headquartered in India, comprising 30 key companies across 10 verticals. The group operates in more than 100 countries across six continents, with Tata Sons Private Limited (formerly known as Tata Sons Limited) being the principal investment holding company and promoter of operating companies within the group.
"**Total Loan Assets**"	Loans assets including retained interests under loan assignment transactions

FORWARD-LOOKING STATEMENTS

The Company has included statements in this Offering Circular which contain words or phrases such as "will", "would", "aimed", "is likely", "are likely", "believe", "expect", "expected to", "will continue", "will achieve", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "seeking to", "target", "propose to", "future", "objective", "goal", "projected", "should", "can", "could", "may" and similar expressions or variations of such expressions, that are "forward-looking statements". Actual results may differ materially from those suggested by the forward-looking statements due to certain risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes relating to the finance services sector in India and the Company's ability to respond to them, the Company's ability to successfully implement its strategy, its growth and expansion, including its ability to complete its expansion plans, technological changes, its exposure to market risks, general economic and political conditions in India which have an impact on the business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in the industry.

For a further discussion on the factors that could cause actual results to differ, see the discussion under "*Investment Considerations*" contained in this Offering Circular.

ENFORCEMENT OF FOREIGN JUDGMENTS IN INDIA

The Company is a limited liability public company incorporated under the laws of India. A majority of the Company's directors and executive officers named herein are residents of India and all or a substantial portion of the Company's assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process on the Company or such persons in jurisdictions outside of India, or to enforce against the Company judgments obtained in courts outside of India predicated upon civil liabilities of the Company or such directors and executive officers under laws other than Indian law.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. However, the statutory basis for recognition and enforcement of foreign judgments is provided for under sections 13, 14 and 44A of The Code of Civil Procedure, 1908, as amended (the "**CPC**").

Any judgment which is a money decree and which is obtained against the Company in England (if passed by the superior courts of any reciprocating territory notified under section 44A of the CPC) will be recognised and enforced by the courts in India, subject to the provisions of sections 13 and 14 of the CPC, without re-examination of the issues. A judgment duly obtained in the courts of England in respect of the Documents or the Notes will be enforceable in India in accordance with the provisions of section 13 and section 44A of the Code. Section 13 of the CPC provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under which they or any of them are litigating under the same title except (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; or (vi) where the judgment sustains a claim founded on a breach of any law in force in India. A foreign judgment which is conclusive under section 13 of the CPC may be enforced either by a fresh suit upon the judgment or by proceedings in execution. Under section 14 of the CPC, an Indian court shall, on production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court

of competent jurisdiction unless the contrary appears on the record; such presumption may be displaced by proving want of jurisdiction.

Section 44A of the CPC provides that where a foreign judgment (including in relation to monetary claims) has been rendered by a superior court, within the meaning of such section, in any country or territory outside India which the Government has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards.

The United Kingdom, Singapore and Hong Kong, among other jurisdictions, have been declared by the Government to be reciprocating territories for the purposes of section 44A of the CPC but the United States and Mauritius have not been so declared. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. It is difficult to predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to delay. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian public policy. Further, any judgment or award in a foreign currency would be converted into Rupees on the date of such judgment or award and not on the date of payment, which could also increase risks relating to foreign exchange. A party seeking to enforce a foreign judgment in India is required to obtain approval from RBI under the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") to repatriate any amount recovered outside India, pursuant to such enforcement. Any such amount may be subject to income tax in accordance with applicable laws. The Company would not be entitled to immunity based on sovereignty from any legal proceedings in India.

STABILISATION

In connection with the issue of any Tranche of Notes, the Dealer or Dealers (if any) named as the Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in the applicable Pricing Supplement may over-allot or effect transactions with a view to supporting the market price of the Notes of the Series (as defined below) of which such Tranche forms part at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the relevant Tranche of Notes is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the relevant Tranche of Notes and 60 days after the date of the allotment of the relevant Tranche of Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager(s)) in accordance with all applicable laws and rules.

TABLE OF CONTENTS

Page

DOCUMENTS INCORPORATED BY REFERENCE 1

GENERAL DESCRIPTION OF THE PROGRAMME 2

SUMMARY OF THE PROGRAMME 3

FORM OF THE NOTES 9

FORM OF PRICING SUPPLEMENT 12

TERMS AND CONDITIONS OF THE NOTES 31

USE OF PROCEEDS 99

SELECTED FINANCIAL INFORMATION 100

CAPITALISATION 108

INVESTMENT CONSIDERATIONS 109

INDUSTRY OVERVIEW 157

BUSINESS 175

SELECTED STATISTICAL INFORMATION 198

MANAGEMENT 217

REGULATION AND POLICIES IN INDIA 230

LEGAL PROCEEDINGS 252

TAXATION 256

SUBSCRIPTION AND SALE 264

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN IFRS AND IND-AS 275

GENERAL INFORMATION 287

INDEX TO FINANCIAL STATEMENTS F-1

DOCUMENTS INCORPORATED BY REFERENCE

The following documents published or issued from time to time after the date hereof shall be deemed to be incorporated in, and to form part of, this Offering Circular:

(a) the Company's most recently published audited annual consolidated financial statements and, if published later, the most recently published audited or reviewed, as the case may be, interim consolidated financial results of the Company (see "*General Information*" for a description of the financial statements/results currently published by the Company); and

(b) all supplements or amendments to this Offering Circular circulated by the Company from time to time.

Any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Offering Circular to the extent that a statement contained in any such subsequent document which is deemed to be incorporated by reference herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offering Circular.

The Company will provide, without charge, to each person to whom a copy of this Offering Circular has been delivered, upon the request of such person, a copy of any or all of the documents deemed to be incorporated herein by reference unless such documents have been modified or superseded as specified above. Requests for such documents should be directed to the Company's office as set out at the end of this Offering Circular. In addition, such documents will be available free of charge from the principal office of the principal paying agent in London (which for the time being is The Bank of New York Mellon) (the "**Principal Paying Agent**") for the Notes listed on the GSM segment of the India INX.

If the terms of the Programme are modified or amended in a manner which would make this Offering Circular, as so modified or amended, inaccurate or misleading, to an extent which is material in the context of the Programme, a new offering circular will be prepared.

GENERAL DESCRIPTION OF THE PROGRAMME

Under the Programme, the Company may from time to time issue Notes denominated in any currency, subject as set out herein. A summary of the terms and conditions of the Programme and the Notes appears below. The applicable terms of any Notes will be agreed between the Company and the relevant Dealer prior to the issue of the Notes and will be set out in the terms and conditions of the Notes endorsed on, attached to, or incorporated by reference into, the Notes, as modified and supplemented by the applicable Pricing Supplement attached to, or endorsed on, such Notes, as more fully described under "*Form of the Notes*".

This Offering Circular and any supplement will only be valid for listing Notes on the GSM segment of the India INX in an aggregate nominal amount which, when added to the aggregate nominal amount then outstanding of all Notes previously or simultaneously issued under the Programme, does not exceed U.S.$2,000,000,000 or its equivalent in other currencies. For the purpose of calculating the U.S. dollar equivalent of the aggregate nominal amount of Notes issued under the Programme from time to time:

(a) the U.S. dollar equivalent of Notes denominated in another Specified Currency (as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under "*Form of the Notes*") shall be determined, at the Company's discretion, either as of the date on which agreement is reached for the issue of Notes or on the preceding day on which commercial banks and foreign exchange markets are open for business in London, in each case on the basis of the spot rate for the sale of U.S. dollar against the purchase of such Specified Currency in the London foreign exchange market quoted by any leading international bank selected by the Company on the relevant day of calculation;

(b) the U.S. dollar equivalent of Dual Currency Notes, Index Linked Notes and Partly Paid Notes (each as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under "*Form of the Notes*") shall be calculated in the manner specified above by reference to the original nominal amount on issue of such Notes (in the case of Partly Paid Notes regardless of the subscription price paid); and

(c) the U.S. dollar equivalent of Zero Coupon Notes (as specified in the applicable Pricing Supplement in relation to the relevant Notes, described under "*Form of the Notes*") and other Notes issued at a discount or a premium shall be calculated in the manner specified above by reference to the net proceeds received by the Company for the relevant issue.

The offering of the Notes will be made entirely outside India. This Offering Circular may not be distributed directly or indirectly in India or to residents of India and the Notes are not being offered or sold and may not be offered or sold directly or indirectly in India or to, or for the account or benefit of, any resident of India.

Each purchaser of Notes will be deemed to represent that it is neither located in India nor a resident of India and that it is not purchasing for, or for the account or benefit of, any such person, and understands that the Notes may not be offered, sold, pledged or otherwise transferred to any person located in India, to any resident of India or to, or for the account of, such persons, unless determined otherwise in compliance with applicable law.

The Company will issue Notes under the Programme in accordance with the ECB Regulations, IFSCA Regulations and other applicable laws.

SUMMARY OF THE PROGRAMME

The following summary does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Offering Circular and, in relation to the terms and conditions of any particular Tranche of Notes, the applicable Pricing Supplement. Words and expressions defined in "Form of the Notes" and "Terms and Conditions of the Notes" shall have the same meanings in this summary.

Issuer:	Tata Capital Limited.
Investment Considerations:	There are certain factors that may affect the Issuer's ability to fulfil its obligations under Notes issued under the Programme. These are set out under "*Investment Considerations*". In addition, there are certain factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme. These are set out under "*Investment Considerations"* and include certain considerations relating to the structure of particular Series of Notes and certain market risks.
Description:	Medium Term Note Programme.
Arranger:	The Hongkong and Shanghai Banking Corporation Limited.
Dealers:	The Hongkong and Shanghai Banking Corporation Limited and any other Dealer(s) appointed in accordance with the Programme Agreement (as defined under "*Subscription and Sale*").
Certain Restrictions:	Each issue of Notes in respect of which particular laws, guidelines, regulations, restrictions or reporting requirements apply will only be issued in circumstances which comply with such laws, guidelines, regulations, restrictions or reporting requirements (see "*Subscription and Sale*").
Security:	Upon any issuance of a Series of Senior Secured Notes under the Programme, the Chargor (as specified in the relevant Pricing Supplement) will pursuant to clause 2.1 of the Trust Deed deliver or cause to be delivered to the Trustee a copy of the applicable Pricing Supplement notifying the Trustee of an issuance of a Series of Senior Secured Notes and that Security shall be granted to the Security Trustee for benefit of the Trustee and the holders of that Series of Senior Secured Notes to secure the obligations of the Issuer under that Series of Senior Secured Notes and the Trust Deed. The Chargor (as specified in the relevant Pricing Supplement) will take all requisite steps under applicable laws and undertake other customary procedures in connection with the granting and perfection (if relevant) of the charge on the Security. The Trustee and any holders of that Series of Senior Secured Notes will share equal priority and *pro rata* entitlement in and to the Security and the Trustee and any holders of the relevant Series of Senior Secured Notes shall enforce their rights with respect to the Security only as described in Condition 5.2.

	With respect to a Series of Senior Secured Notes, all proceeds of enforcement of the Security and all other amounts received by the Trustee in respect of such Series will be applied by the Trustee in accordance with clause 7.3 of the Trust Deed.
Permitted Pari Passu Secured Indebtedness:	In relation to Secured Notes only, on or after the Issue Date, the Issuer may create liens on any Secured Property, *pari passu* with any Security (as defined in the Terms and Conditions of the Notes), in order to secure Indebtedness of the Issuer (including further issuances of Notes pursuant to Condition 18) (such Indebtedness (as defined in the Terms and Conditions of the Notes) of the Issuer, Permitted Pari Passu Secured Indebtedness) without the consent of any holder of Notes or the Trustee or the Security Agent, as further described in Condition 4.4. The Security Agent will be permitted and authorised, without the consent of any holder of Notes, to enter into any amendment to the Security Documents in accordance with Condition 16 and to take any other action necessary to permit the creation and registration of first priority *pari passu* liens on the Secured Property to secure Permitted Pari Passu Secured Indebtedness in accordance with Condition 4.4.
Trustee:	The Bank of New York Mellon, London Branch.
Principal Paying Agent:	The Bank of New York Mellon, London Branch.
Registrar and Transfer Agent:	The Bank of New York Mellon, Dublin Branch.
Security Trustee:	IDBI Trusteeship Services Limited.
Programme Size:	U.S.$2,000,000,000 (or its equivalent in other currencies calculated as described under "*General Description of the Programme*") in aggregate nominal amount of Notes outstanding at any time. The Issuer may increase the amount of the Programme in accordance with the terms of the Programme Agreement.
Distribution:	Notes may be distributed by way of private or public placement and in each case on a syndicated or non-syndicated basis.
Currencies:	Subject to any applicable legal or regulatory restrictions, any currency agreed between the Issuer and the relevant Dealer.
Maturities:	Such maturities as may be agreed between the Issuer and the relevant Dealer, subject to such minimum or maximum maturities as may be allowed or required by RBI or any laws or regulations applicable to the Issuer, including but not limited to, the minimum maturity period specified under the ECB Regulations or the relevant Specified Currency.
Issue Price:	Notes may be issued on a fully-paid or a partly-paid basis and at an issue price which is at par or at a discount to, or premium over, par.
Form of Notes:	The Notes will be issued in bearer and/or registered form as described in "*Form of the Notes*".

Fixed Rate Notes: Fixed interest will be payable at such rate or rates in arrear and on such date or dates as may be agreed between the Issuer and the relevant Dealer, subject to any regulatory requirement (including but not limited to the ECB Regulations and on redemption and will be calculated on the basis of such Day Count Fraction as may be agreed between the Issuer and the relevant Dealer, subject to any regulatory requirement (including but not limited to the ECB Regulations)).

Floating Rate Notes: Floating Rate Notes will bear interest at a rate, subject to any regulatory requirement, including but not limited to, the ECB Regulations, determined:

(i) on the same basis as the floating rate under a notional interest rate swap transaction in the relevant Specified Currency governed by an agreement incorporating the 2006 ISDA Definitions or the latest version of the 2021 ISDA Interest Rate Derivatives Definitions (as published by ISDA as at the Issue Date of the first Tranche of the Notes of the relevant Series) as specified in the applicable Pricing Supplement, in each case published by the International Swaps and Derivatives Association, Inc.; or

(ii) by reference to EURIBOR, SONIA Benchmark, SOFR Benchmark or SORA Benchmark (or such other benchmark as may be specified in the applicable Pricing Supplement) as adjusted for any applicable margin; or

(iii) on such other basis as may be agreed between the Issuer and the relevant Dealer.

The margin (if any) relating to such floating rate will be agreed between the Issuer and the relevant Dealer for each Series of Floating Rate Notes, subject to any regulatory requirement (including but not limited to the all-in-cost ceiling prescribed under the ECB Regulations).

Floating Rate Notes may also have a maximum interest rate, a minimum interest rate, or both.

Index Linked Notes: Payments of principal in respect of Index Linked Redemption Notes or of interest in respect of Index Linked Interest Notes will be calculated by reference to such index and/or formula or to changes in the prices of securities or commodities or to such other factors as the Issuer and the relevant Dealer may agree, subject to any regulatory requirement (including but not limited to the all-in-cost ceiling under the ECB Regulations).

Other provisions in Floating Rate Notes and Index Linked Interest Notes: Floating Rate Notes and Index Linked Interest Notes may also have a relation to a maximum interest rate, a minimum interest rate or both, subject to any regulatory requirement including but not limited to the all-in-cost ceiling prescribed under the ECB Regulations.

	Interest on Floating Rate Notes and Index Linked Interest Notes in respect of each Interest Period, as agreed prior to issue by the Issuer and the relevant Dealer, will be payable on such Interest Payment Dates, and will be calculated on the basis of such Day Count Fraction, as may be agreed between the Issuer and the relevant Dealer.
Dual Currency Notes:	Payments (whether in respect of principal or interest and whether at maturity or otherwise) in respect of Dual Currency Notes will be made in such currencies, and based on such rates of exchange, as the Issuer and the relevant Dealer may agree, subject to any regulatory requirement (including but not limited to the ECB Regulations).
Partly Paid Notes:	The Issuer may issue Notes in respect of which the issue price is paid in separate instalments in such amounts and on such dates as the Issuer and the relevant Dealer may agree, subject to any regulatory requirements (including but not limited to the ECB Regulations).
Zero Coupon Notes:	Zero Coupon Notes will be offered and sold at a discount to their nominal amount and will not bear interest, subject to any regulatory requirements (including but not limited to the ECB Regulations).
Other Notes:	The Issuer may agree with any Dealer and the Trustee that Notes may be issued in a form not contemplated by the Terms and Conditions of the Notes, in which event the relevant provisions will be included in the applicable Pricing Supplement.
Redemption:	The applicable Pricing Supplement will indicate either that the relevant Notes cannot be redeemed prior to their stated maturity (other than for taxation reasons, (as defined in Condition 8.2), following a Change of Control (as defined in Condition 8.5) or following an Event of Default (as defined in Condition 11)) or that such Notes will be redeemable at the option of the Issuer and/or the Noteholders upon giving notice to the Noteholders or the Issuer, as the case may be, on a date or dates specified prior to such stated maturity and at a price or prices and on such other terms as may be agreed between the Issuer and the relevant Dealer. Please note that any redemption of the Notes prior to their stated maturity date will require the prior approval of RBI or the AD Bank, as the case may be, under the ECB Regulations, which may not be forthcoming. The applicable Pricing Supplement may provide that Notes may be redeemable in separate instalments in such amounts and on such dates as are indicated in the applicable Pricing Supplement, subject to any regulatory requirements, including but not limited to, the ECB Regulations. See "*Investment Considerations — Considerations relating to the Notes and the Security — Early*

	redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior approval of RBI".
Denomination of Notes:	Notes will be issued in such denominations as may be agreed between the Issuer and the relevant Dealer, save that the minimum denomination of each Note will be such as may be allowed or required by the relevant central bank (or equivalent body) or any laws or regulations applicable to the relevant Specified Currency.
Taxation:	All payments of principal and interest in respect of the Notes will be made free and clear of, and without set-off or counterclaim and without withholding or deduction for or on account of any present or future taxes of whatever nature imposed or levied by or on behalf of any Tax Jurisdiction (as defined in Condition 9.1), subject as provided in Condition 9.1. In the event that any such withholding or deduction is made, the Issuer will, save in certain limited circumstances provided in Condition 9.1, be required to pay additional amounts to cover the amounts so deducted. Without prejudice to the Issuer's obligation to pay additional amounts as described above, all payments in respect of the Notes will be made subject to any withholding or deduction required pursuant to fiscal and other laws, as provided in Condition 9.1.
Cross-Acceleration:	The terms of the Notes will contain a cross-acceleration provision as further described in Condition 11.1(c)**.**
Status of the Notes:	The Notes, the status of which are specified in the applicable Pricing Supplement as Senior Notes (the "**Senior Notes**"), and any relative Receipts (as defined under "*Terms and Conditions of the Notes*") and Coupons are direct, unconditional, unsubordinated and (subject to the provisions of Condition 4.1) unsecured obligations of the Issuer and (subject as provided above) rank, *pari passu* among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time outstanding but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights and priority of claims. The Notes, the status of which are specified in the applicable Pricing Supplement as Senior Secured Notes or which are otherwise secured (the "**Senior Secured Notes**") are secured obligations of the Issuer, at all times ranking *pari passu* and without any preference among themselves, secured in the manner described in the applicable Pricing Supplement.
Listing:	Application shall be made to the GSM segment of the India INX for the Notes to be admitted for trading on the GSM segment of the India INX. The listing of the Notes shall be in compliance with the IFSCA Regulations.

	The applicable Pricing Supplement will state whether or not the relevant Notes are to be listed and, if so, on which stock exchange(s).
Use of Proceeds:	The net proceeds from each issue of the Notes will be applied for such activities which are in accordance with extant ECB Regulations and applicable RBI approvals.
Governing Law:	The Notes and any non-contractual obligations arising out of or in connection with the Notes will be governed by, and construed in accordance with, English law. However, the Security Documents are governed by Indian law.
Clearing System:	Euroclear, Clearstream and/or any other clearing system, as specified in the applicable Pricing Supplement (see "*Form of the Notes*").
Selling Restrictions:	There are restrictions on the offer, sale and transfer of the Notes under the Prospectus Regulation and in the European Economic Area, the United States, the United Kingdom, Japan, India, Hong Kong and Singapore and such other restrictions as may be required in connection with the offering and sale of a particular Tranche of Notes (see "*Subscription and Sale*").
United States Selling Restrictions:	Regulation S, Category 2. TEFRA C or D, or TEFRA not applicable, as specified in the applicable Pricing Supplement.
Legal Entity Identifier of the Issuer:	335800TXSHN87ZZ57925

FORM OF THE NOTES

The Notes of each Series will either be in bearer form, with or without interest coupons ("**Coupons**") attached ("**Bearer Notes**"), or registered form, without interest coupons attached ("**Registered Notes**"). The Notes will be issued outside the United States and in reliance on Regulation S.

Notes to be listed on the GSM segment of the India INX will be accepted for clearance through Euroclear Bank SA/NV and Clearstream.

Bearer Notes

Each Tranche of Bearer Notes will be in bearer form and will initially be represented by either a temporary bearer global note (a "**Temporary Bearer Global Note**") or a permanent bearer global note (a "**Permanent Bearer Global Note**" and, together with a Temporary Bearer Global Note, the "**Bearer Global Notes**", and each a "**Bearer Global Note**") as indicated in the applicable Pricing Supplement, which, in either case, will be delivered on or prior to the original issue date of the Tranche to a common depositary (the "**Common Depositary**") for Euroclear and Clearstream. While any Bearer Note is represented by a Temporary Bearer Global Note, payments of principal, interest (if any) and any other amount payable in respect of the Notes due prior to the Exchange Date (as defined below) will be made against presentation of the Temporary Bearer Global Note only to the extent that certification (in a form to be provided) to the effect that the beneficial owners of interests in such Note are not U.S. persons or persons who have purchased for resale to any U.S. person, as required by U.S. Treasury regulations, has been received by Euroclear and/or Clearstream, as applicable, has given a similar certification (based on the certifications it has received) to the Principal Paying Agent.

On and after the date (the "**Exchange Date**") which, for each Tranche in respect of which a Temporary Bearer Global Note is issued, is 40 days after the Temporary Bearer Global Note is issued, interests in such Temporary Bearer Global Note will be exchangeable (free of charge) upon a request as described therein either for (i) interests in a Permanent Bearer Global Note of the same Series or (ii) definitive Bearer Notes ("**Definitive Bearer Notes**") of the same Series with, where applicable, receipts, interest coupons and talons attached (as indicated in the applicable Pricing Supplement and subject, in the case of Definitive Bearer Notes, to such notice period as is specified in the applicable Pricing Supplement), in each case against certification of beneficial ownership as described above, unless such certification has already been given, provided that purchasers in the United States and certain U.S. persons will not be able to receive definitive Bearer Notes. The holder of a Temporary Bearer Global Note will not be entitled to collect any payment of interest, principal or other amount due on or after the Exchange Date unless, upon due certification, exchange of the Temporary Bearer Global Note for an interest in a Permanent Global Note or for Definitive Bearer Notes is improperly withheld or refused.

Payments of principal, interest (if any) or any other amounts on a Permanent Bearer Global Note will be made through Euroclear and/or Clearstream against presentation or surrender (as the case may be) of the Permanent Bearer Global Note without any requirement for certification.

The applicable Pricing Supplement will specify that a Permanent Bearer Global Note will be exchangeable (free of charge), in whole but not in part, for Definitive Bearer Notes with, where applicable, receipts, interest coupons and talons attached only upon the occurrence of an Exchange Event.

For these purposes, "**Exchange Event**" means that (i) an Event of Default has occurred and is continuing; (ii) the Issuer has been notified that both Euroclear and Clearstream have been closed for business for a continuous period of 14 days (other than by reason of holiday, statutory or otherwise) or have announced an intention permanently to cease business or have in fact done so and no successor or alternative clearing system to the satisfactory to the Trustee is available; or (iii) the Issuer has or will become subject to adverse tax consequences

which would not be suffered if the Notes were in definitive form and a certificate to such effect from the Issuer's authorised signatory has been given to the Trustee. The Issuer will promptly give notice to the Noteholders in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream (acting on the instructions of any holder of an interest in such Permanent Bearer Global Note) or the Trustee may give notice to the Principal Paying Agent requesting exchange. Any such exchange shall occur not later than 45 days after the date of receipt of the first relevant notice by the Principal Paying Agent.

The following legend will appear on all Bearer Notes (other than Temporary Bearer Global Notes), receipts and interest coupons relating to such Notes where TEFRA D is specified in the applicable Pricing Supplement:

"ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE INTERNAL REVENUE CODE."

The sections referred to provide that United States holders, with certain exceptions, will not be entitled to deduct any loss on Notes, receipts or interest coupons and will not be entitled to capital gains treatment in respect of any gain on any sale, disposition, redemption or payment of principal in respect of such Notes, receipts or interest coupons.

Notes which are represented by a Bearer Global Note will only be transferable in accordance with the rules and procedures for the time being of Euroclear or Clearstream, as the case may be.

Registered Notes

The Registered Notes of each Tranche will initially be represented by a global note in registered form (a "**Registered Global Note**").

Registered Global Notes will be deposited with, and registered in the name of a nominee of, a common depositary for Euroclear and Clearstream. Persons holding beneficial interests in Registered Global Notes will be entitled under the circumstances described below, to receive physical delivery of definitive Notes in fully registered form ("**Definitive Registered Notes**").

Payments of principal, interest and any other amount in respect of the Registered Global Notes will, in the absence of provision to the contrary, be made to the person shown on the Register (as defined in Condition 7.4) as the registered holder of the Registered Global Notes. None of the Issuer, the Trustee, any Paying Agent or the Registrar (each as defined under "*Terms and Conditions of the Notes*") will have any responsibility or liability for any aspect of the records relating to or payments or deliveries made on account of beneficial ownership interests in the Registered Global Notes, or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Payments of principal, interest or any other amount in respect of the Definitive Registered Notes will, in the absence of provision to the contrary, be made to the persons shown on the Register on the relevant Record Date (as defined in Condition 7.4) immediately preceding the due date for payment in the manner provided in that Condition.

Interests in a Registered Global Note will be exchangeable (free of charge), in whole but not in part, for Definitive Registered Notes without receipts, interest coupons or talons attached only upon the occurrence of an Exchange Event (as defined under "*Bearer Notes*" above).

The Issuer will promptly give notice to the Noteholders and the Trustee in accordance with Condition 15 if an Exchange Event occurs. In the event of the occurrence of an Exchange Event, Euroclear and/or Clearstream (acting on the instructions of any holder of an interest in such Registered Global Note) or the Trustee may give

notice to the Registrar requesting exchange. Any such exchange shall occur not later than 10 days after the date of receipt of the first relevant notice by the Registrar.

Transfer of Interests

Interests in a Registered Global Note may, subject to compliance with all applicable restrictions, be transferred to a person who wishes to hold such interest in another Registered Global Note. No beneficial owner of an interest in a Registered Global Note will be able to transfer such interest, except in accordance with the applicable procedures of Euroclear and Clearstream, in each case to the extent applicable.

General

Pursuant to the Agency Agreement (as defined under "*Terms and Conditions of the Notes*"), the Principal Paying Agent shall arrange that, where a further Tranche of Notes is issued which is intended to form a single Series with an existing Tranche of Notes at a point after the Issue Date of the further Tranche, the Notes of such further Tranche shall be assigned a common code and ISIN number which are different from the common code and ISIN assigned to Notes of any other Tranche of the same Series until such time as the Tranches are consolidated and form a single Series, which shall not be prior to the expiry of the Distribution Compliance Period (as defined in Regulation S under the Securities Act) applicable to the Notes of such Tranche.

For so long as any of the Notes is represented by a Bearer Global Note or a Registered Global Note (each a "**Global Note**") held on behalf of Euroclear and/or Clearstream each person (other than Euroclear and/or Clearstream) who is for the time being shown in the records of Euroclear or Clearstream as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Trustee, the Issuer and their agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer of the relevant Bearer Global Note or the registered holder of the relevant Registered Global Note shall be treated by the Trustee, the Issuer and their agents as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the Agency Agreement and the expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly.

Any reference herein to Euroclear and/or Clearstream shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement.

No Noteholder, Receiptholder (as defined below) or Couponholder shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, fails so to do within a reasonable period and the failure shall be continuing.

FORM OF PRICING SUPPLEMENT

Set out below is the form of Pricing Supplement which will be completed for each Tranche of Notes issued under the Programme.

[**MIFID II product governance/Professional investors and ECPs only target market –** Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

[**UK MiFIR product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

[**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of [Directive 2014/65/EU (as amended, "**MiFID II**")]/[MiFID II]; (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**")

for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]

[In connection with section 309B of the Securities and Futures Act 2001 of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in section 309A(1) of the SFA), that the Notes are prescribed [capital markets products]/[capital markets products other than prescribed capital markets products] (as defined in the CMP Regulations 2018) and [are] [Excluded]/[Specified] Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).][1][*Date*]

Tata Capital Limited

Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]
under the
U.S.$2,000,000,000 Medium Term Note Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 2 May 2024 [and the supplement[s] to it dated [●] and [●]] (the "**Offering Circular**"). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular.

[*The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.*

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Offering Circular dated *[original date]*. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated *[current date]*, save in respect of the Conditions which are extracted from the Offering Circular dated *[original date]* and are attached hereto.]

[*Include whichever of the following apply or specify as "Not Applicable" (N/A). Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs. Italics denote directions for completing the Pricing Supplement*]

1.	Issuer:		Tata Capital Limited
2.	(a)	Series Number:	[●]
	(b)	Tranche Number:	[●]
	(c)		*(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible)*
	(d)	Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with [*identify earlier Tranches*] on [the Issue Date/exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to

[1] For any Notes to be offered to Singapore investors, the Issuer to consider whether it needs to re-classify the Notes pursuant to Section 309B of the SFA prior to the launch of the offer.

			in paragraph [●] below, which is expected to occur on or about [*date*]] [Not Applicable]
3.	Specified Currency or Currencies:		[●] (*In case of a denomination in INR, the below is to be included*) [The lawful currency of India ("**Indian Rupees**" or "**INR**"), provided that all payments in respect of the Notes will be made in United States dollars ("**U.S.$**") or any other currency (other than Indian Rupees) as may be agreed.]
4.	Aggregate Nominal Amount:		
	(a)	Series:	[●]
	(b)	Tranche:	[●]
5.	(a)	Issue Price:	[●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [*insert date*]] [*(in the case of fungible issues only, if applicable)*] (*In case of a denomination in INR, the below is to be included*) [The Issue Price will be payable in U.S.$ and will be based on the Aggregate Nominal Amount (in INR) divided by the conversion rate reported by the Financial Benchmarks India Pvt. Ltd (the "**FBIL**"), which is displayed on Reuters page at approximately [1:30] p.m., Mumbai, on [*date*].]
	(b)	[Net proceeds:	[●]]
	(c)	[Private bank rebate/selling commission:	[●]]
	(d)	[Discretionary fee:	[●]]
6.	(a)	Specified Denominations:	[●] (*N.B. Notes must have a minimum denomination of €100,000 or equivalent) (Note - where Bearer Notes with multiple denominations above €100,000 or equivalent are being used with respect to Bearer Notes, the following sample wording should be followed: "€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.")* (*N.B. If an issue of Notes is (i) NOT admitted to trading on a European Economic Area exchange; and (ii) only offered in the European Economic Area in circumstances where a prospectus is not required to be published under the Prospectus Regulation the €100,000 minimum denomination is not required.*)

			(*In the case of Registered Notes, this means the minimum integral amount in which transfers can be made.*) (*In the case of a denomination in INR, the below is to be included*) [INR [●] and integral multiples thereof.]
	(b)	Calculation Amount (and in relation to calculation of interest in global form see Conditions):	[●] (*If only one Specified Denomination, insert the Specified Denomination.* *If more than one Specified Denomination, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations.*)
7.	(a)	Issue Date:	[●]
	(b)	Interest Commencement Date:	[*Specify*/Issue Date/Not Applicable] *(N.B. An Interest Commencement Date will not be relevant for certain Notes, for example Zero Coupon Notes.)*
8.		Maturity Date:	[*Fixed rate - specify date/Floating rate - Interest Payment Date falling in or nearest to [specify month and year]*]
9.		Interest Basis:	[[●] per cent. Fixed Rate] [[●] month EURIBOR][SOFR Benchmark/SONIA Benchmark/SORA Benchmark/specify other reference rate] +/-[●] per cent. Floating Rate] [Zero Coupon] [Index Linked Interest] [Dual Currency Interest] [*specify other*] (further particulars specified below)
10.		Redemption/Payment Basis:	[Redemption at par] [Index Linked Redemption] [Dual Currency Redemption] [Partly Paid] [Makewhole Redemption] [Instalment] [*specify other*]
11.		Change of Interest Basis or Redemption/Payment Basis:	[Applicable/Not Applicable] (*if applicable, specify details of any provision for change of Notes into another Interest Basis or Redemption/Payment Basis) (N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes*)

12.	Put/Call Options:		[Investor Put] [Change of Control Put] [Issuer Call] [(*further particulars specified below*)]
13.	Status of the Notes:		[Senior/Senior Secured]
14.	(a)	Date of board approval for issuance of Notes obtained:	[[●] [and [●], respectively]]/[None required] (*N.B. Only relevant where regulatory (or similar) approval or consent is required for the particular tranche of Notes*)
	(b)	Date of regulatory approval/consent for issuance of Notes obtained:	[●]/[None required] *(N.B. Only relevant where regulatory (or similar) approval or consent is required for the particular tranche of Notes)*
15.	Listing:		[GSM segment of the India INX/*specify other*/None] *(N.B. Consider disclosure requirements under the EU Prospectus Regulation applicable to securities admitted to an EU regulated market)*
16.	Method of distribution:		[Syndicated/Non-syndicated]

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17.	Fixed Rate Note Provisions:		[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
	(a)	Rate(s) of Interest:	[●] per cent. per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	[●] in each year up to and including the Maturity Date (*Amend appropriately in the case of irregular coupons*)
	(c)	Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	[●] per Calculation Amount *(In the case of a denomination in INR, the below is to be included)* The Fixed Coupon Amount per Calculation Amount will be payable in U.S.$ and determined by the Calculation Agent on the Rate Fixing Date in respect of the Interest Payment Date, as follows: **Calculation Amount *divided by* the Reference Rate** Where Calculation Agent, Rate Fixing Date and Reference Rate shall have their respective meanings ascribed to them in paragraph 23 below.
	(d)	Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	[[●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]][Not Applicable]]
	(e)	Day Count Fraction:	[Actual/Actual (ICMA)]; [30/360]; [Actual/365 (Fixed)] [*specify other*]

(f)	Determination Date(s):	[[●] in each year][Not Applicable] (*Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon*)
(g)	Other terms relating to the method of calculating interest for Fixed Rate Notes:	[None/*Give details*]
18.	Floating Rate Note Provisions	[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
(a)	Specified Period(s)/Specified Interest Payment Dates:	[●][, subject to adjustment in accordance with the Business Day Convention set out in (b) below,/not subject to any adjustment, as the Business Day Convention in (b) below is specified to be not applicable.]
(b)	Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/[*specify other*]] [Adjusted/Unadjusted]
(c)	Additional Business Centre(s):	[●]
(d)	Manner in which the Rate of Interest and Interest Amount is to be determined:	[Screen Rate Determination/ISDA Determination/[Not Applicable]/[*specify other*]]
(e)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	[●]
(f)	Screen Rate Determination:	
	• Reference Rate:	[[●] *month* EURIBOR][SOFR Benchmark/SONIA Benchmark/SORA Benchmark/specify other Reference Rate]
	• Interest Determination Date(s):	[●] *(N.B. To be a minimum of 5 Business Days lookback period for any backward-looking rate)*
	• Relevant Screen Page:	[●] *(In the case of EURIBOR, if not Reuters EURIBOR 01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)*
(g)	SOFR:	[Applicable/Not Applicable] *(If not applicable, delete the remaining sub-paragraphs of this paragraph)*
	• SOFR Benchmark:	[Compounded Daily SOFR/SOFR Index/Term SOFR/*specify other*]

- Compounded Daily SOFR: [SOFR Lookback/Not Applicable/*specify other*]

  (*Only applicable in the case of Compounded Daily SOFR*)

- Lookback Days: [Not Applicable/[●] U.S. Government Securities Business Day(s)]/[*specify other*]

  (*Only applicable in the case of Compounded Daily SOFR (SOFR Lookback). Note that Interest Determination Date should fall at least 5 U.S. Government Securities Business Days prior to the Interest Payment Date unless otherwise agreed with the Calculation Agent.*)

- SOFR Observation Shift Days [5/*specify other larger number*] U.S. Government Securities Business Days

- SOFR $\text{Index}_{\text{Start}}$ [Not Applicable/[●] U.S. Government Securities Business Day(s)]

  (*Only applicable in the case of SOFR Index*)

- SOFR $\text{Index}_{\text{End}}$ [Not Applicable/[●] U.S. Government Securities Business Day(s)]

  (*Only applicable in the case of SOFR Index*)

- Term SOFR Rate: [Not Applicable/[●] Month Term SOFR/specify other]

  (*Only applicable in the case of Term SOFR*)

  (*If not applicable, delete the remaining subparagraphs of this paragraph*)

- Interest Determination Date: [In accordance with the Condition 6.2(c)(iii)/specify other]

- Reference Time: [In accordance with the Condition 6.2(c)(iii)(C)/specify other]

- Term SOFR Conventions: [●]

  (Include any Term SOFR Conventions recommended by the ARRC or otherwise used by the market generally regarding the determination of the Term SOFR rate)

(h) SONIA Benchmark: [Applicable/Not Applicable]

(*If not applicable, delete the remaining subparagraphs of this paragraph*)

- SONIA Benchmark: [Compounded Daily SONIA/*specify other*]

- SONIA Observation Method: [SONIA Observation Lag/SONIA Observation Shift/Not Applicable/specify other]

  (*Only applicable where the Reference Rate is Compounded Daily SONIA*)

- SONIA Observation Period ("***x***"): [5/specify other larger number] London Business Days

(i)	SORA Benchmark:	[Applicable/Not Applicable] (*If not applicable, delete the remaining subparagraphs of this paragraph*)
	• Calculation method:	[Lookback/*specify other*]
	• Observation Period ("***p***")	[five Singapore Business Days/*specify other*]
(j)	Benchmark Discontinuation Provisions:	[Condition [6.6(a)]/[6.6(b)]/[6.6c] shall apply/Not Applicable/*specify other*]
(k)	ISDA Determination:	
	• Floating Rate Option:	[●]
	• Designated Maturity:	[●]
	• Reset Date:	[●] *(in the case of a EURIBOR based option, the first day of the Interest Period)*
	• Compounding:	[Applicable/Not Applicable] *(If not applicable, delete the remaining items of this subparagraph)*
	• Compounding Method:	[Compounding with Lookback Lookback: [[●] Applicable Business Days]/[As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]] [Compounding with Observation Period Shift Observation Period Shift: [●] Observation Period Shift Business Days Observation Period Shift Additional Business Days: [[●]/[Not Applicable]]/[As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]] [Compounding with Lockout Lockout: [●] Lockout Period Business Days Lockout Period Business Days: [[●]/[Applicable Business Days]]/[As specified in the Compounding/Averaging Matrix (as defined in the 2021 ISDA Definitions)]]
	• ISDA Definitions:	[2006 ISDA Definitions]/[2021 ISDA Definitions]
	• Floating Rate Option:	[●]
(l)	Margin(s):	[+/-] [●] per cent. per annum
(m)	Minimum Rate of Interest:	[●] per cent. per annum
(n)	Maximum Rate of Interest:	[●] per cent. per annum
(o)	Day Count Fraction:	[Actual/Actual (ISDA)] [Actual/Actual] Actual/365 (Fixed) Actual/365 (Sterling)

			Actual/360 [30/360] [360/360] [Bond Basis] [30E/360] [Eurobond Basis] [30E/360 (ISDA)] *[specify other]*
	(p)	Rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[●]
	(q)	Fallback provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	[Benchmark Discontinuation (General)/Benchmark Discontinuation (SOFR)/Benchmark Discontinuation (SORA)/(*specify other if different from those set out in the Conditions*)]
19.	Zero Coupon Note Provisions		[Applicable/Not Applicable] (If not applicable, delete the remaining subparagraphs of this paragraph)
	(a)	Accrual Yield:	[●] per cent. per annum
	(b)	Reference Price:	[●]
	(c)	Any other formula/basis of determining amount payable:	[●]
	(d)	Day Count Fraction in relation to Early Redemption Amounts:	[30/360] [Actual/360] [Actual/365] [*specify other*]
20.	Index Linked Interest Note Provisions		[Applicable/Not Applicable] (If not applicable, delete the remaining subparagraphs of this paragraph)
	(a)	Index/Formula:	[*give or annex details*]
	(b)	Calculation Agent:	[*give name*]
	(c)	Calculation Agent responsible for calculating the interest due:	[●]
	(d)	Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:	[●] (*Need to include a description of market disruption or settlement disruption events and adjustment provisions*)
	(e)	Specified Period(s)/Specified Interest Payment Dates:	[●]
	(f)	Business Day Convention:	[Floating Rate Convention/Following Business Day Convention/Modified Following Business Day

			Convention/Preceding Business Day Convention/*specify other*]
	(g)	Additional Business Centre(s):	[●]
	(h)	Minimum Rate of Interest:	[●] per cent. per annum
	(i)	Maximum Rate of Interest:	[●] per cent. per annum
	(j)	Day Count Fraction:	[●]
21.	Dual Currency Interest Note Provisions		[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
	(a)	Rate of Exchange/method of calculating Rate of Exchange:	[*give details*]
	(b)	Party responsible for calculating the Rate of Interest (if not the Calculation Agent) and Interest Amount (if not the Principal Paying Agent):	[●]
	(c)	Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:	[●]
	(d)	Person at whose option Specified Currency(ies) is/are payable:	[●]

PROVISIONS RELATING TO REDEMPTION

22.	Issuer Call:			[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
	(a)	Optional Redemption Amount and method, if any, of calculation of such amount(s):		
		(i)	Issue Date to [●]	Makewhole Amount
		(ii)	[●] to Maturity Date	[●] per Calculation Amount [*Optional Redemption Amount will be at par for last 90 days*]
	(b)	Notice period:		Minimum period: [15] days Maximum period: [30] days *(N.B. If setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 5 clearing system business days' notice for a call) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Trustee)*

23.	Investor Put:	[Applicable/Not Applicable] (If not applicable, delete the remaining subparagraphs of this paragraph)
	(a) Optional Redemption Date(s):	[●]
	(b) Optional Redemption Amount of each Note and method, if any, of calculation of such amount(s):	[[●] per Calculation Amount/*specify other*/see Appendix]
	(c) Notice period:	Minimum period: [15] days Maximum period: [30] days *(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Trustee)*
24.	Change of Control Put:	[Applicable/Not Applicable] *(If not applicable, delete the remaining subparagraphs of this paragraph)*
	(a) Optional Redemption Amount:	[●] per Calculation Amount
	(b) Notice periods:	Minimum period: [15] days Maximum period: [30] days *(N.B. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Trustee)*
25.	Final Redemption Amount:	[●] per Calculation Amount (*In case of a denomination in INR, the below is to be included*) [The Final Redemption Amount per Calculation Amount will be payable in U.S.$ and determined by the Calculation Agent on the Rate Fixing Date in respect of the Maturity Date, as follows: **Calculation Amount *divided* by the Reference Rate** *Where*: "**Calculation Agent**" means [●]. "**Reference Rate**" means the rate used on each Rate Fixing Date which will be the U.S.$/INR spot rate, expressed as the amount of Indian rupees per one

United States dollar, for settlement in two Fixing Business Days, reported by the Financial Benchmarks India Pvt. Ltd (the "**FBIL**"), which is displayed on Reuters page [●] (or any successor page) at approximately 1:30 p.m., Mumbai time, on each Rate Fixing Date. If a Price Source Disruption Event occurs on the Scheduled Rate Fixing Date, then the Reference Rate for such Rate Fixing Date shall be determined by the Calculation Agent in accordance with the Fallback Provisions set out below.

"**Rate Fixing Date**" means the Scheduled Rate Fixing Date, subject to a Valuation Postponement.

"**Scheduled Rate Fixing Date**" means the date which is two Fixing Business Days prior to the Interest Payment Date or the Maturity Date or such other date on which an amount in respect of the Notes is due and payable. If the Scheduled Rate Fixing Date is an Unscheduled Holiday, the Rate Fixing Date shall be the next relevant Fixing Business Day, subject to the Deferral Period for an Unscheduled Holiday set out below.

"**Unscheduled Holiday**" means a day that is not a Fixing Business Day, a fact of which the market was not aware (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. local time in Mumbai, two Fixing Business Days prior to the relevant Rate Fixing Date

Adjustments to the Interest Payment Date and Maturity Date:

If a Scheduled Rate Fixing Date is adjusted for an Unscheduled Holiday or if Valuation Postponement applies, then the Interest Payment Date or Maturity Date relating to such Scheduled Rate Fixing Date shall be two Payment Business Days after the date on which the Reference Rate for such Interest Payment Date or Maturity Date is determined. If any Interest Payment Date or Maturity Date is adjusted in accordance with the preceding sentence, then such adjustment (and the corresponding payment obligations to be made on such dates) shall apply only to such Interest Payment Date or the Maturity Date, as applicable, and no further adjustment shall apply to the amount of interest payable.

Fallback Provisions:

"**Price Source Disruption Event**" means it becomes impossible to obtain the Reference Rate on a Rate Fixing Date.

"**Applicable Price Source Disruption Fallbacks**":

In the event of a Price Source Disruption Event, the Calculation Agent shall apply each of the following Price Source Disruption Fallbacks for the determination of the Reference Rate, in the following order, until the Reference Rate can be determined:

Valuation Postponement	(As defined below)
Fallback Reference Price	SFEMC INR Indicative Survey Rate (INR02)
Fallback Survey Valuation Postponement	(As defined below)
Appointment by the Issuer of an Independent Financial Institution (as defined below) to determine the Reference Rate	

"**Cumulative Events**" has the following meaning:

Notwithstanding anything to the contrary, in no event shall the total number of consecutive calendar days during which either (i) valuation is deferred due to an Unscheduled Holiday, or (ii) a Valuation Postponement shall occur (or any combination of items (i) and (ii)), exceed 14 consecutive calendar days in the aggregate.

Accordingly, (x) if, upon the lapse of any such 14 calendar day period, an Unscheduled Holiday shall have occurred or be continuing on the day following such period that otherwise would have been a Fixing Business Day, then such day shall be deemed to be a Rate Fixing Date, and (y) if, upon the lapse of any such 14 calendar day period, a Price Source Disruption Event shall have occurred or be continuing on the day following such period on which the Reference Rate otherwise would be determined, then Valuation Postponement shall not apply and the Reference Rate shall be determined in accordance with the next Price Source Disruption Fallback.

"**Valuation Postponement**" means that the Reference Rate will be determined on the Fixing Business Day first succeeding the day on which the Price Source Disruption Event ceases to exist, unless the Price Source Disruption Event continues to exist (measured

from the date that, but for the occurrence of the Price Source Disruption Event, would have been the Rate Fixing Date) for a consecutive number of calendar days equal to the Maximum Days of Postponement. In such event, the Reference Rate will be determined on the next Fixing Business Day after the Maximum Days of Postponement (which will, subject to the provisions relating to Fallback Survey Valuation Postponement, be deemed to be the applicable Rate Fixing Date) in accordance with the next applicable Price Source Disruption Fallback.

"**Maximum Days of Postponement**" means 14 calendar days.

"**SFEMC INR Indicative Survey**" means a methodology, dated as of 1 December 2004 and as amended, for a centralised industry-wide survey of financial institutions that are active participants in the Indian Rupee/U.S. Dollar markets for the purpose of determining the SFEMC INR Indicative Survey Rate (INR02).

"**SFEMC INR Indicative Survey Rate (INR02)**" means that the Reference Rate for a given Rate Fixing Date will be the Indian Rupee/U.S. Dollar Specified Rate for U.S. Dollars, expressed as the amount of Indian Rupees per one U.S. Dollar, for settlement in two Fixing Business Days, as published on the website of the Singapore Foreign Exchange Market Committee ("**SFEMC**") at approximately 3:30 p.m. (Singapore time), or as soon as practicable thereafter, on such date. The Reference Rate shall be calculated by SFEMC (or a service provider SFEMC may select in its sole discretion) pursuant to the SFEMC INR Indicative Survey (as defined below) for the purpose of determining the SFEMC INR Indicative Survey Rate.

"**Fallback Survey Valuation Postponement**" means that, in the event that the Fallback Reference Price is not available on or before the third Fixing Business Day (or the day that would have been a Fixing Business Day but for an Unscheduled Holiday) succeeding the end of either (i) a Valuation Postponement for a Price Source Disruption Event, (ii) a Deferral Period for an Unscheduled Holiday, or (iii) Cumulative Events, as applicable, then the Reference Rate will be determined in accordance with the next Applicable Price Source Disruption Fallback on such day (which will be deemed to be the applicable Rate Fixing Date). For the avoidance of doubt, Cumulative

Events, if applicable, do not preclude postponement of valuation in accordance with this provision.

"**Independent Financial Institution**" means a leading bank or financial institution engaged in the interbank market (or, if appropriate, money, swap or over-the-counter index options market) that is most closely connected with the calculation or determination to be made by the Calculation Agent to act as such in its place.

"**Payment Business Day**" means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in New York, Mumbai and the principal place of office of the Issuing and Paying Agent.

"**Fixing Business Day**" means any day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in Mumbai, New York and the principal place of office of the Issuing and Paying Agent.

"**Deferral Period for an Unscheduled Holiday**": In the event that the Scheduled Rate Fixing Date is postponed due to the occurrence of an Unscheduled Holiday, and if the Rate Fixing Date has not occurred on or before the 14th calendar day after the Scheduled Rate Fixing Date (any such period being a "**Deferral Period**"), then the next day after the Deferral Period that would have been a Fixing Business Day but for the Unscheduled Holiday shall be deemed to be the Rate Fixing Date.]

26. Early Redemption Amount payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if requires):

[[●] per Calculation Amount/*specify other*/see Appendix]

(*In the case of a denomination in INR, the below is to be included*)

[The Final Redemption Amount as determined in accordance with paragraph 23 above; provided that, for the purposes of such determination, the Scheduled Rate Fixing Date shall be the date that is two Fixing Business Days prior to the date on which the Notes become due and payable.]

PROVISIONS RELATING TO SECURITY

27. Secured Notes Provisions:

(a) Secured Property: [Not Applicable]/[*Give brief description of assets being secured:* [●]]

(b) Chargor: [●]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

28. Form of Notes: [Bearer Notes:

[Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes upon an Exchange Event] [Temporary Bearer Global Note exchangeable for Definitive Bearer Notes on and after the Exchange Date] [Permanent Bearer Global Note exchangeable for Definitive Bearer Notes only upon an Exchange Event]]

(Ensure that this is consistent with the wording in the "Form of the Notes" section in the Offering Circular and the Notes themselves. The exchange upon notice option should not be expressed to be applicable if the Specified Denomination of the Notes in paragraph 6 includes language substantially to the following effect: "€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000". Furthermore, such Specified Denomination construction is not permitted in relation to any issue of Notes which is to be represented on issue by a Temporary/Permanent Bearer Global Note exchangeable for Definitive Bearer Notes.)

[Registered Notes:

Registered Global Note ([●] nominal amount) registered in the name of a nominee for a common depositary for Euroclear and Clearstream (*specify nominal amounts*)]

29. Financial Centres: [Not Applicable / *give details*]

[For the avoidance of doubt, "Business Day" for these Notes shall include the following:

(a) [*repeat the details of the Financial Centre(s) as per above if applicable*]; and

(b) [London] / [New York City] / [Singapore] / [Mumbai] / [TARGET Business Day (being any day on which T2 is open for the settlement of payments in euro)].]

[*Note: for EU/UK regulated market listings, parties may wish to double check with the listing agent that the above wording in the Pricing Supplement will be acceptable to the regulator from a Prospectus Regulation perspective*]

30.	Additional Financial Centres:	[Not Applicable/give details] *(Note that this item relates to the date of payment and not Interest Period end dates to which items 17(c) and 19(f) relate)*
31.	Talons for future Coupons to be attached to Definitive Notes in bearer form (and dates on which such Talons mature):	[Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]
32.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	[Not Applicable/*give details. N.B. a new form of Temporary Bearer Global Note and/or Permanent Bearer Global Note may be required for Partly Paid issues*]
33.	Details relating to Instalment Notes:	[*Not Applicable*]
	(a) [Instalment Amount(s):	[*give details*]]
	(b) [Instalment Date(s):	[*give details*]]
34.	Other terms or special conditions:	[Not Applicable/*give details*]

DISTRIBUTION

35.	(a) If syndicated, names of Managers:	[Not Applicable/*give names*]
	(b) Stabilising Manager(s) (if any):	[Not Applicable/*give name(s)*]
36.	If non-syndicated, name of relevant Dealer:	[●]
37.	Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable:	[TEFRA D/TEFRA C/TEFRA not applicable]
38.	U.S. Selling Restrictions:	Regulation S Category 2
39.	Additional selling restrictions:	[Not Applicable/*give details*]
40.	Prohibition of Sales to EEA Retail Investors:	[Applicable/Not Applicable] (If the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.)
41.	Prohibition of Sales to UK Retail Investors:	[Applicable/Not Applicable] (If the Notes clearly do not constitute "packaged" products, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared, "Applicable" should be specified.)

HONG KONG SFC CODE OF CONDUCT

42.	Rebates:	[A rebate of [●] bps is being 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 this 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.]/[Not Applicable]
43.	Contact email addresses of the Overall Coordinators where underlying investor information in relation to omnibus orders should be sent:	[*Include relevant contact email addresses of the Overall Coordinators where the underlying investor information should be sent – OCs to provide*]/[Not Applicable]
44.	Marketing and Investor Targeting Strategy	[*if different from the Offering Circular*]
OPERATIONAL INFORMATION		
45.	Any clearing system(s) other than Euroclear and Clearstream and the relevant identification number(s):	[Not Applicable/*give name(s) and number(s)*]
46.	Delivery:	Delivery [against/free of] payment
47.	Additional Paying Agent(s) (if any):	[●]
	ISIN:	[●]
	Common Code:	[●]
	Financial Instrument Short Name:	[[●]/Not Applicable] (If the CFI and/or FISN is not required, requested or available, it/they should be specified to be "Not Applicable".)
	Classification of Financial Instruments Code:	[[c]/Not Applicable]
	Legal Entity Identifier:	335800TXSHN87ZZ57925

[STABILISATION

In connection with this issue, [insert name of Stabilising Manager(s)] (the Stabilising Manager(s)) (or persons acting on behalf of any Stabilising Manager) may over-allot Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilising Manager(s) (or persons acting on behalf of a Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilisation action or over-allotment must be conducted by the relevant Stabilising Manager(s) (or persons acting on behalf of any Stabilising Manager) in accordance with all applicable laws and rules.]

INVESTMENT CONSIDERATIONS

There are significant risks associated with the Notes including, but not limited to, counterparty risk, country risk, price risk and liquidity risk. Investors should contact their own financial, legal, accounting and tax advisers about the risks associated with an investment in these Notes, the appropriate tools to analyse that investment, and the suitability of the investment in each investor's particular circumstances. No investor should purchase the Notes unless that investor understands and has sufficient financial resources to bear the price, market liquidity, structure and other risks associated with an investment in these Notes.

Before entering into any transaction, investors should ensure that they fully understand the potential risks and rewards of that transaction and independently determine that the transaction is appropriate given their objectives, experience, financial and operational resources and other relevant circumstances. Investors should consider consulting with such advisers as they deem necessary to assist them in making these determinations.

[LISTING APPLICATION

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the U.S.$2,000,000,000 Medium Term Note Programme of Tata Capital Limited.]

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By: _____

Duly authorised

TERMS AND CONDITIONS OF THE NOTES

*The following are the Terms and Conditions ("**Conditions**") which will be incorporated by reference into each Global Note (as defined below) and each definitive Note, in the latter case only if permitted by the relevant stock exchange or other relevant authority (if any) and agreed by the Issuer and the relevant Dealer at the time of issue but, if not so permitted and agreed, such definitive Note will have endorsed thereon or attached thereto such Conditions. The applicable Pricing Supplement in relation to any Tranche of Notes may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with the following Conditions, replace or modify the following Conditions for the purpose of such Notes. The applicable Pricing Supplement (or the relevant provisions thereof) will be endorsed upon, or attached to, each Global Note and definitive Note. Reference should be made to "Form of the Notes" for a description of the content of the Pricing Supplement which will specify which of such terms are to apply in relation to the relevant Notes. The issuance of, and the Conditions in relation to, the Notes are subject to applicable laws including the Foreign Exchange Management Act, 1999 ("**FEMA**") and rules, regulations, circulars, and guidelines issued by the Reserve Bank of India ("**RBI**") in force from time to time, including the ECB Guidelines (as defined below), and an approval which may be required in respect of such issuance of the Notes.*

For any redemption prior to the Maturity Date (as defined below), including, but not limited to, as a result of an Issuer Tax Call, Issuer Call, Investor Put, Investor Put upon Change of Control or an Event of Default (each as defined in the Conditions), the Issuer is required to obtain the prior approval of RBI, in accordance with the ECB Guidelines (as defined below), before effecting a redemption prior to the Maturity Date, and such approval may not be forthcoming. See "Investment Considerations — Considerations Relating to an Investment in Rupee Denominated Notes".

*The Notes will, when issued, be issued overseas in accordance with the guidelines issued by RBI from time to time in relation to external commercial borrowings, including without limitation, (i) Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, notified vide Notification No. FEMA 3R/2018-RB dated 17 December 2018, as amended or replaced from time to time; (ii) the Master Direction on External Commercial Borrowings, Trade Credits and Structured Obligations dated 26 March 2019 (RBI/FED/2018-19/67-FED Master Direction No.5/2018-19) issued by RBI and as modified, revised, amended, supplemented and updated, from time to time (updated as on 22 December 2023); (iii) the Master Direction – Reporting under Foreign Exchange Management Act, 1999 issued by RBI on 1 January 2016 (updated as on 16 September 2024) (RBI/FED/2015-16/13 FED Master Direction No.18/2015-16), and as modified, revised, amended, supplemented and updated, from time to time, and such other circulars, rules, regulations, notifications, press notes, directions and/or orders issued by RBI or any other regulatory/governmental authority or agency in India varying, amending or replacing the same from time to time (the "**ECB Guidelines**").*

This Note is one of a Series (as defined below) of Notes issued by Tata Capital Limited (the "**Issuer**") constituted by a trust deed (such trust deed as modified and/or supplemented and/or restated from time to time, the "**Trust Deed**") dated 2 May 2024 made between the Issuer, The Bank of New York Mellon, London Branch as trustee (the "**Trustee**", which expression shall include all persons for the time being trustee or trustees appointed under the Trust Deed) and IDBI Trusteeship Services Limited as security trustee (the "**Security Trustee**").

References herein to the "**Notes**" shall be references to the Notes of this Series and shall mean:

(a) in relation to any Notes represented by a global Note (a "**Global Note**"), units of each Specified Denomination in the Specified Currency;

(b) any Global Note;

(c) any definitive Notes in bearer form ("**Bearer Notes**") issued in exchange for a Global Note in bearer form; and

(d) any definitive Notes in registered form ("**Registered Notes**") (whether or not issued in exchange for a Global Note in registered form).

The Notes, the Receipts (as defined below) and the Coupons (as defined below) have the benefit of an agency agreement (such agency agreement as amended and/or supplemented and/or restated from time to time, the "**Agency Agreement**") dated 2 May 2024 and made between the Issuer, the Trustee, The Bank of New York Mellon, London Branch as issuing and principal paying agent (the "**Principal Paying Agent**", which expression shall include any successor principal paying agent appointed from time to time in connection with the Notes) and the other paying agents named therein (together with the Principal Paying Agent, the "**Paying Agents**", which expression shall include any additional or successor or additional paying agents appointed from time to time in connection with the Notes) and as initial calculation agent (the "**Calculation Agent**", which expression shall include any additional or successor calculation agent), The Bank of New York Mellon, Dublin Branch as registrar (the "**Registrar**", which expression shall include any successor registrar appointed from time to time in connection with the Notes) and as transfer agent and the other transfer agents named therein (together with the Registrar, the "**Transfer Agents**", which expression shall include any additional or successor transfer agents appointed from time to time in connection with the Notes). The Principal Paying Agent, the Registrar, the Paying Agents and the Transfer Agents together referred to as the "**Agents**".

Interest bearing definitive Bearer Notes have interest coupons ("**Coupons**") and, in the case of Bearer Notes which, when issued in definitive form, have more than 27 interest payments remaining, talons for further Coupons ("**Talons**") attached on issue. Any reference herein to Coupons or coupons shall, unless the context otherwise requires, be deemed to include a reference to Talons or talons. Definitive Bearer Notes which are repayable in instalments have receipts ("**Receipts**") for the payment of the instalments of principal (other than the final instalment) attached on issue. Registered Notes and Global Notes do not have Receipts, Coupons or Talons attached on issue.

The Trustee acts for the benefit of the Noteholders (which expression shall mean (in the case of Bearer Notes) the holders of the Notes and (in the case of Registered Notes) the persons in whose name the Notes are registered and shall, in relation to any Notes represented by a Global Note, be construed as provided below), the holders of the Receipts (the "**Receiptholders**") and the holders of the Coupons (the "**Couponholders**", which expression shall, unless the context otherwise requires, include the holders of the Talons), in accordance with the provisions of the Trust Deed.

As used herein, "**Tranche**" means Notes which are identical in all respects (including as to listing and admission to trading) and "**Series**" means a Tranche of Notes together with any further Tranche or Tranches of Notes which (i) are expressed to be consolidated and form a single series and (ii) have the same terms and conditions or terms and conditions which are the same in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue.

Copies of the Trust Deed, the Agency Agreement and (where applicable) the Security Document (together, the "**Transaction Documents**") are available (i) for inspection at all reasonable times during normal business hours (being between 9:00 a.m. and 3:00 p.m.) following prior written request and proof of holding and identity satisfactory to the Trustee or the Principal Paying Agent, as the case may be, at the principal place of business for the time being of the Trustee being as at the date of issue of the Notes at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom or, as the case may be, at the specified office of the Principal Paying Agent, and (ii) electronically from the Principal Paying Agent following prior written request and proof of holding and identity to the satisfaction of the Principal Paying Agent. The Noteholders, the Receiptholders and the Couponholders are deemed to have notice of, and are entitled to the benefit of, all the provisions of the Trust

Deed, the Security Document (where applicable) and the applicable Pricing Supplement and are deemed to have notice of those provisions which are applicable to them of the Agency Agreement. The statements in the Conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed.

Words and expressions defined in the Trust Deed, the Agency Agreement or used in the applicable Pricing Supplement shall have the same meanings where used in the Conditions unless the context otherwise requires or unless otherwise stated and provided that, in the event of inconsistency between the Trust Deed and the Agency Agreement, the Trust Deed will prevail and, in the event of inconsistency between the Trust Deed or the Agency Agreement and the applicable Pricing Supplement, the applicable Pricing Supplement will prevail.

1 Form, Denomination and Title

The Notes are in bearer form or in registered form as specified in the applicable Pricing Supplement and, in the case of definitive Notes, serially numbered, in the currency (the "**Specified Currency**") and the denominations (the "**Specified Denomination(s)**") specified in the applicable Pricing Supplement. Notes of one Specified Denomination may not be exchanged for Notes of another Specified Denomination and Bearer Notes may not be exchanged for Registered Notes and *vice versa*.

This Note may be a Fixed Rate Note, a Floating Rate Note, a Zero Coupon Note, an Index Linked Interest Note, a Dual Currency Interest Note, or a combination of any of the foregoing, depending upon the Interest Basis shown in the applicable Pricing Supplement.

This Note may also be an Index Linked Redemption Note, an Instalment Note, a Dual Currency Redemption Note, a Partly Paid Note or a combination of any of the foregoing, depending upon the Redemption/Payment Basis shown in the applicable Pricing Supplement.

Definitive Bearer Notes are issued with Coupons attached, unless they are Zero Coupon Notes in which case references to Coupons and Couponholders in the Conditions are not applicable.

Subject as set out below, title to the Bearer Notes, Receipts and Coupons will pass by delivery and title to the Registered Notes will pass upon registration of transfers in accordance with the provisions of the Agency Agreement. The Issuer, the Trustee and any Agent will (except as ordered by a court of competent jurisdiction or as otherwise required by law) deem and treat the bearer of any Bearer Note, Receipt or Coupon and the registered holder of any Registered Note as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of any Global Note, without prejudice to the provisions set out in the next succeeding paragraph.

For so long as any of the Notes is represented by a Global Note held on behalf of Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream**"), each person (other than Euroclear or Clearstream) who is for the time being shown in the records of Euroclear or of Clearstream as the holder of a particular nominal amount of such Notes (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Notes standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall be treated by the Issuer, the Trustee and the Agents as the holder of such nominal amount of such Notes for all purposes other than with respect to the payment of principal or interest on such nominal amount of such Notes, for which purpose the bearer of the relevant Bearer Global Note or the registered holder of the relevant Registered Global Note shall be treated by the Issuer, the Trustee and any Agent as the holder of such nominal amount of such Notes in accordance with and subject to the terms of the relevant Global Note and the expressions "**Noteholder**" and "**holder of Notes**" and related expressions shall be construed accordingly. In determining whether a particular person is entitled to a particular nominal amount of Notes, as aforesaid, the Trustee may rely on such evidence and/or information

and/or certification as it shall, in its absolute discretion, think fit and, if it does so rely, such evidence and/or information and/or certification shall, in the absence of manifest error, be conclusive and binding on all concerned.

Notes which are represented by a Global Note will be transferable only in accordance with the rules and procedures for the time being of, Euroclear and Clearstream, as the case may be. References to, Euroclear and/or Clearstream shall, whenever the context so permits, be deemed to include a reference to any additional or alternative clearing system specified in the applicable Pricing Supplement or as may otherwise be selected by the Issuer and approved by the Trustee and the Principal Paying Agent.

2 Transfers of Registered Notes

2.1 Transfers of interests in Registered Global Notes

Transfers of beneficial interests in Registered Global Notes will be effected by Euroclear or Clearstream, as the case may be, and, in turn, by other participants and, if appropriate, indirect participants in such clearing systems acting on behalf of transferors and transferees of such interests. A beneficial interest in a Registered Global Note will, subject to compliance with all applicable legal and regulatory restrictions, be transferable for Registered Notes in definitive form or for a beneficial interest in another Registered Global Note of the same series only in the authorised denominations set out in the applicable Pricing Supplement and only in accordance with the rules and operating procedures for the time being of Euroclear or Clearstream, as the case may be, and in accordance with the terms and conditions specified in the Trust Deed and the Agency Agreement.

2.2 Transfers of Registered Notes in definitive form

Subject as provided in paragraph 2.3, upon the terms and subject to the conditions set forth in the Agency Agreement, a Registered Note in definitive form may be transferred in whole or in part (in the authorised denominations set out in the applicable Pricing Supplement). In order to effect any such transfer (a) the holder or holders must (i) surrender the Registered Note for registration of the transfer of the Registered Note (or the relevant part of the Registered Note) at the specified office of any Transfer Agent, with the form of transfer thereon duly executed by the holder or holders thereof or his or their attorney or attorneys duly authorised in writing and (ii) complete and deposit such other certifications as may be required by the relevant Transfer Agent and (b) the relevant Transfer Agent must be satisfied with the documents of title and the identity of the person making the request. Any such transfer will be subject to such reasonable regulations as the Issuer may from time to time prescribe with prior approval of the Trustee and the Registrar or amended by the Registrar with prior approval of the Trustee (such initial regulations being set out in Schedule 3 to the Agency Agreement). Subject as provided above, the relevant Transfer Agent will, within seven business days (being for this purpose a day on which banks are open for business in the city where the specified office of the relevant Transfer Agent is located) of the request (or such longer period as may be required to comply with any applicable fiscal or other laws or regulations), authenticate and deliver, or procure the authentication and delivery of, at its specified office to the transferee or (at the risk of the transferee) send by uninsured mail, to such address as the transferee may request, a new Registered Note in definitive form of a like aggregate nominal amount to the Registered Note (or the relevant part of the Registered Note) transferred. In the case of the transfer of part only of a Registered Note in definitive form, a new Registered Note in definitive form in respect of the balance of the Registered Note (which shall be in a Specified Denomination) not transferred will be so authenticated and delivered or (at the risk of the transferor) sent to the transferor.

2.3 Registration of transfer upon partial redemption

In the event of a partial redemption of Notes under Condition 8, the Issuer shall not be required to register the transfer of any Registered Note, or part of a Registered Note, called for partial redemption.

2.4 Costs of registration

Noteholders will not be required to bear the costs and expenses of effecting any registration of transfer as provided above, except for any costs or expenses of delivery other than by regular uninsured mail and except that the Issuer may require the payment of a sum sufficient to cover any stamp duty, tax or other governmental charge that may be imposed in relation to the registration, provided that the Issuer shall not be responsible for any documentary stamp tax payable in the Republic of India ("**India**") on the transfer of Notes unless the Issuer is the counterparty directly liable for that documentary stamp tax.

2.5 Closed Periods

No Noteholder may require the transfer of a Registered Note in definitive form to be registered (i) during the period of 15 days ending on the due date for redemption of, or payment of any Instalment Amount in respect of, that Note, (ii) during the period of 15 days prior to any date on which the Notes may be called for redemption by the Issuer at its option pursuant to Condition 8.3, (iii) after any such Note has been called for redemption or (iv) during the period of seven days ending on (and including) any Record Date.

3 Status of the Senior Notes and Senior Secured Notes

The applicable Pricing Supplement will indicate whether the Notes are Senior Notes or Senior Secured Notes.

3.1 Status of Senior Notes

This Condition 3.1 applies only to Notes specified in the applicable Pricing Supplement as "Senior Notes".

The Notes the status of which are specified in the applicable Pricing Supplement as Senior Notes (the "**Senior Notes**") and any relative Receipts and Coupons are direct, unconditional, unsubordinated and (subject to the provisions of Condition 4.1) unsecured obligations of the Issuer and rank *pari passu* among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer, from time to time outstanding but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditors' rights and priority of claims.

3.2 Status of Senior Secured Notes

This Condition 3.2 applies only to Notes specified in the applicable Pricing Supplement as "Senior Secured Notes".

The Notes the status of which are specified in the applicable Pricing Supplement as Senior Secured Notes or which are otherwise secured (the "**Senior Secured Notes**") are secured obligations of the Issuer, at all times ranking *pari passu* and without any preference among themselves, secured in the manner described in the applicable Pricing Supplement.

4 Covenants

4.1 Negative Pledge

For so long as any of the Notes remain outstanding (as defined in the Trust Deed):

(a) the Issuer will not create or permit to subsist any Security upon the whole or any part of its undertaking, assets or revenue, present or future, to secure any International Investment Securities (as defined below), or to secure any guarantee or indemnity in respect of any International Investment Securities; and

(b) the Issuer will procure that no other person gives any guarantee of, or indemnity in respect of, any of the Issuer's International Investment Securities,

unless, at the same time or prior thereto, the Issuer's obligations under the Notes and the Trust Deed (i) are secured by the Security equally and rateably with the International Investment Securities to the satisfaction of the Trustee, or (ii) have the benefit of such other security, guarantee, indemnity or other arrangement as the Trustee in its absolute discretion shall deem to be not materially less beneficial to the Noteholders or as shall be approved by an Extraordinary Resolution.

For the purposes of these Conditions, "**International Investment Securities**" means notes, bonds, debentures, certificates of deposit or investment securities of any person and having an original maturity of more than one year from its date of issue, which by their terms either are payable, or confer a right to receive payment, in any currency other than the Indian rupee or are denominated in the Indian rupee and more than one-half of the aggregate principal amount of which is initially distributed outside India by or with the authorisation of the Issuer. For the avoidance of doubt, International Investment Securities shall not include the instruments or securities or bonds or debentures which are required to be unsecured pursuant to and in accordance with the applicable laws including the regulatory guidelines.

4.2 Maintenance Based Covenants

For so long as any of the Notes remain outstanding, the Issuer shall ensure that:

(a) its capital adequacy ratio is at all times maintained at a level that is at least equal to the minimum ratio requirement as stipulated by RBI as in effect from time to time, which as of 31 March 2025, is 15 per cent.;

(b) its net non-performing asset ratio is at all times maintained at a level that is at most 5.0 per cent.;

(c) upon the issuance of the first Series of Senior Secured Notes (and thereafter only for so long as any Series of Senior Secured Notes remain outstanding), (i) its Security Coverage Ratio is at all times maintained at a level equal or greater to 1.0:1.0; and (ii) the Security will at all times consist of Standard Assets; and

(d) it will not sell, transfer or otherwise dispose of any Hypothecated Assets, unless such sale, transfer or other disposition is undertaken (i) in the ordinary course of its business in connection with a securitisation transaction and (ii) in accordance with the Issuer's internal policy approved by its Board of Directors pursuant to which it conducts securitisation transactions.

Without prejudice to the above, the aforesaid paragraphs (a), (b), (c) and (d) of this Condition 4.2 shall be tested on each Measurement Date and the Issuer shall provide the Trustee with a written confirmation (which confirmation the Trustee may rely on without further inquiry) within 60 Business Days of each such Measurement Date confirming compliance (or not) with such provisions; *provided* that the aforesaid paragraphs (c) and (d) of this Condition 4.2 shall only be tested on each Measurement Date falling after the issuance of the first Series of Senior Secured Notes (and thereafter only for so long as any Series of Senior Secured Notes remain outstanding).

4.3 Consolidation, Merger and Sale of Assets

For so long as any of the Notes remains outstanding, the Issuer shall not consolidate with, or merge with or into, another Person, permit any Person to merge with or into it, or sell, convey, transfer, lease or otherwise dispose of all or substantially all of its properties and assets (computed on a consolidated basis) in one transaction or a series of related transactions to any Person (the consummation of any such transaction or series of related transactions, a "**Merger**"), unless:

(a) either the Issuer shall be the continuing Person, or the Person (if other than the Issuer) formed by such Merger or that acquired or leased such property and assets (the "**Surviving Person**") shall be a corporation organised and validly existing under the laws of India and shall expressly assume, by way of supplemental deed to the Trust Deed, all the obligations of the Issuer under the Notes, and the Notes shall remain in full force and effect, provided that, to the extent applicable, such transfer of obligations under the Notes to the Surviving Person may require the prior approval of the designated authorised dealer category I bank appointed in accordance with the ECB Guidelines ("**AD Bank**") or RBI, as may be required in accordance with the ECB Guidelines and FEMA;

(b) immediately after giving effect to such Merger on a *pro forma* basis (and treating any Indebtedness which becomes an obligation of the Surviving Person or any of its Subsidiaries as having been incurred at the time of such transaction) no Event of Default (as defined in Condition 11) shall have occurred and be continuing or would result therefrom;

(c) the Issuer shall be solvent and able to pay its debts as they fall due immediately prior to the consummation of such Merger;

(d) the Surviving Person (if applicable) shall expressly agree to indemnify each holder of a Note against any Taxes (as defined below) payable by withholding or deduction thereafter imposed on any holder solely as a consequence of such Merger with respect to the payment of principal, premium (if any) and interest on the Notes;

(e) immediately after giving effect to such Merger, the Issuer or the Surviving Person, as the case may be, will be in compliance with the covenants set out in Condition 4.2; and

(f) the Issuer furnishes to the Trustee (i) an Officers' Certificate setting out the arithmetic computations establishing compliance with the conditions precedent provided in Condition 4.3(b), (c) and (e), the covenants set out in Condition 4.2, showing in reasonable detail the calculation of the ratios set out in Condition 4.2 (including the arithmetic computations of each component of such ratios based on the latest available half-yearly financial statements of the Issuer which have been published on the stock exchange websites post approval of the Board) and (ii) a written opinion from independent legal counsel, addressed to the Trustee, in form and substance acceptable to the Trustee, and that meets the requirements of the Trust Deed, stating that such Merger and such supplemental trust deed complies with this provision and that all conditions precedent provided in Condition 4.3(a) and relating to such transaction have been complied with and that the Trustee is entitled to accept such Officers' Certificate and opinion as sufficient evidence thereof, in which event it shall be conclusive and binding on the Noteholders.

4.4 Permitted Pari Passu Secured Indebtedness

This Condition 4.4 applies only to Notes specified in the applicable Pricing Supplement as "Secured Notes".

(g) On or after the Issue Date, the Issuer may create liens on any Secured Property, *pari passu* with any Security, in order to secure Indebtedness of the Issuer (including further issuances of Notes pursuant to Condition 18) (such Indebtedness of the Issuer, "**Permitted Pari Passu Secured Indebtedness**"); provided that:

(i) pro forma for:

(A) the incurrence of such Permitted Pari Passu Secured Indebtedness,

(B) the application of the proceeds therefrom, and

(C) the creation and registration of a first priority *pari passu* lien on the Secured Property to secure any such Permitted Pari Passu Secured Indebtedness,

no Event of Default will have occurred and be continuing under the Notes; and

(ii) the Issuer delivers, or causes to be delivered, to the Trustee and the Security Agent both:

(A) an Officers' Certificate with respect to compliance with the conditions in clause (a)(i) above and other corporate and collateral matters in connection with the Security Documents; and

(B) a certificate signed by the auditor of the Issuer or an independent chartered accountant of good standing in India confirming that, *pro forma* for the incurrence of such Permitted Pari Passu Secured Indebtedness, the Security Coverage Ratio is, as of the date of such certificate, equal or greater to 1.0:1.0.

(h) The Security Agent will be permitted and authorised, without the consent of any holder of Notes, to enter into any amendment to the Security Documents in accordance with Condition 16 below and to take any other action necessary to permit the creation and registration of first priority *pari passu* liens on the Secured Property to secure Permitted Pari Passu Secured Indebtedness in accordance with this Condition, however the Trustee and the Security Agent have no responsibility with regards to determining what constitutes Permitted Pari Passu Secured Indebtedness and are entitled to accept and rely on such certificate referred to in this Condition 4.4 (without further investigation or enquiry) and if it does so, such certificate shall be conclusive and binding on the Noteholders. The Trustee shall not be required to publish any certificate given to it in accordance with this Condition 4.4.

5 Security

5.1 Grant of Security

Upon the issuance of a Series of Senior Secured Notes, the Issuer shall, pursuant to Clause 2(A) of the Trust Deed, deliver or cause to be delivered to the Trustee a copy of the applicable Pricing Supplement notifying the Trustee of an issuance of a Series of Senior Secured Notes and that Security shall be granted to the Security Trustee for benefit of the Trustee and the holders of such Series of Senior Secured Notes to secure the obligations of the Issuer under such Series of Senior Secured Notes and the Trust Deed. The Issuer shall take all requisite steps under applicable laws and undertake other customary procedures in connection with the granting, creation and perfection (if relevant) of the charge on the Security over the Secured Property.

Subject to Condition 5.3 below, the Security Trustee and any holders of Senior Secured Notes will share equal priority and *pro rata* entitlement in and to the Security and the Security Trustee and any holders of Senior Secured Notes shall enforce their rights with respect to the Security only as described in

Condition 5.3. The obligations of the Issuer under, or in connection with, Senior Secured Notes and the Transaction Documents shall be secured by way of a first ranking *pari passu* charge (with existing creditors, as the case may be) over the Hypothecated Assets in favour of the Security Trustee (for itself, the Trustee and the Noteholders (together, the "**Secured Parties**")), pursuant to an unattested deed of hypothecation and a power of attorney (together, as may be amended or supplemented from time to time, as proposed to be executed, the "**Security Document**").

In order to (and if required) maintain the Security Coverage Ratio, upon the issuance of the first Series of Senior Secured Notes (and thereafter only for so long as any Series of Senior Secured Notes remains outstanding), the Issuer shall (i) provide a list of (additional) Hypothecated Assets to the Security Trustee no later than the thirtieth (30^{th}) Business Day following the end of each of the Issuer's financial quarters (beginning with the first financial quarter ending after the issuance of the first Series of Senior Secured Notes); (ii) execute a supplemental unattested deed of hypothecation in favour of the Security Trustee within forty-five (45) Business Days following the end of each of the Issuer's financial quarters (beginning with the first financial quarter ending after the issuance of the first Series of Senior Secured Notes) to perfect the Security over the (additional) Hypothecated Assets set out in such list by way of a first ranking *pari passu* charge in favour of the Security Trustee (for itself and the Secured Parties); and (iii) make all necessary filings with the relevant Indian Registrar of Companies to perfect such Security over the Hypothecated Assets within thirty (30) days of the execution of such supplemental unattested deed of hypothecation. The Hypothecated Assets specified above, together with any other property or assets held by and/or charged in favour of and/or assigned to the Security Trustee (for itself and the other Secured Parties (subject as provided in these Conditions and the Transaction Documents)) pursuant to the Security Document and/or any deed or document supplemental thereto, is referred to in these Conditions as the "**Secured Property**", and the security interest created thereby is referred to as the "**Security**".

The Issuer shall promptly do whatever may be required to perfect and protect the Security created under the Security Document and the priority of the Security and to facilitate the realisation of the Secured Property or the exercise of any rights vested in the Security Trustee or any delegate under the Secured Document and/or the Trust Deed, including executing any transfer, charge, mortgage, assignment or assurance of the Secured Property (whether to the Security Trustee or its nominee(s) or otherwise), making any registration and giving any notice, order or direction.

5.2 Enforcement of Security

With respect to Senior Secured Notes, all proceeds of enforcement of the Security and all other amounts received by the Trustee in respect of Senior Secured Notes shall be applied by the Trustee as set out in clause 7.3 of the Trust Deed.

Subject to the provisions of the Security Document and the Trust Deed, the Security shall become enforceable upon notice being given by the Trustee to the Issuer and the Security Trustee that either (i) the Senior Secured Notes or (ii) any other outstanding Series of Senior Secured Notes (the aggregate principal amount of which is at least U.S.$100,000,000 (or its equivalent in any other currency)), have become due and payable pursuant to Condition 11. If the Security becomes enforceable in respect of any Series of Senior Secured Notes, the Trustee may at its discretion and without further notice or formality, and shall if so requested in writing by Noteholders holding at least 25 per cent. in aggregate nominal amount of the particular Series of Senior Secured Notes then outstanding, or if so directed by an Extraordinary Resolution of the Noteholders of the particular Series of Senior Secured Notes (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction), direct the Security Trustee to enforce all or any of the Security subject as provided above. The Security Trustee may at its discretion appoint a receiver and/or take possession of and/or realise all or any part of the Secured

Property and/or take action or proceedings against any person liable in respect of all or any part of the Secured Property and/or any rights in relation to the Security Document and take any step, action or proceedings provided for in or pursuant and/or subject to the Security Document, but without any liability to any person as to the consequences of such step, action or proceeding and without having regard to the effect of such action or proceedings on the Issuer or individual Noteholders, and provided that the Trustee shall not be required to take any action, step or proceedings that would involve any personal liability or exposure without first being indemnified and/or secured and/or prefunded to its satisfaction.

5.3 Release of Security

The Security over the Secured Property granted under the Security Document may, at the request and cost of the Issuer, be released by the Security Trustee upon repayment in full of all Senior Secured Notes and payment in full of all associated fees and expenses.

In this Condition:

"**Attributable Indebtedness**" means, in respect of a Sale and Leaseback Transaction, at the time of determination, the present value, discounted at the interest rate borne by the Notes of the total obligations of the lessee for rental payments during the remaining term of the lease in such Sale and Leaseback Transaction, including any period for which such lease has been extended or may, at the option of the lessor, be extended;

"**Board of Directors**" means the representative governing board elected or appointed by the stockholders of the Issuer to manage the business of the Issuer or any committee of such board duly authorised to take the action purported to be taken by such committee;

"**Capitalised Lease**" means, with respect to any Person, any lease of any property (whether real, personal or mixed) which, in conformity with Ind-AS, is required to be capitalised on the balance sheet of such Person;

"**Capitalised Lease Obligations**" means the capitalised amount of any rental obligations under a Capitalised Lease in accordance with Ind-AS, and the Stated Maturity thereof will be the date of the last payment of rent or any other amount due under such lease prior to the first date upon which such lease may be terminated by the lessee without payment of penalty;

"**Capital Stock**" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents (however designated, whether voting or nonvoting) in equity of such Person, whether outstanding on the Issue Date or issued thereafter, including, without limitation, all Common Stock and Preferred Stock;

"**Common Stock**" means, with respect to any Person, any and all shares, interests, rights to purchase, warrants, options or other participations in, and other equivalents (however designated and whether voting or non-voting) of such Person's common stock or ordinary shares, whether or not outstanding at the date of the Trust Deed, and include, without limitation, all series and classes of such common stock or ordinary shares;

"**Currency Agreement**" means any foreign exchange forward contract, currency swap agreement or other similar agreement or arrangement designed to protect against fluctuations in foreign exchange rates;

"**Disqualified Stock**" means any class or series of Capital Stock of any Person that by its terms (or by the terms of any security into which it is convertible or for which it is exchangeable) or otherwise is (a) required to be redeemed prior to the Stated Maturity of the Notes, (b) redeemable at the option of the

holder of such class or series of Capital Stock at any time prior to the Stated Maturity of the Notes or (c) convertible into or exchangeable for Capital Stock referred to in clause (a) or (b) above or Indebtedness having a scheduled maturity prior to the Stated Maturity of the Notes;

"**euro**" means the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended;

"**Fair Market Value**" means the price that would be paid in an arm's-length transaction between an informed and willing seller under no compulsion to sell and an informed and willing buyer under no compulsion to buy, as determined in good faith by the Board of Directors, whose determination shall be conclusive if evidenced by a board resolution;

"**Hedging Obligation**" of any Person means the obligations of such Person pursuant to any Currency Agreement or Interest Rate Agreement;

"**Hypothecated Assets**" means such assets of the Issuer that have been provided as security for Senior Secured Notes, as specifically detailed in the Security Document. This would exclude assets which are required to be unencumbered due to regulatory requirements or securitised or assigned;

"**Indebtedness**" means, with respect to any Person at any date of determination (without duplication):

(a) all indebtedness of such Person for borrowed money;

(b) all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;

(c) all obligations of such Person in respect of letters of credit, bankers' acceptances or other similar instruments (including any premium to the extent such premium has become due and payable);

(d) all obligations of such Person to pay the deferred and unpaid purchase price of property or services, except Trade Payables;

(e) all Capitalised Lease Obligations and Attributable Indebtedness;

(f) all Indebtedness of other Persons secured by a Security on any asset of such Person, whether or not such Indebtedness is assumed by such Person; provided that the amount of such Indebtedness shall be the lesser of (i) the Fair Market Value of such asset at such date of determination and (ii) the amount of such Indebtedness;

(g) all Indebtedness of other Persons guaranteed by such Person to the extent such Indebtedness is guaranteed by such Person;

(h) to the extent not otherwise included in this definition, Hedging Obligations; and

(i) all Disqualified Stock issued by such Person valued at the greater of its voluntary or involuntary liquidation preference and its maximum fixed repurchase price plus accrued dividends;

"**Ind-AS**" means Indian accounting standards as in effect from time to time;

"**Interest Rate Agreement**" means any interest rate protection agreement, interest rate future agreement, interest rate option agreement, interest rate swap agreement, interest rate cap agreement, interest rate collar agreement, interest rate hedge agreement, option or future contract or other similar agreement or arrangement designed to protect against fluctuations in interest rates;

"**Measurement Date**" means each of 31 March and 30 September at all times when any of the Notes remain outstanding;

"**Officer**" means a director or compliance officer or the company secretary of the Issuer;

"**Officers' Certificate**" means a certificate signed by two Officers;

"**Person**" means any individual, corporation, partnership, limited liability company, joint venture, trust, unincorporated organisation or government or any agency or political subdivision thereof;

"**Preferred Stock**" as applied to the Capital Stock of any Person means Capital Stock of any class or classes that by its term is preferred as to the payment of dividends, or as to the distribution of assets upon any voluntary or involuntary liquidation or dissolution of such Person, over any other class of Capital Stock of such Person;

"**Sale and Leaseback Transaction**" means any direct or indirect arrangement relating to property (whether real, personal or mixed), now owned or hereafter acquired whereby the Issuer or any Subsidiary transfers such property to another Person and the Issuer or any Subsidiary leases it from such Person;

"**SBR Directions**" means the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, dated 28 November 2025 as amended, updated, modified, replaced or substituted from time to time including any rules, regulations, notifications, circulars, press notes or orders issued by the RBI or other Indian governmental agency in this regard;

"**Security**" has the meaning ascribed thereto in Condition 5.1;

"**Secured Parties**" has the meaning ascribed thereto in Condition 5.1;

"**Security Coverage Ratio**" means the ratio of (i) the value of the Secured Property to (ii) the outstanding principal amount of the Issuer's Indebtedness which is secured by the Secured Property from time to time;

"**Security Trustee**" means IDBI Trusteeship Services Limited and shall include any successor security trustee appointed from time to time in connection with the Notes;

"**Stated Maturity**" means: (a) with respect to any Indebtedness, the date specified in such debt security as the fixed date on which the final instalment of principal of such Indebtedness is due and payable as set forth in the documentation governing such Indebtedness and (b) with respect to any scheduled instalment of principal of or interest on any Indebtedness, the date specified as the fixed date on which such instalment is due and payable as set forth in the documentation governing such Indebtedness;

"**Standard Assets**" means assets classified as standard assets under the Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025;

"**Subsidiary**" means in relation to any company other than the Issuer which the Issuer (i) controls the composition of the board of directors, or (ii) exercises or controls more than one-half of the total voting power either on its own or together with one or more of its subsidiary companies;

"**Trade Payables**" means, with respect to any Person, any accounts payable or any other indebtedness or monetary obligation to trade creditors created, assumed or guaranteed by such Person or any of its Subsidiaries arising in the ordinary course of business in connection with the acquisition of goods or services and payable within 90 days; and

"**Voting Rights**" means the right generally to vote at a general meeting of shareholders of the Issuer (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency).

6 Interest

All interest payable on the Notes shall be subject to applicable laws including but not limited to the ECB Guidelines and in accordance with any specific approval received by the Issuer from RBI or AD Bank approval pursuant to the ECB Guidelines or any other regulatory authority.

6.1 Interest on Fixed Rate Notes

This Condition 6.1 applies to Fixed Rate Notes only. The applicable Pricing Supplement contains provisions applicable to the determination of fixed rate interest and must be read in conjunction with this Condition 6.1 for full information on the manner in which interest is calculated on Fixed Rate Notes. In particular, the applicable Pricing Supplement will specify the Interest Commencement Date, the Rate(s) of Interest, the Interest Payment Date(s), the Maturity Date, the Fixed Coupon Amount, any applicable Broken Amount, the Calculation Amount, the Day Count Fraction and any applicable Determination Date.

Each Fixed Rate Note bears interest from (and including) the Interest Commencement Date at the rate(s) per annum equal to the Rate(s) of Interest. Interest will be payable in arrear on the Interest Payment Date(s) in each year up to (and including) the Maturity Date.

If the Notes are in definitive form, except as provided in the applicable Pricing Supplement, the amount of interest payable on each Interest Payment Date in respect of the Fixed Interest Period ending on (but excluding) such date will amount to the Fixed Coupon Amount. Payments of interest on any Interest Payment Date will, if so specified in the applicable Pricing Supplement, amount to the Broken Amount so specified.

As used in these Conditions, "**Fixed Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

Except in the case of Notes in definitive form where an applicable Fixed Coupon Amount or Broken Amount is specified in the applicable Pricing Supplement, interest shall be calculated in respect of any period by applying the Rate of Interest to:

(a) in the case of Fixed Rate Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Fixed Rate Notes represented by such Global Note (or, if they are Partly Paid Notes, the aggregate amount paid up); or

(b) in the case of Fixed Rate Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Fixed Rate Note in definitive form is a multiple of the Calculation Amount, the amount of interest payable in respect of such Fixed Rate Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination, without any further rounding.

Each Fixed Rate Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines) or in accordance with the specific approval received by the Issuer from RBI pursuant to the ECB Guidelines or any other regulatory authority.

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest, in accordance with this Condition 6.1:

(a) if "**Actual/Actual (ICMA)**" is specified in the applicable Pricing Supplement:

(i) in the case of Notes where the number of days in the relevant period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (the "**Accrual Period**") is equal to or shorter than the Determination Period during which the Accrual Period ends, the number of days in such Accrual Period divided by the product of (1) the number of days in such Determination Period and (2) the number of Determination Dates (as specified in the applicable Pricing Supplement) that would occur in one calendar year; or

(ii) in the case of Notes where the Accrual Period is longer than the Determination Period during which the Accrual Period ends, the sum of:

(A) the number of days in such Accrual Period falling in the Determination Period in which the Accrual Period begins divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year; and

(B) the number of days in such Accrual Period falling in the next Determination Period divided by the product of (x) the number of days in such Determination Period and (y) the number of Determination Dates that would occur in one calendar year;

(iii) if "**30/360**" is specified in the applicable Pricing Supplement, the number of days in the period from (and including) the most recent Interest Payment Date (or, if none, the Interest Commencement Date) to (but excluding) the relevant payment date (such number of days being calculated on the basis of a year of 360 days with 12 30-day months) divided by 360; and

(iv) If "**Actual/365 (Fixed)**" is specified in the applicable Pricing Supplement, the actual number of days in the Accrual Period divided by 365.

In these Conditions:

"**Determination Period**" means each period from (and including) a Determination Date to (but excluding) the next Determination Date (including, where either the Interest Commencement Date or the final Interest Payment Date is not a Determination Date, the period commencing on the first Determination Date prior to, and ending on the first Determination Date falling after, such date); and

"**sub-unit**" means, with respect to any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, with respect to euro, one cent.

6.2 Interest on Floating Rate Notes and Index Linked Interest Notes

(a) Interest Payment Dates

This Condition 6.2 applies to Floating Rate Notes and Index Linked Interest Notes only. The applicable Pricing Supplement contains provisions applicable to the determination of floating rate interest and must be read in conjunction with this Condition 6.2 for full information on the manner in which interest is calculated on Floating Rate Notes or Index Linked Interest Notes. In particular, the applicable Pricing Supplement will identify any Specified Interest Payment Dates, any Specified Period, the Interest Commencement Date, the Business Day Convention, any Additional Business Centres, whether ISDA Determination or Screen Rate Determination applies

to the calculation of interest, the party who will calculate the amount of interest due if it is not the Agent, the Margin, any maximum or minimum interest rates and the Day Count Fraction. Where ISDA Determination applies to the calculation of interest, the applicable Pricing Supplement will also specify the applicable Floating Rate Option, Designated Maturity and Reset Date. Where Screen Rate Determination applies to the calculation of interest, the applicable Pricing Supplement will also specify the applicable Reference Rate, Interest Determination Date(s) and Relevant Screen Page.

Each Floating Rate Note and Index Linked Interest Note bears interest (or, if they are Partly Paid Notes, the aggregate amount paid up) from (and including) the Interest Commencement Date and such interest will be payable in arrear on either:

(i) the Specified Interest Payment Date(s) in each year specified in the applicable Pricing Supplement; or

(ii) if no Specified Interest Payment Date(s) is/are specified in the applicable Pricing Supplement, each date (each such date, together with each Specified Interest Payment Date, an "**Interest Payment Date**") which falls the number of months or other period specified as the Specified Period in the applicable Pricing Supplement after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Interest Commencement Date.

Such interest will be payable in respect of each Interest Period. In these Conditions, "**Interest Period**" means the period from (and including) an Interest Payment Date (or the Interest Commencement Date) to (but excluding) the next (or first) Interest Payment Date.

If a Business Day Convention is specified in the applicable Pricing Supplement and (x) if there is no numerically corresponding day in the calendar month in which an Interest Payment Date should occur or (y) if any Interest Payment Date would otherwise fall on a day which is not a Business Day, then, if the Business Day Convention specified is:

(A) in any case where Specified Periods are specified in accordance with Condition 6.2(a)(ii) above, the Floating Rate Convention, such Interest Payment Date (a) in the case of (x) above, shall be the last day that is a Business Day in the relevant month and the provisions of (ii) below shall apply *mutatis mutandis* or (b) in the case of (y) above, shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event (i) such Interest Payment Date shall be brought forward to the immediately preceding Business Day and (ii) each subsequent Interest Payment Date shall be the last Business Day in the month which falls the Specified Period after the preceding applicable Interest Payment Date occurred; or

(B) the Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day; or

(C) the Modified Following Business Day Convention, such Interest Payment Date shall be postponed to the next day which is a Business Day unless it would thereby fall into the next calendar month, in which event such Interest Payment Date shall be brought forward to the immediately preceding Business Day; or

(D) the Preceding Business Day Convention, such Interest Payment Date shall be brought forward to the immediately preceding Business Day.

In these Conditions, "**Business Day**" means:

(a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in London, New York, Singapore, Mumbai and each Additional Business Centre (other than T2) specified in the applicable Pricing Supplement;

(b) if T2 is specified as an Additional Business Centre in the applicable Pricing Supplement, a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer System ("**T2**") is open; and

(c) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which if the Specified Currency is Australian dollars or New Zealand dollars shall be Sydney and Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which T2 or any successor system is open.

(b) Rate of Interest

The Rate of Interest payable from time to time in respect of Floating Rate Notes and Index Linked Interest Notes will be determined in the manner specified in the applicable Pricing Supplement. The Rate of Interest shall be in accordance with Indian regulatory requirements (including the ECB Guidelines, if applicable) or any specific approval received by the Issuer from RBI or AD Bank approval pursuant to the ECB Guidelines or any other regulatory authority.

(i) **ISDA Determination for Floating Rate Notes**

Where ISDA Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined, the Rate of Interest for each Interest Period will be the relevant ISDA Rate plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any). For the purposes of this Condition 6.2(b)(i), "**ISDA Rate**" for an Interest Period means a rate equal to the Floating Rate that would be determined by the Principal Paying Agent under an interest rate swap transaction if the Principal Paying Agent were acting as Calculation Agent for that swap transaction under the terms of an agreement incorporating the 2021 ISDA Definitions, as published by the International Swaps and Derivatives Association, Inc. and as amended and updated as at the Issue Date of the first Tranche of the Notes (the "**ISDA Definitions**") and under which:

(A) the Floating Rate Option is as specified in the applicable Pricing Supplement;

(B) the Designated Maturity is a period specified in the applicable Pricing Supplement; and

(C) the relevant Reset Date is the day specified in the applicable Pricing Supplement.

For the purposes of this paragraph (i), "**Floating Rate**", "**Calculation Agent**", "**Floating Rate Option**", "**Designated Maturity**" and "**Reset Date**" have the meanings given to those terms in the ISDA Definitions.

Unless otherwise stated in the applicable Pricing Supplement the Minimum Rate of Interest shall be deemed to be zero.

(ii) **Screen Rate Determination for Floating Rate Notes where the Reference Rate is not specified as being SOFR Benchmark, SONIA Benchmark or SORA Benchmark**

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is EURIBOR, the Rate of Interest for each Interest Period will, subject as provided below, be either:

(A) the offered quotation; or

(B) the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate (as specified in the applicable Pricing Supplement) which appears or appear, as the case may be, on the Relevant Screen Page (or such replacement page on that service which displays the information) as at 11.00 a.m. (Brussels time, in the case of EURIBOR) on the Interest Determination Date in question plus or minus (as indicated in the applicable Pricing Supplement) the Margin (if any), all as determined by the Calculation Agent. If five or more of such offered quotations are available on the Relevant Screen Page, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean (rounded as provided above) of such offered quotations.

The Agency Agreement contains provisions for determining the Rate of Interest in the event that the relevant Reference Rate or the Relevant Screen Page is not available or if, in the case of (A) above, no such offered quotation appears or, in the case of (B) above, fewer than three such offered quotations appear, in each case as at the time specified in the preceding paragraph.

(iii) **Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SOFR Benchmark**

Where Screen Rate Determination is specified hereon as the manner in which the Rate of Interest is to be determined where the Reference Rate is SOFR Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be equal to the relevant SOFR Benchmark plus or minus the Margin (if any) in accordance with Condition 6.2(c), all as determined by the Calculation Agent on the relevant Interest Determination Date.

The "**SOFR Benchmark**" will be determined based on Compounded Daily SOFR, SOFR Index or Term SOFR, as follows (subject to Condition 6.6):

(A) If Compounded Daily SOFR ("**Compounded Daily SOFR**") is specified hereon as the manner in which the SOFR Benchmark will be determined, the SOFR Benchmark for each Interest Accrual Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant Interest Accrual Period.

Compounded Daily SOFR shall be calculated by the Calculation Agent in accordance with the SOFR Lookback formula below:

$$\left(\prod_{i=1}^{d_o}\left(1+\frac{SOFR_{i-x\ USBD}\ x\ n_i}{360}\right)-1\right)x\frac{360}{d}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

"***d***" means the number of calendar days in the relevant Interest Accrual Period;

"***d_o***" means the number of U.S. Government Securities Business Days in the relevant Interest Accrual Period;

"***i***" means a series of whole numbers ascending from one to d_o, representing each relevant U.S. Government Securities Business Day from (and including) the first U.S. Government Securities Business Day in the relevant Interest Accrual Period (each a "**U.S. Government Securities Business Day(i)**");

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SOFR Benchmark is specified hereon as the Reference Rate to determine Compounded Daily SOFR, the fifth U.S. Government Securities Business Day prior to the last day of each Interest Period;

"**Lookback Days**" means five U.S. Government Securities Business Days (or such other larger number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement);

"***ni***", for any U.S. Government Securities Business Day(i), means the number of calendar days from (and including) such U.S. Government Securities Business Day(i) up to (but excluding) the following U.S. Government Securities Business Day(i); and

"***$SOFR_{i-xUSBD}$***", for any U.S. Government Securities Business Day(i) in the relevant Interest Accrual Period, is equal to the SOFR reference rate for the U.S. Government Securities Business Day falling the number of Lookback Days prior to that U.S. Government Securities Business Day(i).

The following defined terms shall have the meanings set out below for purpose of this Condition 6.2(b)(iii):

"**Bloomberg Screen SOFRRATE Page**" means the Bloomberg screen designated "SOFRRATE" or any successor page or service;

"**Reuters Page USDSOFR=**" means the Reuters page designated "USDSOFR=" or any successor page or service;

"**SOFR**" means, in respect of a U.S. Government Securities Business Day, the reference rate determined by the Calculation Agent in accordance with the following provision:

(1) the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Bloomberg

Screen SOFRRATE Page; the Secured Overnight Financing Rate published at the SOFR Determination Time as such reference rate is reported on the Reuters Page USDSOFR=; or the Secured Overnight Financing Rate published at the SOFR Determination Time on the SOFR Administrator's Website;

(2) if the reference rate specified in (a) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the SOFR reference rate shall be the reference rate published on the SOFR Administrator's Website for the first preceding U.S. Government Securities Business Day for which SOFR was published on the SOFR Administrator's Website; or

(3) if the reference rate specified in (a) above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 6.6 shall apply as specified hereon;

"**SOFR Determination Time**" means approximately 3:00 p.m. (New York City time) on the immediately following U.S. Government Securities Business Day; and

"**U.S. Government Securities Business Day**" means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

(B) If SOFR Index ("**SOFR Index**") is specified as applicable hereon, the SOFR Benchmark for each Interest Accrual Period shall be equal to the compounded average of daily SOFR reference rates for each day during the relevant SOFR Observation Period as calculated by the Calculation Agent as follows:

$$\left(\frac{SOFR\ Index_{End}}{SOFR\ Index_{Start}} - 1\right) x \frac{360}{d_c}$$

with the resulting percentage being rounded, if necessary, to the nearest one hundred-thousandth of a percentage point, with 0.000005 per cent. being rounded upwards (e.g., 9.876541 per cent. (or 0.09876541) being rounded down to 9.87654 per cent. (or 0.0987654) and 9.876545 per cent. (or 0.09876545) being rounded up to 9.87655 per cent. (or 0.0987655)) and where:

"**SOFR Index**" means, in respect of a U.S. Government Securities Business Day, the SOFR Index value as published on the SOFR Administrator's Website at the SOFR Index Determination Time on such U.S. Government Securities Business Day, provided that:

(1) if the value specified above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have not occurred, the "SOFR Index" shall be calculated on any Interest Determination Date with respect to an Interest Accrual Period, in accordance with the Compounded Daily SOFR formula described above in Condition 6.2(b)(iii)(A); or

(2) if the value specified above does not appear and a SOFR Benchmark Transition Event and its related SOFR Benchmark Replacement Date have occurred, the provisions set forth in Condition 6.6 shall apply as specified hereon;

"***SOFR Index$_{End}$***" means, in respect of an Interest Accrual Period, the SOFR Index value on the date that is the number of SOFR Observation Shift Days prior to the Interest Period Date for such Interest Accrual Period (or in the final Interest Accrual Period, the Maturity Date);

"***SOFR Index$_{Start}$***" means, in respect of an Interest Accrual Period, the SOFR Index value on the date that is the number of SOFR Observation Shift Days prior to the first day of such Interest Accrual Period;

"**SOFR Index Determination Time**" means, in respect of a U.S. Government Securities Business Day, approximately 3:00 p.m. (New York City time) on such U.S. Government Securities Business Day;

"**SOFR Observation Period**" means, in respect of an Interest Accrual Period, the period from (and including) the date falling the number of SOFR Observation Shift Days prior to the first day of such Interest Accrual Period to (but excluding) the date falling the number of SOFR Observation Shift Days prior to the Interest Period Date for such Interest Accrual Period;

"**SOFR Observation Shift Days**" means five U.S. Government Securities Business Days (or such other larger number of U.S. Government Securities Business Days as specified in the applicable Pricing Supplement); and

"***d_c***" means the number of calendar days in the applicable SOFR Observation Period.

The following defined terms shall have the meanings set out below for purpose of this Condition 6.2(b)(iii)(B):

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SOFR Benchmark is specified hereon as the Reference Rate and where Simple SOFR Average is specified as applicable hereon or where SOFR Index is specified as applicable hereon, the fifth U.S. Government Securities Business Day prior to the last day of each Interest Period;

"**SOFR Administrator's Website**" means the website of the Federal Reserve Bank of New York, or any successor source;

"**SOFR Benchmark Replacement Date**" means the date of occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark; and

"**SOFR Benchmark Transition Event**" means the occurrence of a Benchmark Event with respect to the then-current SOFR Benchmark.

(C) If Term SOFR is specified as applicable hereon, the SOFR Benchmark for each Interest Accrual Period shall be equal to the Term SOFR Rate as specified in the applicable Pricing Supplement that is published by the Term SOFR Administrator on the Term SOFR Administrator's Website at the Reference Time on the Interest

Determination Date in question as determined by the Calculation Agent after giving effect to the Term SOFR Conventions.

The following defined terms shall have the meanings set out below for purpose of this Condition 6.2(b)(iii)(C):

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SOFR Benchmark is specified hereon as the Reference Rate and where Term SOFR is specified as applicable hereon, the fifth U.S. Government Securities Business Day prior to the start of each Interest Period;

"**Reference Time**" with respect to any determination of Term SOFR means (i) if the benchmark is Term SOFR, the time as specified in the applicable Pricing Supplement, and (ii) if the Issuer or its designee determines, in accordance with Condition 6.6, that a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have occurred, the time as agreed between the Issuer and the Calculation Agent after giving effect to the Benchmark Replacement Conforming Changes in accordance with Condition 6.6;

"**Relevant Governmental Body**" means the Federal Reserve and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve and/or the Federal Reserve Bank of New York or any successor thereto;

"**Term SOFR**" means the forward-looking term rate for the applicable period based on SOFR that has been selected or recommended by the Relevant Governmental Body and published by the Term SOFR Administrator;

"**Term SOFR Administrator**" means the CME Group or any other entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or any successor administrator);

"**Term SOFR Conventions**" means any determination, decision, or election with respect to any technical, administrative, or operational matter (including with respect to the manner and timing of the publication of the Term SOFR Rate, or changes to the definition of "Interest Accrual Period", timing and frequency of determining the Term SOFR Rate with respect to each Interest Accrual Period and making payments of interest, rounding of amounts or tenors, and other administrative matters) as set out in the applicable Pricing Supplement which reflect the use of the Term SOFR Rate as the SOFR Benchmark in a manner substantially consistent with market practice; and

"**Term SOFR Rate**" means, in respect of an Interest Accrual Period, the Term SOFR Rate as published on the Term SOFR Administrator's Website at the Reference Time on the relevant Interest Determination Date, provided that:

(1) if the value specified above does not appear and a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have not occurred, the "Term SOFR Rate" shall be calculated on any Interest Determination Date (for this purpose, such term as defined in Condition 6.2(b)(iii)(B)) with respect to an Interest Accrual

Period, in accordance with the SOFR Index formula described above in Condition 6.2(b)(iii)(B); or

(2) if the value specified above does not appear and a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have occurred, the provisions set forth in Condition 6.6 shall apply as specified hereon.

For the avoidance of doubt, if any of the foregoing provisions concerning the calculation of the Rate of Interest and interest payments during the Interest Accrual Period are inconsistent with any of the Term SOFR Conventions (as set out in the applicable Pricing Supplement), then the relevant Term SOFR Conventions (as set out in the applicable Pricing Supplement) will apply. Furthermore, if the Issuer or its designee determines, in accordance with Condition 6.6, that a Benchmark Transition Event or Benchmark Event (as applicable) and its related Benchmark Replacement Date have occurred with respect to Term SOFR at any time when any of the Notes are outstanding, then the foregoing provisions concerning the calculation of the Rate of Interest and interest payments will be modified in accordance with the relevant benchmark transition provisions set out in Condition 6.6.

Absent manifest error, the Calculation Agent's determination of the Rate of Interest above for an Interest Accrual Period for the Notes will be binding and conclusive on the Issuer, the Noteholders, the Trustee and the other Agents and the Calculation Agent shall not be liable to the Issuer, any Noteholder, the Trustee, any other Agent or any other person as a result of such determination. Neither the Trustee nor any other Agent shall have any obligation or duty to confirm, verify or perform any such calculation or make such determination, or to procure any of the aforesaid to be done.

(iv) **Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SONIA Benchmark**

Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is SONIA Benchmark, the Rate of Interest for each Interest Accrual Period will, subject as provided below, be equal to the relevant SONIA Benchmark.

The "**SONIA Benchmark**" will be determined based on Compounded Daily SONIA (subject to Condition 6.6) where "**Compounded Daily SONIA**" means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment (with the daily Sterling Overnight Index Average ("**SONIA**") rate as reference rate for the calculation of interest) and will be calculated by the Calculation Agent on the Interest Determination Date, as follows, and the resulting percentage will be rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards:

$$\left(\prod_{i=1}^{d_o}\left(1+\frac{SONIA_i \; x \; n_i}{365}\right)-1\right) x \frac{365}{d}$$

where "**Applicable Period**" means, in relation to an Interest Accrual Period:

(A) where "SONIA Observation Lag" is specified as the SONIA Observation Method in the applicable Pricing Supplement, such Interest Accrual Period; or

(B) where "SONIA Observation Shift" is specified as the SONIA Observation Method in the applicable Pricing Supplement, the SONIA Observation Period relating to such Interest Accrual Period;

"***d***" means the number of calendar days in the relevant Applicable Period;

"d_o" means, for the relevant Applicable Period, the number of London Business Days in such Applicable Period;

"***i***" means, for the relevant Applicable Period, a series of whole numbers from one to d_o, each representing the relevant London Business Day in chronological order from (and including) the first London Business Day in such Applicable Period (each a "**London Business Day** "***i***"");

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date specified as such hereon or, if none is so specified, where SONIA Benchmark is specified in the applicable Pricing Supplement as the Reference Rate, the fifth London Business Day (or as otherwise specified in the applicable Pricing Supplement, which shall not be later than the fifth London Business Day) prior to the last day of each Interest Accrual Period;

"**London Business Day**" or "**LBD**" means any day on which commercial banks are open for general business (including dealing in foreign exchange and foreign currency deposits) in London;

"***ni***", for any London Business Day "*i*", means the number of calendar days from and including such London Business Day "*i*" up to but excluding the following London Business Day;

"**SONIA**$_i$" means, in respect of any London Business Day "*i*" in the Applicable Period, the SONIA Reference Rate for the SONIA Determination Date in relation to such London Business Day "*i*";

"**SONIA Determination Date**" means, in respect of any London Business Day "*i*":

(A) where "SONIA Observation Lag" is specified as the SONIA Observation Method in the applicable Pricing Supplement, the London Business Day falling "x" London Business Days prior to such London Business Day "i"; and

(B) otherwise, such London Business Day "i";

"**SONIA Observation Period**" means, for the relevant Interest Accrual Period, the period from (and including) the date falling "*x*" London Business Days prior to the first day of such Interest Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and ending on (but excluding) the date falling "*x*" London Business Days prior to the Interest Payment Date at the end of such Interest Accrual Period (or the date falling "*x*" London Business Days prior to such earlier date, if any, on which the Notes become due and payable);

"**SONIA Reference Rate**" means, in respect of any London Business Day, a reference rate equal to the daily SONIA rate for such London Business Day as provided by the administrator of SONIA to authorised distributors and as then published on the Relevant Screen Page or, if the Relevant Screen Page is unavailable, as otherwise published by such authorised distributors (on the London Business Day immediately following such London Business Day); and

"***x***" means five London Business Days (or such other larger number of London Business Days as specified in the applicable Pricing Supplement).

If, subject to Condition 6.6, in respect of any London Business Day in the relevant Applicable Period, the SONIA Reference Rate is not available on the Relevant Screen Page or has not otherwise been published by the relevant authorised distributors, such SONIA reference rate shall be:

(i) the Bank of England's Bank Rate (the "**Bank Rate**") prevailing at 5.00 p.m. (or, if earlier, close of business) on the relevant London Business Day; plus

(ii) the mean of the spread of the SONIA Reference Rate to the Bank Rate over the previous five days on which a SONIA Reference Rate has been published, excluding the highest spread (or, if there is more than one highest spread, one only of those highest spreads) and lowest spread (or, if there is more than one lowest spread, one only of those lowest spreads) to the Bank Rate.

Notwithstanding the paragraph above, and without prejudice to Condition 6.6(a), in the event the Bank of England publishes guidance as to:

(i) how the SONIA Reference Rate is to be determined; or

(ii) any rate that is to replace the SONIA Reference Rate,

the Calculation Agent shall, to the extent that it is practicable, follow such guidance in order to determine the SONIA rate for the purpose of the relevant Series of Notes for so long as the SONIA Reference Rate is not available or has not been published by the authorised distributors, provided that nothing in this paragraph shall apply if following such guidance would have the effect of imposing more onerous obligations upon the Calculation Agent or exposing the Calculation Agent to any additional duties, responsibilities or liabilities, or decreasing or amending the protections or rights or exculpatory provisions, of the Calculation Agent.

In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions of this Condition 6.2(b)(iv) by the Calculation Agent, subject to Condition 6.6, the Rate of Interest shall be:

(i) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period); or

(ii) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).

If the relevant Series of Notes become due and payable in accordance with Condition 11, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the Compounded Daily SONIA formula) and the Rate of Interest on such Notes shall, for so long as any such Notes remains outstanding, be that determined on such date.

(v) Screen Rate Determination for Floating Rate Notes where the Reference Rate is specified as being SORA Benchmark

(A) Where Screen Rate Determination is specified in the applicable Pricing Supplement as the manner in which the Rate of Interest is to be determined where the Reference Rate is SORA Benchmark, the Rate of Interest for each Interest Accrual Period will be Compounded Daily SORA (as defined below) plus or minus the Margin.

"**Compounded Daily SORA**" means, with respect to an Interest Accrual Period, the rate of return of a daily compound interest investment during the Observation Period corresponding to such Interest Accrual Period (with the reference rate for the calculation of interest being the daily Singapore Overnight Rate Average) calculated in accordance with the formula set forth below by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the applicable Pricing Supplement) on the Interest Determination Date, with the resulting percentage being rounded, if necessary, to the nearest one ten-thousandth of a percentage point (0.0001 per cent.), with 0.00005 per cent. being rounded upwards.

$$\left[\prod_{i=1}^{d_o}\left(1+\frac{SORA_{i-\,x\,SBD}\times n_i}{365}\right)-1\right]\times\frac{365}{d}$$

where:

"***d***" is the number of calendar days in the relevant Interest Accrual Period;

"***d_o***", for any Interest Accrual Period, is the number of Singapore Business Days in the relevant Interest Accrual Period;

"***i***", for the relevant Interest Accrual Period, is a series of whole numbers from one to d_o, each representing the relevant Singapore Business Days in chronological order from, and including, the first Singapore Business Day in such Interest Accrual Period (each a "**Singapore Business Day** "***i***"":);

"**Interest Determination Date**" means, with respect to a Rate of Interest and Interest Accrual Period, the date falling one Singapore Business Day after the end of each Observation Period;

"$\mathbf{n}_i$", for any Singapore Business Day "*i*", is the number of calendar days from and including such Singapore Business Day "*i*" up to but excluding the following Singapore Business Day;

"**Observation Period**" means, for the relevant Interest Accrual Period, the period from, and including, the date falling "*p*" Singapore Business Days prior to the first day of such Interest Accrual Period (and the first Interest Accrual Period shall begin on and include the Interest Commencement Date) and to, but excluding, the date falling "*p*" Singapore Business Days prior to the Interest Payment Date at the end of such Interest Accrual Period (or the date falling "*p*" Singapore Business Days prior to such earlier date, if any, on which the Notes become due and payable);

"***p***" means five Singapore Business Days (or such other larger number of Singapore Business Days as specified in the applicable Pricing Supplement);

"**Singapore Business Day**" or "**SBD**" means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore;

"**SORA**" means, in respect of any Singapore Business Day "*i*", a reference rate equal to the daily Singapore Overnight Rate Average published by the Monetary Authority of Singapore (or a successor administrator), as the administrator of the benchmark, on the Monetary Authority of Singapore's website currently at http://www.mas.gov.sg, or any successor website officially designated by the Monetary Authority of Singapore (or as published by its authorised distributors) on the Singapore Business Day immediately following such Singapore Business Day "*i*"; and

"$\mathbf{SORA}_{i-p\,SBD}$" means, in respect of any Singapore Business Day "*i*" falling in the relevant Interest Accrual Period, the reference rate equal to SORA in respect of the Singapore Business Day falling "*p*" Singapore Business Days prior to the relevant Singapore Business Day "*i*".

(B) Subject to Condition 6.6, if by 5:00 p.m., Singapore time, on the Singapore Business Day immediately following such Singapore Business Day "*i*", SORA in respect of such Singapore Business Day "*i*" has not been published and a Benchmark Event has not occurred, then SORA for that Singapore Business Day "*i*" will be SORA as published in respect of the Singapore Business Day first preceding that Singapore Business Day "*i*" for which SORA was published.

(C) In the event that the Rate of Interest cannot be determined in accordance with the foregoing provisions of this Condition 6.2(b)(v) by the Calculation Agent, subject to Condition 6.6, the Rate of Interest shall be:

(1) that determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest (as specified in the applicable Pricing Supplement) relating to the relevant Interest Accrual Period in place of the Margin or Maximum Rate of Interest

or Minimum Rate of Interest relating to that last preceding Interest Accrual Period); or

(2) if there is no such preceding Interest Determination Date, the initial Rate of Interest which would have been applicable to such Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date (but applying the Margin and any Maximum Rate of Interest or Minimum Rate of Interest applicable to the first Interest Accrual Period).

(D) If the Notes become due and payable in accordance with Condition 11, the final Interest Determination Date shall, notwithstanding any Interest Determination Date specified in the applicable Pricing Supplement, be deemed to be the date on which such Notes became due and payable (with corresponding adjustments being deemed to be made to the Compounded Daily SORA formula) and the Rate of Interest on such Notes shall, for so long as any such Note remains outstanding, be that determined on such date.

(c) Margin, Minimum Rate of Interest and/or Maximum Rate of Interest and Rounding

(i) If any Margin is specified hereon (either (A) generally, or (B) in relation to one or more Interest Periods), an adjustment shall be made to all Rates of Interest, in the case of (A), or the Rates of Interest for the specified Interest Periods, in the case of (B), calculated in accordance with Condition 6.2 above by adding (if a positive number) or subtracting (if a negative number) the absolute value of such Margin, subject always to the next paragraph.

(ii) If the applicable Pricing Supplement specifies a Minimum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is less than such Minimum Rate of Interest, the Rate of Interest for such Interest Period shall be such Minimum Rate of Interest.

(iii) If the applicable Pricing Supplement specifies a Maximum Rate of Interest for any Interest Period, then, in the event that the Rate of Interest in respect of such Interest Period determined in accordance with the provisions of paragraph (b) above is greater than such Maximum Rate of Interest, the Rate of Interest for such Interest Period shall be such Maximum Rate of Interest.

(iv) The Rate of Interest shall not exceed the rate of interest/all-in-cost ceiling per annum as specified under the ECB Guidelines or any specific approval received by the Issuer from RBI pursuant to the ECB Guidelines or any other regulatory authority.

(v) For the purposes of any calculations required pursuant to these Conditions (unless otherwise specified), (A) all percentages resulting from such calculations shall be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with halves being rounded up), (B) all figures shall be rounded to seven significant figures (with halves being rounded up) and (C) all currency amounts that fall due and payable shall be rounded to the nearest unit of such currency (with halves being rounded up), save in the case of yen, which shall be rounded down to the nearest yen. For these purposes, "**unit**" means the lowest amount of such currency that is available as legal tender in the country or countries of such currency.

(d) Determination of Rate of Interest and calculation of Interest Amounts

The Principal Paying Agent, in the case of Floating Rate Notes, and the Calculation Agent, in the case of Index Linked Interest Notes, will at or as soon as practicable after each time at which the Rate of Interest is to be determined, determine the Rate of Interest for the relevant Interest Period. In the case of Index Linked Interest Notes, the Calculation Agent will notify the Principal Paying Agent of the Rate of Interest for the relevant Interest Period as soon as practicable after calculating the same.

The Principal Paying Agent will calculate the amount of interest (the "**Interest Amount**") payable on the Floating Rate Notes or Index Linked Interest Notes for the relevant Interest Period by applying the Rate of Interest to:

(i) in the case of Floating Rate Notes or Index Linked Interest Notes which are represented by a Global Note, the aggregate outstanding nominal amount of the Notes represented by such Global Note (or, if they are Partly Paid Notes, the aggregate amount paid up); or

(ii) in the case of Floating Rate Notes or Index Linked Interest Notes in definitive form, the Calculation Amount;

and, in each case, multiplying such sum by the applicable Day Count Fraction, and rounding the resultant figure to the nearest sub-unit of the relevant Specified Currency, half of any such sub-unit being rounded upwards or otherwise in accordance with applicable market convention. Where the Specified Denomination of a Floating Rate Note or an Index Linked Interest Note in definitive form is a multiple of the Calculation Amount, the Interest Amount payable in respect of such Note shall be the product of the amount (determined in the manner provided above) for the Calculation Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination without any further rounding.

Each Floating Rate Note or Index Linked Interest Note shall have an interest rate (including spread) which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines) or in accordance with the specific approval received by the Issuer from RBI pursuant to the ECB Guidelines or any other regulatory authority.

"**Day Count Fraction**" means, in respect of the calculation of an amount of interest in accordance with this Condition 6.2:

(i) if "**Actual/Actual (ISDA)**" or "**Actual/Actual**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 (or, if any portion of that Interest Period falls in a leap year, the sum of (I) the actual number of days in that portion of the Interest Period falling in a leap year divided by 366 and (II) the actual number of days in that portion of the Interest Period falling in a non-leap year divided by 365);

(ii) if "**Actual/365 (Fixed)**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365;

(iii) if "**Actual/365 (Sterling)**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 365 or, in the case of an Interest Payment Date falling in a leap year, 366;

(iv) if "**Actual/360**" is specified in the applicable Pricing Supplement, the actual number of days in the Interest Period divided by 360;

(v) if "**30/360**", "**360/360**" or "**Bond Basis**" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \text{ x } (Y_2 - Y_1)] + [30 \text{ x } (M_2 - M_1)] + [D_2 - D_1]}{360}$$

where:

Y_1 is the year, expressed as a number, in which the first day of the Interest Period falls;

Y_2 is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

M_1 is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

M_2 is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

D_1 is the first calendar day, expressed as a number, of the Interest Period, unless such number is 31, in which case D_1 will be 30; and

D_2 is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31 and D_1 is greater than 29, in which case D_2 will be 30;

(vi) if "**30E/360**" or "**Eurobond Basis**" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \text{ x } (Y_2 - Y_1)] + [30 \text{ x } (M_2 - M_1)] + [D_2 - D_1]}{360}$$

where:

Y_1 is the year, expressed as a number, in which the first day of the Interest Period falls;

Y_2 is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

M_1 is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

M_2 is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

D_1 is the first calendar day, expressed as a number, of the Interest Period, unless such number would be 31, in which case D_1 will be 30; and

D_2 is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless such number would be 31, in which case D_2 will be 30;

(vii) if "**30E/360 (ISDA)**" is specified in the applicable Pricing Supplement, the number of days in the Interest Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \text{ x } (Y_2 - Y_1)] + [36 \text{ x } (M_2 - M_1)] + [D_2 - D_1]}{360}$$

where:

Y_1 is the year, expressed as a number, in which the first day of the Interest Period falls;

Y_2 is the year, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

M_1 is the calendar month, expressed as a number, in which the first day of the Interest Period falls;

M_2 is the calendar month, expressed as a number, in which the day immediately following the last day of the Interest Period falls;

D_1 is the first calendar day, expressed as a number, of the Interest Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case D_1 will be 30; and

D_2 is the calendar day, expressed as a number, immediately following the last day included in the Interest Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case D_2 will be 30.

"**Interest Accrual Period**" means, in this Condition 6.2, the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date and each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date; and

"**Interest Period End Date**" means, in this Condition 6.2, each Interest Payment Date unless otherwise specified hereon.

(e) Linear Interpolation

Where Linear Interpolation is specified as applicable in respect of an Interest Period in the applicable Pricing Supplement, the Rate of Interest for such Interest Period shall be calculated by the Calculation Agent by straight line linear interpolation by reference to two rates based on the relevant Reference Rate (where Screen Rate Determination is specified as applicable in the applicable Pricing Supplement) or the relevant Floating Rate Option (where ISDA Determination is specified as applicable in the applicable Pricing Supplement), one of which shall be determined as if the Designated Maturity were the period of time for which rates are available next shorter than the length of the relevant Interest Period and the other of which shall be determined as if the Designated Maturity were the period of time for which rates are available next longer than the length of the relevant Interest Period provided however that if there is no rate available for a period of time next shorter or, as the case may be, next longer, then the Calculation Agent shall determine such rate at such time and by reference to such sources as it determines appropriate.

"**Designated Maturity**" means, in relation to Screen Rate Determination, the period of time designated in the Reference Rate.

(f) Notification of Rate of Interest and Interest Amounts

The Principal Paying Agent will cause the Rate of Interest and each Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to the Issuer and the Trustee and notice thereof to be published by the Issuer in accordance with Condition 15 as soon as possible after their determination but in no event later than the fourth London Business Day

thereafter. The Issuer shall cause such Rate of Interest and such Interest Amount for each Interest Period and the relevant Interest Payment Date to be notified to any stock exchange on which the relevant Floating Rate Notes or Index Linked Interest Notes are for the time being listed. Each Interest Amount and Interest Payment Date so notified may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without prior notice in the event of an extension or shortening of the Interest Period. Any such amendment will be promptly be notified by the Issuer to each stock exchange on which the relevant Floating Rate Notes or Index Linked Interest Notes are for the time being listed and to the Noteholders in accordance with Condition 15. For the purposes of this paragraph, the expression "**London Business Day**" means a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in London.

(g) Interest rate not determined

If for any reason at any relevant time the Calculation Agent is unable to determine, or has, in its opinion, uncertainty as to the calculation of, the Rate of Interest or the Principal Paying Agent is unable to determine, or has, in its opinion, uncertainty as to the calculation of, any Interest Amount under this Condition 6 or as otherwise specified in the applicable Pricing Supplement, the Calculation Agent or the Principal Paying Agent (as applicable) shall notify the Issuer thereof as soon as reasonably practicable and the Issuer shall direct the Calculation Agent or the Principal Paying Agent (as applicable) in writing as to the way of determination or calculation. If the Calculation Agent or the Principal Paying Agent is not promptly provided with such direction or is otherwise unable to make the relevant calculation or determination, it shall notify the Issuer thereof and the Calculation Agent and the Principal Paying Agent shall be under no obligation to make such calculation or determination and shall not incur any liability to the Issuer, the Noteholders or any other person for not doing so.

(h) Certificates to be final

All certificates, communications, opinions, determinations, calculations, quotations, notifications and decisions given, expressed, made or obtained for the purposes of the provisions of this Condition 6, whether by the Principal Paying Agent or, if applicable, the Calculation Agent, the Trustee or the Independent Adviser shall (in the absence of manifest error) be binding on the Issuer, the Trustee, the Principal Paying Agent, the Registrar, the Calculation Agent (if applicable), the other Paying Agents and all Noteholders, Receiptholders and Couponholders and (in the absence of wilful default and bad faith) no liability to the Issuer, the Noteholders, the Receiptholders or the Couponholders shall attach to the Principal Paying Agent or, if applicable, the Calculation Agent, the Trustee or the Independent Adviser in connection with the exercise or non-exercise by it of its powers, duties and discretions pursuant to such provisions.

6.3 Interest on Dual Currency Interest Notes

The rate or amount of interest payable in respect of Dual Currency Interest Notes shall be determined in the manner specified in the applicable Pricing Supplement.

Each Dual Currency Interest Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines) or in accordance with the specific approval received by the Issuer from RBI pursuant to the ECB Guidelines or any other regulatory authority.

6.4 Interest on Partly Paid Notes

In the case of Partly Paid Notes (other than Partly Paid Notes which are Zero Coupon Notes), interest will accrue as aforesaid on the paid-up nominal amount of such Notes and otherwise as specified in the applicable Pricing Supplement.

Each Partly Paid Note shall have an interest rate which shall be in accordance with Indian regulatory requirements (including but not limited to the ECB Guidelines) or in accordance with the specific approval received by the Issuer from RBI pursuant to the ECB Guidelines or any other regulatory authority.

6.5 Accrual of interest

Each Note (or in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the date for its redemption unless, upon due presentation thereof, payment of principal is improperly withheld or refused. In such event, interest will continue to accrue until whichever is the earlier of:

(a) the date on which all amounts due in respect of such Note have been paid; and

(b) as provided in the Trust Deed.

6.6 Benchmark Discontinuation

(a) Benchmark Discontinuation (General)

Where the applicable Pricing Supplement specifies this Condition 6.6(a) as applicable:

(i) *Independent Adviser*

If a Benchmark Event occurs in relation to an Original Reference Rate when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, failing which an Alternative Rate (in accordance with Condition 6.6(a)(ii)) and, in either case, an Adjustment Spread and any Benchmark Amendments (in accordance with Condition 6.6(a)(iv)). In making such determination, the Independent Adviser appointed pursuant to this Condition 6.6 shall act in good faith and in a commercially reasonable manner as an expert. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Paying Agents, the Noteholders, the Receiptholders or the Couponholders for any determination made by it pursuant to this Condition 6.6.

If (x) the Issuer is unable to appoint an Independent Adviser; or (y) the Independent Adviser appointed by it fails to determine a Successor Rate or, failing which, an Alternative Rate in accordance with this Condition 6.6(a)(i) prior to the date falling 10 Business Days before the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Accrual Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Accrual Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest. Where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period shall be substituted in place of the Margin or Maximum Rate of Interest

or Minimum Rate of Interest relating to that last preceding Interest Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Accrual Period only and any subsequent Interest Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this Condition 6.6(a)(i).

(ii) *Successor Rate or Alternative Rate*

If the Independent Adviser determines that:

(A) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 6.6); or

(B) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 6.6).

(iii) *Adjustment Spread*

The Adjustment Spread (or the formula or methodology for determining the Adjustment Spread) shall be applied to the Successor Rate or the Alternative Rate (as the case may be). If the Independent Adviser is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then the Successor Rate or Alternative Rate (as applicable) will apply without an Adjustment Spread.

(iv) *Benchmark Adjustments*

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with this Condition 6.6 and the Independent Adviser, determines (x) that amendments to these Conditions, the Trust Deed and/or the Agency Agreement are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or (in either case) the applicable Adjustment Spread (such amendments, the "**Benchmark Amendments**") and (y) the terms of the Benchmark Amendments, then the Issuer shall, subject to giving notice thereof in accordance with Condition 6.6(a)(v), without any requirement for the consent or approval of Noteholders, vary these Conditions, the Trust Deed and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee and the Agents of a certificate signed by an Authorised Signatory (as defined in the Trust Deed) of the Issuer pursuant to Condition 6.6(a)(v), the Trustee and the Agents shall (at the request and expense of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, *inter alia*, by the execution of a deed or document supplemental to or amending the Trust Deed and/or the Agency Agreement) (and the Trustee and the Agents shall not be liable to the Issuer, any Noteholder or any other person for any consequences thereof), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent, as applicable, doing so would

impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or that Agent in these Conditions, the Trust Deed and/or the Agency Agreement (including, for the avoidance of doubt, any supplemental trust deed or supplemental agency agreement) in any way.

In connection with any such variation in accordance with this Condition 6.6(a)(iv), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

Notwithstanding any other provision of this Condition 6.6, if following the determination of any Successor Rate, Alternative Rate, Adjustment Spread or Benchmark Amendments (if any), in the Calculation Agent's opinion there is any uncertainty between two or more alternative courses of action in making any determination or calculation under this Condition 6.6, the Calculation Agent shall notify the Issuer thereof as soon as reasonably practicable and the Issuer shall direct the Calculation Agent in writing as to which alternative course of action to adopt. If the Calculation Agent is not promptly provided with such direction or is otherwise unable to make such calculation or determination, it shall notify the Issuer thereof and the Calculation Agent shall be under no obligation to make such calculation or determination and shall not incur any liability to the Issuer, the Noteholders or any other person for not doing so.

(v) *Notices, etc.*

Any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 6.6 will be notified promptly (in any event at least 10 business days before the relevant Interest Determination Date) by the Issuer to the Trustee and the Agents and, in accordance with Condition 15, the Noteholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

No later than notifying the Trustee and the Agents of the same, the Issuer shall deliver to the Trustee and the Agents a certificate in English signed by an Authorised Signatory of the Issuer:

(A) confirming (1) that a Benchmark Event has occurred, (2) the Successor Rate or, as the case may be, the Alternative Rate, (3) the applicable Adjustment Spread and (4) the specific terms of any Benchmark Amendments (if any), in each case as determined in accordance with the provisions of this Condition 6.6; and

(B) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and (in either case) the applicable Adjustment Spread.

Each of the Trustee and the Agents shall be entitled to rely conclusively on such certificate (without liability to any person) as sufficient evidence thereof and none of them shall be liable to the Issuer, the Noteholders, the Couponholders or any other person for so doing. The Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) and without prejudice to the

Trustee's or the relevant Agent's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Agents and the Noteholders.

(vi) *Survival of Original Reference Rate*

Without prejudice to the obligations of the Issuer under Conditions 6.6(a)(i), 6.6(a)(ii), 6.6(a)(iii) and 6.6(a)(iv), the Original Reference Rate and the fallback provisions provided for in Condition 6.2 will continue to apply unless and until each of the Trustee and the Calculation Agent has been notified of the occurrence of the Benchmark Event, and any Adjustment Spread and Benchmark Amendments, in accordance with Condition 6.6(a)(v).

(vii) *Definitions*

As used in this Condition 6.6(a):

"**Adjustment Spread**" means either (a) a spread (which may be positive, negative or zero) or (b) a formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

(A) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or

(B) (if no such recommendation has been made, or in the case of an Alternative Rate) the Independent Adviser determines, is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or

(C) (if the Independent Adviser determines that no such spread is customarily applied) the Independent Adviser determines is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be);

"**Alternative Rate**" means an alternative benchmark or screen rate which the Independent Adviser determines in accordance with Condition 6.6(a)(ii) is customarily applied in international debt capital markets transactions for the purposes of determining rates of interest (or the relevant component part thereof) for the same interest period and in the same Specified Currency as the Notes;

"**Benchmark Amendments**" has the meaning given to it in Condition 6.6(a)(iv);

"**Benchmark Event**" means:

(A) the Original Reference Rate ceasing to be published for a period of at least five Business Days or ceasing to exist; or

(B) the making of a public statement by the administrator of the Original Reference Rate that it has ceased or that it will cease publishing the Original Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of the Original Reference Rate); or

(C) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate has been or will be permanently or indefinitely discontinued; or

(D) the making of a public statement by the supervisor of the administrator of the Original Reference Rate as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Notes; or

(E) it has become unlawful for any Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate; or

(F) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market,

provided that (1) in the case of sub-paragraphs (B), (C) and (D) above, the Benchmark Event shall occur on the date of the cessation of publication of the Original Reference Rate, the discontinuation of the Original Reference Rate, or the prohibition of use of the Original Reference Rate, as the case may be, and (2) in the case of sub-paragraph (F) above, the Benchmark Event shall occur on the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement and, in each case of (1) and (2), not the date of the relevant public statement.

For the avoidance of doubt, none of the Trustee or the Agents shall have any responsibility for monitoring or determining whether or not a Benchmark Event has occurred or may occur;

"**Independent Adviser**" means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by (and at the expense of) the Issuer under Condition 6.6(a)(i);

"**Original Reference Rate**" means the originally-specified benchmark or screen rate (as applicable) used to determine the Rate of Interest (or any component part thereof) on the Notes;

"**Relevant Nominating Body**" means, in respect of a benchmark or screen rate (as applicable):

(A) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable); or

(B) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the benchmark or screen rate (as applicable) relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the benchmark or screen rate (as applicable), (c) a group of the aforementioned central

banks or other supervisory authorities or (d) the Financial Stability Board or any part thereof; and

"**Successor Rate**" means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body.

(b) Benchmark Discontinuation (SOFR)

This Condition 6.6(b) shall only apply to U.S. dollar-denominated Notes where so specified in the applicable Pricing Supplement.

The following provisions shall apply if Benchmark Discontinuation (SOFR) is specified as applicable in the applicable Pricing Supplement:

(i) *Benchmark Replacement*

If the Issuer or its designee determines on or prior to the relevant Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the-then current Benchmark, the Benchmark Replacement will replace the then-current Benchmark for all purposes relating to the Notes in respect of all determinations on such date and for all determinations on all subsequent dates.

(ii) *Benchmark Replacement Conforming Changes*

In connection with the implementation of a Benchmark Replacement, the Issuer or its designee will have the right to make Benchmark Replacement Conforming Changes from time to time, and the Issuer shall deliver to the Trustee and the Agents a certificate signed by an Authorised Signatory of the Issuer:

(A) confirming that (1) a Benchmark Event has occurred and (2) the Benchmark Replacement, in each case as determined in accordance with the provisions of this Condition 6.6(b); and

(B) certifying that the Benchmark Replacement Conforming Changes are necessary to ensure the proper operation of such Benchmark Replacement.

For the avoidance of doubt, the Trustee and any of the Agents shall, upon receipt of such certificate and (subject to the immediately succeeding paragraph) at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 6.6(b)(ii), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee, or as the case may be, the relevant Agent in these Conditions or the Agency Agreement (including, for the avoidance of doubt, any supplemental agency agreement) in any way. Noteholders' consent shall not be required in connection with effecting any such changes, including the execution of any documents or any steps to be taken by the Trustee or any of the Agents (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrars or the Transfer Agents shall be responsible or liable to the Issuer, the Noteholders, the Couponholders or any other person for any determinations, decisions or elections made by the Issuer or its designee with respect to any Benchmark Replacement or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard. No such determination, decision or election shall

be binding on the Trustee and the Agents and none of the Trustee and the Agents shall be obliged to concur in any consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required to give effect to this Condition 6.6(b) if in the opinion of the Trustee or the relevant Agent (as the case may be) it would impose more onerous obligations upon the Trustee or, as the case may be, the relevant Agent or expose the Trustee or, as the case may be, the relevant Agent to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or, as the case may be, the relevant Agent in these Conditions or the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) or the Agency Agreement (including, for the avoidance of doubt, any supplemental agency agreement) (as the case may be) or if they impact the operational feasibility of the Agents in any way.

(iii) *Decisions and Determinations*

Any determination, decision or election that may be made by the Issuer or its designee pursuant to this Condition 6.6(b), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection (i) will be conclusive and binding absent manifest error, (ii) will be made in the sole discretion of the Issuer or its designee, as applicable, and (iii) notwithstanding anything to the contrary in the documentation relating to the Notes, shall become effective without consent from the holders of the Notes or any other party.

(iv) *Definitions*

The following defined terms shall have the meanings set out below for purpose of this Condition 6.6(b):

"**Benchmark**" means, initially, the relevant SOFR Benchmark specified in the applicable Pricing Supplement; provided that if the Issuer or its designee determines on or prior to the Reference Time that a Benchmark Event and its related Benchmark Replacement Date have occurred with respect to the relevant SOFR Benchmark (including any daily published component used in the calculation thereof) or the then-current Benchmark, then "**Benchmark**" means the applicable Benchmark Replacement;

"**Benchmark Event**" means the occurrence of one or more of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

(A) a public statement or publication of information by or on behalf of the administrator of the Benchmark (or such component) announcing that such administrator has ceased or will cease to provide the Benchmark (or such component), permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or

(B) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark (or such component), the central bank for the currency of the Benchmark (or such component), an insolvency official with jurisdiction over the administrator for the Benchmark (or such component), a resolution authority with jurisdiction over the administrator for the Benchmark (or such component) or a court or an entity with similar insolvency or resolution

authority over the administrator for the Benchmark, which states that the administrator of the Benchmark (or such component) has ceased or will cease to provide the Benchmark (or such component) permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide the Benchmark (or such component); or

(C) a public statement or publication of information by the regulatory supervisor for the administrator of the Benchmark announcing that the Benchmark is no longer representative;

"**Benchmark Replacement**" means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

(A) the sum of:

(1) the alternate reference rate that has been selected or recommended by the Relevant Governmental Body as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof); and

(2) the Benchmark Replacement Adjustment;

(B) the sum of:

(1) the ISDA Fallback Rate; and

(2) the Benchmark Replacement Adjustment; or

(C) the sum of:

(1) the alternate reference rate that has been selected by the Issuer or its designee as the replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) giving due consideration to any industry-accepted reference rate as a replacement for the then-current Benchmark (including any daily published component used in the calculation thereof) for U.S. dollar-denominated Floating Rate Notes at such time; and

(2) the Benchmark Replacement Adjustment;

"**Benchmark Replacement Adjustment**" means the first alternative set forth in the order below that can be determined by the Issuer or its designee as of the Benchmark Replacement Date:

(A) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected or recommended by the Relevant Governmental Body for the applicable Unadjusted Benchmark Replacement;

(B) if the applicable Unadjusted Benchmark Replacement is equivalent to the ISDA Fallback Rate, the ISDA Fallback Adjustment; or

(C) the spread adjustment (which may be a positive or negative value or zero) that has been selected by the Issuer or its designee giving due consideration to any industry-accepted spread adjustment, or method for calculating or determining such spread

adjustment, for the replacement of the then-current Benchmark (including any daily published component used in the calculation thereof) with the applicable Unadjusted Benchmark Replacement for U.S. dollar-denominated Floating Rate Notes at such time;

"**Benchmark Replacement Conforming Changes**" means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the timing and frequency of determining rates and making payments of interest, rounding of amounts or tenors, and other administrative matters) the Issuer or its designee decides may be appropriate to reflect the adoption of such Benchmark Replacement in a manner substantially consistent with market practice (or, if the Issuer or its designee decides that adoption of any portion of such market practice is not administratively feasible or if the Issuer or its designee determine that no market practice for use of the Benchmark Replacement exists, in such other manner as the Issuer or its designee determines is reasonably necessary);

"**Benchmark Replacement Date**" means the earliest to occur of the following events with respect to the then-current Benchmark (including any daily published component used in the calculation thereof):

(A) in the case of sub-paragraph (i) or (ii) of the definition of "Benchmark Event", the later of:

(1) the date of the public statement or publication of information referenced therein; and

(2) the date on which the administrator of the Benchmark permanently or indefinitely ceases to provide the Benchmark (or such component); or

(B) in the case of sub-paragraph (iii) of the definition of "Benchmark Event", the date of the public statement or publication of information referenced therein.

For the avoidance of doubt, if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination;

"**designee**" means a designee as selected and separately appointed by the Issuer in writing;

"**ISDA Definitions**" means the 2021 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time;

"**ISDA Fallback Adjustment**" means the spread adjustment (which may be a positive or negative value or zero) that would apply for derivatives transactions referencing the ISDA Definitions to be determined upon the occurrence of an index cessation event with respect to the Benchmark;

"**ISDA Fallback Rate**" means the rate that would apply for derivatives transactions referencing the ISDA Definitions to be effective upon the occurrence of an index cessation date with respect to the Benchmark (including any daily published component used in the calculation thereof) for the applicable tenor excluding the applicable ISDA Fallback Adjustment;

"**Reference Time**" with respect to any determination of the Benchmark means (1) if the Benchmark is the SOFR Benchmark, the SOFR Determination Time (where Simple SOFR Average or Compounded Daily SOFR is specified as applicable in the applicable Pricing Supplement) or SOFR Index Determination Time (where SOFR Index is specified as applicable in the applicable Pricing Supplement), or (2) if the Benchmark is not the SOFR Benchmark, the time determined by the Issuer or its designee after giving effect to the Benchmark Replacement Conforming Changes;

"**Relevant Governmental Body**" means the Federal Reserve Board and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve Board and/or the Federal Reserve Bank of New York or any successor thereto; and

"**Unadjusted Benchmark Replacement**" means the Benchmark Replacement excluding the Benchmark Replacement Adjustment.

(c) Benchmark Discontinuation (SORA)

This Condition 6.6(c) shall only apply to Singapore dollar-denominated Notes where so specified in the applicable Pricing Supplement.

Where the applicable Pricing Supplement specifies this Condition 6.6(c) as applicable:

(i) *Independent Adviser*

If a SORA Index Cessation Event occurs in relation to an Original Reference Rate prior to the relevant Interest Determination Date when any Rate of Interest (or any component part thereof) remains to be determined by reference to such Original Reference Rate, then the Issuer shall use its reasonable endeavours to appoint an Independent Adviser, as soon as reasonably practicable, to determine a Successor Rate, or failing which, an Alternative Rate (in accordance with Condition 6.6(c)(iii) and, in either case, an Adjustment Spread and any Benchmark Amendments (in accordance with Condition 6.6(c)(iv)) by the date falling 10 Singapore Business Days (as defined below)) prior to the relevant Interest Determination Date. For the purposes of this Condition 6.6(c), "**Singapore Business Day**" means a day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks settle payments in Singapore.

In making such determination, the Independent Adviser appointed pursuant to this Condition 6.6(c) shall act in good faith as an expert and in consultation with the Issuer. In the absence of bad faith or fraud, the Independent Adviser shall have no liability whatsoever to the Issuer, the Trustee, the Paying Agents or the Noteholders for any determination made by it, pursuant to this Condition 6.6(c).

If:

(A) the Issuer is unable to appoint an Independent Adviser; or

(B) the Independent Adviser fails to determine a Successor Rate or, failing which, an Alternative Rate, in accordance with this Condition 6.6(c)(i) by the date falling 10 Singapore Business Days prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Accrual Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the immediately preceding Interest Accrual Period. If there has not been a first Interest Payment Date, the Rate of Interest shall be the initial Rate of Interest which

would have been applicable to the Series of Notes for the first Interest Accrual Period had the Notes been in issue for a period equal in duration to the scheduled first Interest Accrual Period but ending on (and excluding) the Interest Commencement Date. Where a different Margin or Maximum Rate of Interest or Minimum Rate of Interest is to be applied to the relevant Interest Accrual Period from that which applied to the last preceding Interest Accrual Period, the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to the relevant Interest Accrual Period shall be substituted in place of the Margin or Maximum Rate of Interest or Minimum Rate of Interest relating to that last preceding Interest Accrual Period. For the avoidance of doubt, this paragraph shall apply to the relevant next succeeding Interest Accrual Period only and any subsequent Interest Accrual Periods are subject to the subsequent operation of, and to adjustment as provided in, the first paragraph of this Condition 6.6(c)(i).

(ii) *Successor Rate or Alternate Rate*

If the Independent Adviser determines that:

(A) there is a Successor Rate, then such Successor Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 6.6(c)); or

(B) there is no Successor Rate but that there is an Alternative Rate, then such Alternative Rate and the applicable Adjustment Spread shall subsequently be used in place of the Original Reference Rate to determine the Rate of Interest (or the relevant component part thereof) for all future payments of interest on the Notes (subject to the operation of this Condition 6.6(c)).

(iii) *Adjustment Spread*

The Adjustment Spread (or the formula or methodology for determining the Adjustment Spread) shall be applied to the Successor Rate or the Alternative Rate (as the case may be). If the Independent Adviser (in consultation with the Issuer) is unable to determine the quantum of, or a formula or methodology for determining such Adjustment Spread, then the Successor Rate or Alternative Rate (as applicable) will apply without an Adjustment Spread.

(iv) *Benchmark Amendments*

If any Successor Rate or Alternative Rate and, in either case, the applicable Adjustment Spread is determined in accordance with this Condition 6.6(c)(ii) and the Independent Adviser (in consultation with the Issuer) determines:

(A) that amendments to these Conditions and/or the Agency Agreement are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and/or (in either case) the applicable Adjustment Spread (such amendments, the "**Benchmark Amendments**"); and

(B) the terms of the Benchmark Amendments,

then the Issuer shall, subject to giving notice thereof in accordance with Condition 6.6(c)(v), without any requirement for the consent or approval of Noteholders, the Trustee

or the Agents, vary these Conditions, the Trust Deed and/or the Agency Agreement to give effect to such Benchmark Amendments with effect from the date specified in such notice.

At the request of the Issuer, but subject to receipt by the Trustee and the Agents of a certificate signed by an Authorised Signatory of the Issuer pursuant to Condition 6.6(c)(v), the Trustee and the Agents shall (at the expense and direction of the Issuer), without any requirement for the consent or approval of the Noteholders, be obliged to concur with the Issuer in effecting any Benchmark Amendments (including, inter alia, by the execution of a deed or document supplemental to or amending the Trust Deed and/or the Agency Agreement), and the Trustee and the Agents shall not be liable to the Issuer, any Noteholder or any other person for any consequences thereof, provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent, as applicable, doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee or that Agent in these Conditions, the Trust Deed and/or the Agency Agreement (including, for the avoidance of doubt, any supplemental trust deed or supplemental agency agreement) in any way.

For the avoidance of doubt, the Trustee and the Agents shall, at the direction and expense of the Issuer, effect such consequential amendments to the Trust Deed, the Agency Agreement and these Conditions as may be required in order to give effect to this Condition 6.6(c)(iv), provided that the Trustee and the Agents shall not be obliged so to concur if in the opinion of the Trustee or the relevant Agent doing so would impose more onerous obligations upon it or expose it to any additional duties, responsibilities or liabilities or reduce or amend the protective provisions afforded to the Trustee and the Agents in these Conditions, the Trust Deed (including, for the avoidance of doubt, any supplemental trust deed) or the Agency Agreement (including, for the avoidance of doubt, any supplemental agency agreement) or if they impact the operational feasibility of the Agents in any way. Noteholders' consent shall not be required in connection with effecting of the Successor Rate or the Alternative Rate (as applicable) or such other changes, including for the execution of any documents or any steps by the Trustee or the Agents (if required). Further, none of the Trustee, the Calculation Agent, the Paying Agents, the Registrar or the Transfer Agents shall be responsible or liable for any determinations or certifications made by the Issuer or the Independent Adviser with respect to any Successor Rate or Alternative Rate (as applicable) or any other changes and shall be entitled to rely conclusively on any certifications provided to each of them in this regard.

In connection with any such variation in accordance with this Condition 6.6(c)(iv), the Issuer shall comply with the rules of any stock exchange on which the Notes are for the time being listed or admitted to trading.

(v) *Notices, etc.*

Any Successor Rate, Alternative Rate, Adjustment Spread and the specific terms of any Benchmark Amendments, determined under this Condition 6.6(c) will be notified promptly and at least 10 Singapore Business Days prior to the relevant Interest Determination Date by the Issuer to the Trustee, the Calculation Agent, the Paying Agents and, in accordance with Condition 15, the Noteholders and the Couponholders. Such notice shall be irrevocable and shall specify the effective date of the Benchmark Amendments, if any.

No later than notifying the Trustee and the Agents of the same, the Issuer shall deliver to the Trustee and the Agents a certificate in English signed by an Authorised Signatory of the Issuer:

(A) confirming (1) that a SORA Index Cessation Event has occurred, (2) the Successor Rate or, as the case may be, the Alternative Rate, (3) the applicable Adjustment Spread and (4) the specific terms of any Benchmark Amendments (if any), in each case as determined in accordance with the provisions of this Condition 6.6(c); and

(B) certifying that the Benchmark Amendments (if any) are necessary to ensure the proper operation of such Successor Rate or Alternative Rate and (in either case) the applicable Adjustment Spread.

Each of the Trustee and the Agents shall be entitled to rely conclusively on such certificate (without liability to any person) as sufficient evidence thereof and none of them shall be liable to the Issuer, the Noteholders, the Couponholders or any other person for so doing. The Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) specified in such certificate will (in the absence of manifest error or bad faith in the determination of the Successor Rate or Alternative Rate and the Adjustment Spread and the Benchmark Amendments (if any) and without prejudice to the Trustee's or an Agent's ability to rely on such certificate as aforesaid) be binding on the Issuer, the Trustee, the Calculation Agent, the Paying Agents and the Noteholders.

(vi) *Survival of Original Reference Rate*

Without prejudice to the obligations of the Issuer under conditions 6.6(c)(i), 6.6(c)(ii), 6.6(c)(iii) and 6.6(c)(iv), the Original Reference Rate and the fallback provisions provided for in Condition 6.2 shall continue to apply unless a Benchmark Event has occurred.

(vii) *Definitions*

As used in this Condition 6.6(c):

"**Adjustment Spread**" means either:

(a) a spread (which may be positive, negative or zero); or

(b) a formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Rate (as the case may be) and is the spread, formula or methodology which:

(i) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body; or

(ii) (if no such recommendation has been made, or in the case of an Alternative Rate) the Independent Adviser determines as being customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate; or (if the Independent Adviser determines that no such spread is customarily applied); or

(iii) the Independent Adviser (in consultation with the Issuer) determines, and which recognised or acknowledged as being the industry standard for over-

the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate (as the case may be);

"**Alternative Rate**" means an alternative benchmark or screen rate which the Independent Adviser, determines in accordance with Condition 6.6(c)(ii) as being customarily applied in market usage in debt capital markets transactions for the purposes of determining rates of interest (or the relevant component part thereof) in Singapore Dollars;

"**Benchmark Amendments**" has the meaning given to it in Condition 6.6(c)(iv);

"**Independent Adviser**" means an independent financial institution of international repute or an independent financial adviser with appropriate expertise appointed by the Issuer under Condition 6.6(c)(i);

"**Original Reference Rate**" means, initially, SORA (being the originally-specified benchmark rate used to determine Compounded Daily SORA and the Rate of Interest), provided that if a SORA Index Cessation Event has occurred with respect to SORA or the then-current Original Reference Rate, then "**Original Reference Rate**" means the applicable Successor Rate or Alternative Rate (as the case may be);

"**Relevant Nominating Body**" means:

(i) the Monetary Authority of Singapore (or any successor administrator of the Original Reference Rate); or

(ii) any working group or committee officially sponsored or endorsed by, chaired or co-chaired by or constituted at the request of the Monetary Authority of Singapore (or any successor administrator of the Original Reference Rate);

"**SORA Index Cessation Event**" means the occurrence of one or more of the following events:

(i) the Original Reference Rate ceasing to be published for a period of at least five Singapore Business Days or ceasing to exist; or

(ii) the making of a public statement or publication of information by or on behalf of the Monetary Authority of Singapore (or a successor administrator of the Original Reference Rate), the regulatory supervisor for the administrator of the Original Reference Rate, the central bank for the currency of the Original Reference Rate, an insolvency official with jurisdiction over the administrator of the Original Reference Rate, a resolution authority with jurisdiction over the administrator of the Original Reference Rate or a court or an entity with similar insolvency or resolution authority over the administrator of the Original Reference Rate, announcing that the administrator of the Original Reference Rate has ceased or will cease to provide the Original Reference Rate permanently or indefinitely, and such cessation is reasonably expected by the Issuer to occur prior to the Maturity Date, provided that, at the time of the statement or publication, there is no successor administrator that will continue to provide the Original Reference Rate; or

(iii) the making of a public statement or publication of information by the regulatory supervisor for the administrator of the Original Reference Rate announcing that the Original Reference Rate has been or will be permanently or indefinitely

discontinued and such discontinuation is reasonably expected by the Issuer to occur prior to the Maturity Date; or

(iv) the making of a public statement or publication of information by or on behalf of the Monetary Authority of Singapore (or the supervisor of a successor administrator of the Original Reference Rate) as a consequence of which the Original Reference Rate will be prohibited from being used either generally, or in respect of the Notes, and such prohibition is reasonably expected by the Issuer to occur prior to the Maturity Date; or

(v) the making of a public statement by or on behalf of the Monetary Authority of Singapore (or the supervisor of a successor administrator of the Original Reference Rate) that the Original Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market; or

(vi) it has become unlawful for the Principal Paying Agent, the Calculation Agent, the Issuer or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate; or

(vii) the making of a public statement by the supervisor of the administrator of the Original Reference Rate that the Original Reference Rate is no longer representative or will, by a specified date within the following six months, be deemed to be no longer representative,

provided that the SORA Index Cessation Event shall be deemed to occur (a) in the case of paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Original Reference Rate or the discontinuation of the Original Reference Rate, as the case may be, (b) in the case of paragraph (iv) above, on the date of the prohibition of use of the Original Reference Rate and (c) in the case of paragraph (v) above, on the date with effect from which the Original Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement.

The occurrence of a SORA Index Cessation Event shall be determined by the Issuer and promptly notified to the Trustee, the Calculation Agent and the Paying Agents. For the avoidance of doubt, neither the Trustee, the Calculation Agent nor any other Agent shall have any responsibility for making such determination or for monitoring or determining whether or not a Benchmark Event has occurred or may occur and none of them shall be liable to the Issuer, the Noteholders, the Couponholders or any other person for not doing so; and

"**Successor Rate**" means a successor to or replacement of the Original Reference Rate which is formally recommended by any Relevant Nominating Body as the replacement of the Original Reference Rate (which rate may be produced by the Monetary Authority of Singapore or such other administrator).

7 Payments

7.1 Method of payment

Subject as provided below:

(a) payments in a Specified Currency other than euro will be made by credit or transfer to an account in the relevant Specified Currency maintained by the payee with a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively); and

(b) payments will be made in euro by credit or transfer to a euro account (or any other account to which euro may be credited or transferred) specified by the payee.

Payments will be subject in all cases to (i) any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 9 and (ii) any withholding or deduction required pursuant to an agreement described in section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof, or (without prejudice to the provisions of Condition 9) any law implementing an intergovernmental approach thereto.

7.2 Presentation of definitive Bearer Notes, Receipts and Coupons

Payments of principal in respect of definitive Bearer Notes will (subject as provided below) be made in the manner provided in Condition 7.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of definitive Bearer Notes, and payments of interest in respect of definitive Bearer Notes will (subject as provided below) be made as aforesaid only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of Coupons, in each case at the specified office of any Paying Agent outside the United States (which expression, as used herein, means the United States of America (including the States and the District of Columbia and its possessions)).

Payments of Instalment Amounts (if any) in respect of Definitive Bearer Notes, other than the final instalment, will (subject as provided below) be made in the manner provided in Condition 7.1 above against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Receipt in accordance with the preceding paragraph. Payment of the final instalment will be made in the manner provided in Condition 7.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the relevant Bearer Note in accordance with the preceding paragraph. Each Receipt must be presented for payment of the relevant instalment together with the Definitive Bearer Note to which it appertains. Receipts presented without the Definitive Bearer Note to which they appertain do not constitute valid obligations of the Issuer. Upon the date on which any Definitive Bearer Note becomes due and repayable, unmatured Receipts (if any) relating thereto (whether or not attached) shall become void and no payment shall be made in respect thereof.

Fixed Rate Notes in definitive bearer form (other than Dual Currency Notes, Index Linked Notes or Long Maturity Notes (as defined below)) should be presented for payment together with all unmatured Coupons appertaining thereto (which expression shall for this purpose include Coupons falling to be issued on exchange of matured Talons), failing which the amount of any missing unmatured Coupon (or, in the case of payment not being made in full, the same proportion of the amount of such missing unmatured Coupon as the sum so paid bears to the sum due) will be deducted from the sum due for payment. Each amount of principal so deducted will be paid in the manner mentioned above against surrender of the relative missing Coupon at any time before the expiry of 10 years after the Relevant Date (as defined in Condition 9) in respect of such principal (whether or not such Coupon would

otherwise have become void under Condition 10) or, if later, five years from the date on which such Coupon would otherwise have become due, but in no event thereafter.

Upon any Fixed Rate Note in definitive bearer form becoming due and repayable prior to its Maturity Date, all unmatured Talons (if any) appertaining thereto will become void and no further Coupons will be issued in respect thereof.

Upon the date on which any Floating Rate Note, Dual Currency Note, Index Linked Note or Long Maturity Note in definitive bearer form becomes due and repayable, unmatured Coupons and Talons (if any) relating thereto (whether or not attached) shall become void and no payment or, as the case may be, exchange for further Coupons shall be made in respect thereof. A "**Long Maturity Note**" is a Fixed Rate Note (other than a Fixed Rate Note which on issue had a Talon attached) whose nominal amount on issue is less than the aggregate interest payable thereon provided that such Note shall cease to be a Long Maturity Note on the Interest Payment Date on which the aggregate amount of interest remaining to be paid after that date is less than the nominal amount of such Note.

If the due date for redemption of any definitive Bearer Note is not an Interest Payment Date, interest (if any) accrued in respect of such Note from (and including) the preceding Interest Payment Date or, as the case may be, the Interest Commencement Date shall be payable only against surrender of the relevant definitive Bearer Note.

7.3 Payments in respect of Bearer Global Notes

Payments of principal and interest (if any) in respect of Bearer Notes represented by any Bearer Global Note will (subject as provided below) be made in the manner specified above in relation to definitive Bearer Notes and otherwise in the manner specified in the relevant Global Note, against presentation or surrender, of such Bearer Global Note at the specified office of any Paying Agent outside the United States. A record of each payment made against presentation or surrender of any Bearer Global Notes, distinguishing between any payment of principal and any payment of interest, will be made on such Bearer Global Note by the Paying Agent to which it was presented and such record shall be prima facie evidence that the payment in question has been made.

7.4 Payments in respect of Registered Notes

Payments of principal (other than instalments of principal prior to the final instalment) in respect of each Registered Note (whether or not in global form) will be made against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of the Registered Note at the specified office of the Registrar or any of the Paying Agents. Such payments will be made by transfer to the Designated Account (as defined below) of the holder (or the first named of joint holders) of the Registered Note appearing in the register of holders of the Registered Notes maintained by the Registrar (the "**Register**") (i) where in global form, at the close of the business day (being for this purpose a day on which Euroclear and Clearstream are open for business) before the relevant due date, and (ii) where in definitive form, at the close of business on the third business day (being for this purpose a day on which banks are open for business in the city where the specified office of the Registrar is located) before the relevant due date. For these purposes, "**Designated Account**" means the account (which, in the case of a payment in Japanese yen to a non resident of Japan, shall be a non resident account) maintained by a holder with a Designated Bank and identified as such in the Register and "**Designated Bank**" means (in the case of payment in a Specified Currency other than euro) a bank in the principal financial centre of the country of such Specified Currency (which, if the Specified Currency is Australian dollars or New Zealand dollars, shall be Sydney and Auckland, respectively) and (in the case of a payment in euro) any bank which processes payments in euro.

Payments of interest and payments of instalments of principal (other than the final instalment) in respect of each Registered Note (whether or not in global form) will be made by transfer on the due date to the Designated Account of the holder (or the first named of joint holders) of the Registered Note appearing in the Register (i) where in global form, at the close of the business day (being for this purpose a day on which Euroclear and Clearstream are open for business) before the relevant due date, and (ii) where in definitive form, at the close of business on the fifteenth day (whether or not such fifteenth day is a Business Day) before the relevant due date (the "**Record Date**"). Payment of the interest due in respect of each Registered Note on redemption and the final instalment of principal will be made in the same manner as payment of the principal amount of such Registered Note.

No commissions or expenses shall be charged to the holders by the Registrar In respect of any payments of principal or interest in respect of Registered Notes.

None of the Issuer, the Trustee or the Agents will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Registered Global Notes or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

*So long as the Registered Note is held on behalf of Euroclear, Clearstream or any other clearing system, each payment in respect of the Registered Notes will be made to the person shown as the Holder in the Register at the close of business of the relevant clearing system on the Clearing System Business Day before the due date for such payments, where "**Clearing System Business Day**" means a weekday (Monday to Friday, inclusive) except 25 December and 1 January.*

7.5 General provisions applicable to payments

The holder of a Global Note shall be the only person entitled to receive payments in respect of Notes represented by such Global Note and the Issuer will be discharged by payment to, or to the order of, the holder of such Global Note in respect of each amount so paid. Each of the persons shown in the records of Euroclear or Clearstream as the beneficial holder of a particular nominal amount of Notes represented by such Global Note must look solely to Euroclear or Clearstream, as the case may be, for his share of each payment so made by the Issuer to, or to the order of, the holder of such Global Note.

Notwithstanding the foregoing provisions of this Condition, if any amount of principal and/or interest in respect of any Bearer Notes is payable in U.S. dollars, such U.S. dollar payments of principal and/or interest in respect of such Notes will be made at the specified office of a Paying Agent in the United States if:

(a) the Issuer has appointed Paying Agents with specified offices outside the United States with the reasonable expectation that such Paying Agents would be able to make payment in U.S. dollars at such specified offices outside the United States of the full amount of principal and interest on the Bearer Notes in the manner provided above when due;

(b) payment of the full amount of such principal and interest at all such specified offices outside the United States is illegal or effectively precluded by exchange controls or other similar restrictions on the full payment or receipt of principal and interest in U.S. dollars; and

(c) such payment is then permitted under United States law without involving, in the opinion of the Issuer, adverse tax consequences to the Issuer.

7.6 Payment Day

If the date for payment of any amount in respect of any Note, Receipt or Coupon is not a Payment Day, the holder thereof shall not be entitled to payment until the next following Payment Day in the relevant

place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, "**Payment Day**" means any day which (subject to Condition 10) is:

(a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits):

(i) in the case of Notes in definitive form only, in the relevant place of presentation; and

(ii) in each Additional Financial Centre (other than T2) specified in the applicable Pricing Supplement; and

(b) if T2 is specified as an Additional Financial Centre in the applicable Pricing Supplement, a day on which T2 or any successor system is open; and

(c) either (1) in relation to any sum payable in a Specified Currency other than euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the relevant Specified Currency (which if the Specified Currency is Australian dollars or New Zealand dollars shall be Sydney and Auckland, respectively) or (2) in relation to any sum payable in euro, a day on which T2 or any successor system is open.

7.7 Interpretation of principal and interest

Any reference in the Conditions to principal in respect of the Notes shall be deemed to include, as applicable:

(a) any additional amounts which may be payable with respect to principal under Condition 9 or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Trust Deed;

(b) the Final Redemption Amount of the Notes;

(c) the Early Redemption Amount of the Notes;

(d) the Optional Redemption Amount(s) (if any) of the Notes;

(e) in relation to Notes redeemable in instalments, the Instalment Amounts;

(f) in relation to Zero Coupon Notes, the Amortised Face Amount (as defined in Condition 8.7); and

(g) any premium and any other amounts (other than interest) which may be payable by the Issuer under or in respect of the Notes.

Any reference in these Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any additional amounts which may be payable with respect to interest under Condition 9 or under any undertaking or covenant given in addition thereto, or in substitution therefor, pursuant to the Trust Deed.

8 Redemption and Purchase

8.1 Redemption at maturity

Unless previously redeemed or purchased and cancelled as specified below, each Note will be redeemed by the Issuer at its Final Redemption Amount specified in the applicable Pricing Supplement in the relevant Specified Currency on the Maturity Date specified in the applicable Pricing Supplement.

8.2 Redemption for tax reasons (Issuer Tax Call)

Subject to Condition 8.5, the Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time (if this Note is not a Floating Rate Note, an Index Linked Interest Note, nor a Dual Currency Note) or on any Interest Payment Date (if the Notes are either a Floating Rate Note, an Index Linked Interest Note or a Dual Currency Note), on giving not less than the minimum period nor more than the maximum period of notice specified in the applicable Pricing Supplement to the Trustee and the Principal Paying Agent and, in accordance with Condition 9, the Noteholders (which notice shall be irrevocable), if the Issuer satisfies the Trustee immediately before the giving of such notice that:

(a) on the occasion of the next payment due under the Notes, the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 9 as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction (as defined in Condition 9) or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of the Notes; and

(b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it,

provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts were a payment in respect of the Notes then due.

Prior to the publication of any notice of redemption pursuant to this Condition, the Issuer shall deliver to the Trustee to make available at its principal place of business to the Noteholders (i) a certificate signed by an Authorised Signatory of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the Conditions precedent to the right of the Issuer so to redeem have occurred or been satisfied pursuant to the relevant provisions of this Condition 8, and (ii) an opinion, addressed to and in form and substance satisfactory to the Trustee, of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment and the Trustee shall be entitled to accept the certificate as sufficient evidence of the satisfaction of the Conditions precedent set out above, in which event it shall be conclusive and binding on the Noteholders, the Receiptholders and the Couponholders.

Notes redeemed pursuant to this Condition 8.2 will be redeemed at their Early Redemption Amount referred to in Condition 8.5 below together (if appropriate) with interest accrued to (but excluding) the date of redemption.

Any notice of redemption will be irrevocable and will provide details of the redemption date. If the redemption price in respect of any Notes is improperly withheld or refused and is not paid by the Issuer, interest on the outstanding principal amount of such Notes will continue to be payable as provided in the Trust Deed until the redemption price is actually paid.

For any redemption prior to the Maturity Date (as defined below), pursuant to an Issuer Tax Call (as set out in paragraph 8.2 above), the Issuer is required to obtain the prior approval of RBI, before effecting such a redemption prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines and such approval may not be forthcoming. See "Investment Considerations — Considerations relating to the Notes and the Security — Early redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior RBI approval".

In this Condition 8.2, "**Authorised Signatory**" means any director of the Issuer or any other person duly authorised by the Board of the Issuer as specified in a certificate provided to the Trustee and signed by the Managing Director or Chief Financial Officer or Company Secretary of the Issuer from time to time. The Trustee shall be entitled to assume that the persons specified in the most recent certificate received by it are and continue to be authorised signatories, until notified to the contrary by the Issuer.

8.3 Redemption at the option of the Issuer (Issuer Call)

This Condition 8.3 applies to Notes which are subject to redemption prior to the Maturity Date at the option of the Issuer (other than for taxation reasons), such option being referred to as an "**Issuer Call**". The applicable Pricing Supplement contains provisions applicable to any Issuer Call and must be read in conjunction with this Condition 8.3 for full information on any Issuer Call. In particular, the applicable Pricing Supplement will identify the applicable notice periods.

If Issuer Call is specified as being applicable in the applicable Pricing Supplement, the Issuer may, having given not less than the minimum period nor more than the maximum period of notice specified in applicable Pricing Supplement to the Noteholders in accordance with Condition 15 and to the Trustee and the Principal Paying Agent (which notice shall be irrevocable and shall specify the date fixed for redemption), redeem all or some only of the Notes then outstanding on any date prior to the Maturity Date at their principal amount together, if appropriate, with interest accrued to (but excluding) the date fixed for redemption and Applicable Premium (together, the "**Makewhole Amount**").

In the case of a partial redemption of Notes, the Notes to be redeemed ("**Redeemed Notes**") will (i) in the case of Redeemed Notes represented by definitive Notes, be selected individually by lot, not more than 30 days prior to the date fixed for redemption and (ii) in the case of Redeemed Notes represented by a Global Note, be selected in accordance with the rules of Euroclear and/or Clearstream, (to be reflected in the records of Euroclear and Clearstream as either a pool factor or a reduction in nominal amount, at their discretion). In the case of Redeemed Notes represented by definitive Notes, a list of the serial numbers of such Redeemed Notes will be published in accordance with Condition 15 not less than 15 days prior to the date fixed for redemption.

Notwithstanding the Issuer Call being specified in the applicable Pricing Supplement, no Applicable Premium applies if the Notes are redeemed within 90 days of the Maturity Date. For the avoidance of doubt, none of the Agents or the Trustee have any responsibility or liability to the Noteholders, the Issuer or any other Person with respect to the calculation or verification of any calculation of the Applicable Premium.

8.4 Definitions

In this Condition 8.4:

"**Adjusted Treasury Rate**" means, with respect to any redemption date:

(a) the average of the yields in each statistical release for the immediately preceding week (from the calculation date) designated "H.15" or any successor release published by the Board of Governors of the Federal Reserve System which establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the heading "U.S. government securities – Treasury constant maturities – nominal," for the maturity corresponding to the Comparable Treasury Issue; provided that if no maturity is within three months before or after the period from the redemption date to the maturity of the Comparable Treasury Issue, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Adjusted Treasury Rate will be interpolated or extrapolated from those yields on a straight-line basis rounding to the nearest month; provided further that if the period from the redemption date

to the stated maturity of the Note is less than one year, the weekly average yield on actually traded U.S. Treasury securities adjusted to a constant maturity of one year will be used; or

(b) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

The Adjusted Treasury Rate shall be calculated on the third Business Day preceding the redemption date;

"**Applicable Premium**" means, with respect to a Note on any redemption date, the excess of (a) the present value on such redemption date of 100 per cent. of the principal amount of such Note, plus all required remaining scheduled interest payments due on such Note through the stated maturity of such Note (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the Adjusted Treasury Rate plus 15 basis points, over (b) the principal amount of such Note;

"**Comparable Treasury Issue**" means the United States Treasury security selected by an Independent Investment Bank having a maturity most nearly equal to the period from the redemption date to the stated maturity of the Note;

"**Comparable Treasury Price**" means, with respect to any redemption date:

(a) the average of five Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest of such Reference Treasury Dealer Quotations; or

(b) if the Independent Investment Bank obtains fewer than five Reference Treasury Dealer Quotations, the average of all such quotations;

"**Independent Investment Bank**" means a Reference Treasury Dealer selected and appointed by the Issuer (at its own cost) as such and notified in writing to the Trustee;

"**Primary Treasury Dealer**" means a primary U.S. government securities dealer in New York City;

"**Reference Treasury Dealer**" means:

(a) The Hongkong and Shanghai Banking Corporation and its respective successors or any of their respective affiliates, so long as it is a Primary Treasury Dealer; provided that, if any such Person ceases to be a Primary Treasury Dealer, the Issuer will select another Primary Treasury Dealer to replace such Person; and

(b) any other Primary Treasury Dealer selected by the Issuer; and

"**Reference Treasury Dealer Quotation**" means, with respect to the relevant Reference Treasury Dealer and any redemption date, the average, as determined by the Independent Investment Bank, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Independent Investment Bank by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third Business Day preceding such redemption date.

For any early redemption of the Notes prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines, the Issuer is required to obtain prior approval of RBI in accordance with the ECB Guidelines and such approval may not be forthcoming. An early redemption of Notes (including for an exercise of the Issuer Call) prior to the Minimum Average Maturity Period stipulated under the ECB Guidelines will require prior approval of RBI in accordance with the ECB Guidelines. See "Investment Considerations — Considerations relating to the Notes and the Security —

Early redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior RBI approval of RBI".

8.5 Redemption at the option of the Noteholders (Investor Put)

This Condition 8.5 applies to Notes which are subject to redemption prior to the Maturity Date at the option of the Noteholder, such option being referred to as an "**Investor Put**". The applicable Pricing Supplement contains provisions applicable to any Investor Put and must be read in conjunction with this Condition 8.5 for full information on any Investor Put. In particular, the applicable Pricing Supplement will identify the Optional Redemption Date(s), the Optional Redemption Amount and the applicable notice periods.

If Investor Put is specified as being applicable in the applicable Pricing Supplement, upon the holder of any Note giving to the Issuer in accordance with Condition 15 not less than the minimum period nor more than the maximum period of notice specified in the applicable Pricing Supplement, the Issuer will, upon the expiry of such notice, redeem such Note on the Optional Redemption Date and at the Optional Redemption Amount together, if appropriate, with interest accrued to (but excluding) the Optional Redemption Date.

To exercise the right to require redemption of this Note the holder of this Note must, if this Note is in definitive form and held outside Euroclear and Clearstream, deliver, at the specified office of any Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes) at any time during normal business hours of such Paying Agent or, as the case may be, the Registrar falling within the notice period, a duly completed and signed notice of exercise in the form (for the time being current) obtainable from any specified office of any Paying Agent or, as the case may be, the Registrar (a "**Put Notice**") and in which the holder must specify a bank account to which payment is to be made under this Condition and, in the case of Registered Notes, the nominal amount thereof to be redeemed and, if less than the full nominal amount of the Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of such Registered Notes is to be sent subject to and in accordance with the provisions of Condition 2.2. If this Note is in definitive bearer form, the Put Notice must be accompanied by this Note or evidence satisfactory to the Paying Agent concerned that this Note will, following delivery of the Put Notice, be held to its order or under its control.

If this Note is represented by a Global Note or is in definitive form and held through Euroclear or Clearstream, to exercise the right to require redemption of this Note the holder of this Note must, within the notice period, give notice to the Principal Paying Agent of such exercise in accordance with the standard procedures of Euroclear and Clearstream (which may include notice being given on his instruction by Euroclear, Clearstream or any common depositary, as the case may be for them to the Principal Paying Agent by Electronic Means) in a form acceptable to Euroclear and Clearstream from time to time.

Any Put Notice or other notice given in accordance with the standard procedures of Euroclear and Clearstream by a holder of any Note pursuant to this Condition 8.5 shall be irrevocable except where, prior to the due date of redemption, an Event of Default has occurred and the Trustee has declared the Notes to be due and payable pursuant to Condition 11, in which event such holder, at its option, may elect by notice to the Issuer to withdraw the notice given pursuant to this Condition 8.5 and instead to declare such Note forthwith due and payable pursuant to Condition 11.

Any early redemption of the Notes prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require the prior approval of RBI in accordance with the ECB Guidelines and such approval may not be forthcoming. An early redemption of Notes (including for an exercise of the Investor Put) prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB

Guidelines will require prior approval of RBI in terms of the ECB Guidelines. See "Investment Considerations — Considerations relating to the Notes and the Security — Early redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior RBI approval".

8.6 Redemption upon Change of Control (Investor Put upon Change of Control)

Within 15 days following any Change of Control, the Issuer will give notice to the Noteholders, the Trustee and the Principal Paying Agent in accordance with Condition 15 stating that a Change of Control has occurred.

Following the occurrence of a Change of Control, each Noteholder will have the right to require the Issuer to redeem any of the Notes held by such Noteholder at a purchase price equal to 100.0 per cent of the nominal amount, together with interest (including additional amounts pursuant to Condition 9, if any) accrued to (but excluding) the date of redemption. If Investor Put upon Change of Control is specified as being applicable in the applicable Pricing Supplement, upon the holder of any Note giving to the Issuer in accordance with Condition 15 not less than the minimum period nor more than the maximum period of notice specified in the applicable Pricing Supplement, the Issuer will, upon the expiry of such notice redeem any of the Notes held by such Noteholder at a purchase price equal to 100.0 per cent. of the nominal amount, together with interest (including additional amounts pursuant to Condition 9, if any) accrued to (but excluding) the date of redemption.

To exercise the right to require redemption of this Note the holder of this Note must, if this Note is in definitive form and held outside Euroclear and Clearstream, deliver, at the specified office of any Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes) at any time during normal business hours of such Paying Agent or, as the case may be, the Registrar falling within the notice period, a duly completed and signed Put Notice and in which the holder must specify a bank account to which payment is to be made under this Condition and, in the case of Registered Notes, the nominal amount thereof to be redeemed and, if less than the full nominal amount of the Registered Notes so surrendered is to be redeemed, an address to which a new Registered Note in respect of the balance of such Registered Notes is to be sent subject to and in accordance with the provisions of Condition 2.2. If this Note is in definitive bearer form, the Put Notice must be accompanied by this Note or evidence satisfactory to the Paying Agent concerned that this Note will, following delivery of the Put Notice, be held to its order or under its control.

The Issuer is obliged to redeem any such Notes on the first business day in the place where such redemption notice is deposited falling 30 days after such deposit.

A Put Notice given by a holder of any Note shall be irrevocable and no Note deposited with a Paying Agent, Transfer Agent or the Registrar pursuant to this Condition 8.6 may be withdrawn without the prior written consent of the Issuer.

The right of any Noteholder to require the Issuer to redeem any Note upon a Change of Control is not conditional upon a Change of Control notice having been given by the Issuer, but will, if such notice is given by the Issuer, be exercised by such Noteholder within 45 days of the giving of such notice.

In this Condition 8.6:

"**Affiliate**" means, with respect to any Person, any other Person directly or indirectly controlling, controlled by, or under direct or indirect common control with, such Person. For purposes of this definition, "control" (including with correlative meanings, the terms "controlling," "controlled by" and "under common control with"), as applied to any Person, means the possession, directly or indirectly, of

the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of Voting Rights, by contract or otherwise.

"**Change of Control**" means in relation to the Issuer, (i) a person or persons, acting together, other than Tata Sons Private Limited, its Subsidiaries, its associates or its Affiliates, acquire, directly or indirectly, more than 51 per cent. of the Voting Rights of the issued share capital of the Issuer; and (ii) Tata Sons Private Limited, its Subsidiaries, its associates or its Affiliates, no longer hold Control of the Issuer; and (iii) where the Issuer is no longer permitted to use the "Tata" trademark and the logo "  ".

"**Control**" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of the Issuer, whether through the ownership of voting securities, by contract or otherwise.

"**Subsidiaries**" means in relation to any company other than the Issuer which the Issuer (i) controls the composition of the board of directors, or (ii) exercises or controls more than one-half of the total voting power either on its own or together with one or more of its subsidiary companies.

"**Voting Rights**" means the right generally to vote at a general meeting of shareholders of the Issuer (irrespective of whether or not, at the time, stock of any other class or classes shall have, or might have, voting power by reason of the happening of any contingency).

Any early redemption of the Notes prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require the prior approval of RBI in accordance with the ECB Guidelines and such approval may not be forthcoming. An early redemption of Notes (including for an exercise of the Investor Put upon Change of Control) prior to the expiry of the Minimum Average Maturity Period stipulated under the ECB Guidelines will require prior approval of RBI in terms of the ECB Guidelines. See "Investment Considerations — Considerations relating to the Notes and the Security — Early redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior RBI approval".

8.7 Early Redemption Amounts

For the purpose of Condition 8.2 above and Condition 11:

(a) each Note (other than a Zero Coupon Note) will be redeemed at its Early Redemption Amount; and

(b) each Zero Coupon Note will be redeemed at an amount (the "**Amortised Face Amount**") calculated in accordance with the following formula:

Early Redemption Amount = RP x $(1 + AY)^y$ where:

"**RP**" means the Reference Price;

"**AY**" means the Accrual Yield expressed as a decimal; and

"**y**" is the Day Count Fraction specified in the applicable Pricing Supplement which will be either (i) 30/360 (in which case the numerator will be equal to the number of days (calculated on the basis of a 360-day year consisting of 12 months of 30 days each) from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (ii) Actual/360 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date

fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 360) or (iii) Actual/365 (in which case the numerator will be equal to the actual number of days from (and including) the Issue Date of the first Tranche of the Notes to (but excluding) the date fixed for redemption or (as the case may be) the date upon which such Note becomes due and repayable and the denominator will be 365).

8.8 Specific redemption provisions applicable to Index Linked and Dual Currency Notes

The Final Redemption Amount, any Optional Redemption Amount and the Early Redemption Amount in respect of Index Linked Redemption Notes and Dual Currency Redemption Notes may be specified in, or determined in the manner specified in, the applicable Pricing Supplement. For the purposes of Condition 8.2, Index Linked Interest Notes and Dual Currency Interest Notes may be redeemed only on an Interest Payment Date.

Instalment Notes will be redeemed in the Instalment Amounts and on the Instalment Dates specified in the applicable Pricing Supplement. In the case of early redemption, the Early Redemption Amount of Instalment Notes will be determined in the manner specified in the applicable Pricing Supplement.

Partly Paid Notes will be redeemed, whether at maturity, early redemption or otherwise, in accordance with the provisions of this Condition and the applicable Pricing Supplement.

8.9 Purchases

The Issuer or any Subsidiary of the Issuer may at any time purchase Notes (provided that, in the case of definitive Bearer Notes, all unmatured Receipts, Coupons and Talons appertaining thereto are purchased therewith) at any price in the open market or otherwise. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent and/or the Registrar for cancellation.

8.10 Cancellation

All Notes which are redeemed will forthwith be cancelled (together with all unmatured Receipts, Coupons and Talons attached thereto or surrendered therewith at the time of redemption). All Notes so cancelled and any Notes purchased and cancelled pursuant to Condition 8.8 above (together with all unmatured Receipts, Coupons and Talons cancelled therewith) shall be forwarded to the Principal Paying Agent (which shall notify the Registrar of such cancelled Notes in case of Registered Notes) and may not be reissued or resold.

8.11 Late payment on Zero Coupon Notes

If the amount payable in respect of any Zero Coupon Note upon redemption of such Zero Coupon Note pursuant to Condition 8.1, 8.2, 8.3 or 8.5 above or upon its becoming due and repayable as provided in Condition 11 is improperly withheld or refused, the amount due and repayable in respect of such Zero Coupon Note shall be the amount calculated as provided in Condition 8.7(b) above as though the references therein to the date fixed for the redemption or the date upon which such Zero Coupon Note becomes due and payable were replaced by references to the date which is the earlier of:

(a) the date on which all amounts due in respect of such Zero Coupon Note have been paid; and

(b) five days after the date on which the full amount of the moneys payable in respect of such Zero Coupon Notes has been received by the Principal Paying Agent or the Registrar or the Trustee and notice to that effect has been given to the Noteholders in accordance with Condition 15.

9 Taxation

9.1 Payment without withholding

All payments of principal and interest in respect of the Notes, Receipts and Coupons by or on behalf of the Issuer will be made free and clear of, and without set-off or counterclaim and without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by or on behalf of any Tax Jurisdiction unless such withholding or deduction is required by law. In such event, the Issuer will pay such additional amounts as shall be necessary in order that the net amounts received by the holders of the Notes, Receipts or Coupons after such withholding or deduction shall equal the respective amounts of principal and interest which would otherwise have been receivable in respect of the Notes, Receipts or Coupons, as the case may be, in the absence of such withholding or deduction; except that no such additional amounts shall be payable with respect to any Note, Receipt or Coupon:

(a) the holder of which is liable for such taxes or duties in respect of such Note, Receipt or Coupon by reason of his having some connection with a Tax Jurisdiction other than the mere holding of such Note, Receipt or Coupon; or

(b) presented for payment more than 30 days after the Relevant Date (as defined in Condition 9.1) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day assuming that day to have been a Payment Day (as defined in Condition 7.6); or

(c) where such withholding or deduction is required pursuant to an agreement described in section 1471(b) of the U.S. Internal Revenue Code of 1986 (the "**Code**") or otherwise imposed pursuant to sections 1471 through 1474 of the Code, any regulations or agreements thereunder or any official interpretations thereof.

As used herein:

(i) "**Tax Jurisdiction**" means India or any political subdivision or any authority thereof or therein having power to tax or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which payments made by the Issuer of principal and interest on the Notes become generally subject; and

(ii) the "**Relevant Date**" means the date on which such payment first becomes due, except that, if the full amount of the moneys payable has not been duly received by the Trustee or the Principal Paying Agent or the Registrar, as the case may be, on or prior to such due date, it means the date on which, the full amount of such moneys having been so received, notice to that effect is duly given to the Noteholders in accordance with Condition 15.

Any interest/coupon payments made by the Issuer are required to be within the all-in-cost ceilings prescribed under the ECB Guidelines or in accordance with any specific approvals received by the Issuer from RBI or any other regulatory authority appointed in accordance with the ECB Guidelines, obtained by the Issuer in this regard. See "Investment Considerations — Considerations relating to the Notes and the Security — Early redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior RBI approval".

9.2 No responsibility on Trustee for determinations

Neither the Trustee nor any Agent shall be responsible for paying any tax, duty, charges, withholding or other payment referred to in this Condition 9 or for determining whether such amounts are payable or the amount thereof, and none of them shall be responsible or liable for any failure by the Issuer, any

Noteholder, any Receiptholder, any Couponholder or any third party to pay such tax, duty, charges, withholding or other payment in any jurisdiction or to provide any notice or information to the Trustee or any Agent that would permit, enable or facilitate the payment of any principal, premium (if any), interest or other amount under or in respect of the Notes, the Receipts or the Coupons without deduction or withholding for or on account of any tax, duty, charge, withholding or other payment imposed by or in any jurisdiction.

10 Prescription

The Notes (whether in bearer or registered form), Receipts and Coupons will become void unless claims in respect of principal and/or interest are made within a period of 10 years (in the case of principal) and five years (in the case of interest) after the Relevant Date (as defined in Condition 9 therefor).

There shall not be included in any Coupon sheet issued on exchange of a Talon any Coupon the claim for payment in respect of which would be void pursuant to this Condition or Condition 7.2 or any Talon which would be void pursuant to Condition 7.2.

11 Events of Default and Enforcement

11.1 Events of Default

The Trustee at its discretion may, and if so requested in writing by the holders of at least 25 per cent. in aggregate principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders shall (subject in each case to being indemnified and/or secured and/or prefunded to its satisfaction) give notice in writing to the Issuer that each Note is, and each Note shall thereupon, immediately become due and repayable at its Early Redemption Amount, together with accrued and unpaid interest as provided in the Trust Deed if any of the following events (each, an "**Event of Default**") shall occur and is continuing:

(a) Non-payment

if default is made in the payment of any principal or interest due in respect of the Notes or any of them and, in the case of interest, the default continues for a period of seven (7) days; or

(b) Breach of Other Obligations

the Issuer defaults in the performance or observance of or compliance with any of its other obligations set out in the Notes or the Trust Deed or, in respect of Senior Secured Notes, the Security Document, which default is, in the opinion of the Trustee, incapable of being remedied or, if in the opinion of the Trustee it is capable of being remedied, is not remedied within 30 days after notice requiring such default to be remedied shall have been given to the Issuer by the Trustee; or

(c) Cross-Acceleration

(i) any other present or future indebtedness of the Issuer for or in respect of moneys borrowed or raised becomes due and payable prior to its stated maturity by reason of any actual or potential default, event of default or the like (howsoever described);

(ii) any indebtedness for borrowed money is not paid when due as extended by any applicable grace period originally provided for; or

(iii) any Security given by the Issuer for any indebtedness for borrowed money becomes enforceable; or

(iv) the Issuer fails to pay when due (or within any applicable grace period originally provided for) any amount payable by it under any present or future guarantee or indemnity in respect of indebtedness for borrowed money,

provided that no event described in this paragraph (c) shall constitute an Event of Default unless the relevant amount of indebtedness or other relative liability due and unpaid, either alone or when aggregated (without duplication) with other amounts of indebtedness and/or other liabilities due and relative to all (if any) other events specified in paragraphs (i) to (iv) above which have occurred and are continuing, amounts to at least U.S.$100,000,000 (or its equivalent in any other currency); or

(d) Enforcement Proceedings

a distress, attachment, execution or other legal process is levied, enforced or sued upon or against any material part of the property, undertaking, assets or revenues of the Issuer and is not either discharged or stayed within 180 days; or

(e) Security Enforced

an encumbrancer takes possession or an administrative or other receiver, manager or other similar person is appointed over, or an attachment order is issued in respect of, the whole or any material part of the undertaking, property, assets or revenues of the Issuer and in any such case such possession, appointment or attachment is not stayed or terminated or the debt on account of which such possession was taken or appointment or attachment was made is not discharged or satisfied within 90 days of such possession, appointment or the issue of such order; or

(f) Enforcement of Unattested Deed of Hypothecation or Security Document

in respect of any Series of Senior Secured Notes only, (i) any other Series of Senior Secured Notes is (or becomes capable of being) accelerated, (ii) the Security Document is enforced, (iii) any Security under the Security Document at any time ceases to be in full force and effect for any reason other than the satisfaction in full of all obligations under the Trust Deed in relation to all Series of Senior Secured Notes, (iv) any Security created under the Security Document shall be declared invalid or unenforceable or (v) the Issuer shall assert, in any pleading in any court of competition jurisdiction, that any Security is invalid or unenforceable; or

(g) Insolvency

the Issuer is declared by a court of competent jurisdiction insolvent or bankrupt or is unable to pay its debts, or stops, suspends or threatens to stop or suspend payment of all or, a material part of (or of a particular type of) its debts as they mature, commences negotiations with any one or more of its creditors with a view to the general readjustment or rescheduling at its indebtedness or makes a general assignment for the benefit of or a composition with its creditors or applies for or consents to or suffers its re-organisation, the appointment of an administrator, liquidator, administrative or other receiver, manager or other similar person in respect of the Issuer or over the whole or any material part of the undertaking, property, assets or revenues of the Issuer and such appointment is not discharged or stayed within 120 days of its taking effect except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved in writing by the Trustee or by an Extraordinary Resolution; or

(h) Winding-up and Disposals

an order of a court of competent jurisdiction is made or an effective resolution is passed for the winding-up or dissolution of the Issuer, or the Issuer sells or disposes of all or substantially all of its assets or business whether as a single transaction or a number of transactions, related or not, except, in any such case, for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms approved in writing by the Trustee or by an Extraordinary Resolution; or

(i) Expropriation

any governmental authority or agency condemns, seizes, compulsorily purchases or expropriates all or any material part of the assets or shares of the Issuer without fair compensation; or

(j) Cessation of Business

the Issuer ceases or threatens to cease to carry on the whole or substantially all of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation on terms previously approved in writing by the Trustee or by an Extraordinary Resolution; or

(k) Judicial Proceedings

if the Issuer initiates or consents to judicial proceedings relating to itself under any applicable liquidation, insolvency, composition, reorganisation or other similar laws (including the obtaining of a moratorium) or makes a conveyance or assignment for the benefit of, or enters into any composition or other arrangement with, its creditors generally (or any class of its creditors) or any meeting is convened to consider a proposal for an arrangement or composition with its creditors generally (or any class of its creditors); or

(l) Moratorium

a moratorium (which expression shall not include any deferral of principal originally contemplated and made in accordance with the terms of any loan or other financing related agreement) is agreed or declared by the Issuer in respect of any indebtedness for borrowed money (including any obligations arising under guarantees) of the Issuer; or

(m) Analogous Events

any events occur which under the laws of India have an analogous effect to any of the events referred to in paragraphs (d) to (l) above.

Notwithstanding the foregoing provisions of this Condition 11, upon the occurrence of an event specified in paragraph (f) above, all Series of Senior Secured Notes then outstanding with respect to the Security Document shall be accelerated automatically without the need for any notice from the Trustee as so provided above, or any other formality.

In these Conditions:

"**Extraordinary Resolution**" means (a) a resolution passed at a meeting of the Noteholders duly convened and held in accordance with these presents by a majority consisting of not less than three-fourths of the persons voting thereat upon a show of hands or if a poll is duly demanded by a majority consisting of not less than three-fourths of the votes cast on such poll; or (b) a resolution in writing signed by or on behalf of holders of at least 75 per cent. of the aggregate principal amount of the Notes for the time being outstanding, which resolution in writing may be contained

in one document or in several documents in like form, each signed by or on behalf of one or more of the Noteholders; or (c) consent given by way of electronic consents through the relevant clearing system(s) by or on behalf of the holders of not less than 75 per cent. of the aggregate principal amount of the Notes for the time being outstanding.

"**indebtedness for borrowed money**" means any present or future indebtedness (whether being principal, premium, interest or other amounts) for or in respect of (i) money borrowed, (ii) liabilities under or in respect of any acceptance or acceptance credit or (iii) any notes, bonds, debentures, debenture stock, loan stock or other securities, issued or distributed whether by way of public offer, private placing, acquisition consideration or otherwise and whether issued for cash or in whole or in part for a consideration other than cash.

Upon any such notice being given to the Issuer, the Notes will immediately become due and repayable at their outstanding principal amount together with accrued interest as provided in the Trust Deed.

11.2 Enforcement

The Trustee may at any time, at its discretion and without notice, take such actions and/or steps and/or institute such proceedings against the Issuer as it may think fit to enforce the provisions of the Trust Deed, the Notes, the Receipts and the Coupons, or to give any directions to the Security Trustee under or in connection with the Security Document, but it shall not be bound to take any such actions and/or steps and/or institute any such proceedings or any other action in relation to the Trust Deed, the Notes, the Receipts or the Coupons or the Security Document unless (a) it shall have been so directed by an Extraordinary Resolution or so requested in writing by the holders of at least 25 per cent. in aggregate principal amount of the Notes then outstanding and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction.

No Noteholder, Receiptholder or Couponholder shall be entitled to proceed directly against the Issuer unless the Trustee, having become bound so to proceed, (i) fails so to do within a reasonable period, or (ii) is unable for any reason so to do, and the failure or inability shall be continuing.

The Trustee may refrain from taking any actions and/or steps and/or instituting any proceedings in any jurisdiction if the taking of such actions and/or steps and/or the instituting of such proceedings in that jurisdiction would, in its opinion based upon legal advice in the relevant jurisdiction, be contrary to any law of that jurisdiction. Furthermore, the Trustee may also refrain from taking such actions and/or steps and/or instituting such proceedings if it would otherwise render it liable to any person in that jurisdiction or if, in its opinion based upon such legal advice, it would not have the power to do the relevant thing in that jurisdiction by virtue of any applicable law in that jurisdiction or if it is determined by any court or other competent authority in that jurisdiction that it does not have such power.

12 Replacement of Notes, Receipts, Coupons and Talons

Should any Note, Receipt, Coupon or Talon be lost, stolen, mutilated, defaced or destroyed, it may be replaced subject to applicable laws, regulations and relevant stock exchange regulations at the specified office of the Principal Paying Agent (in the case of Bearer Notes, Receipts, Coupons or Talons) or of the Registrar (in the case of Registered Notes) upon payment by the claimant of such costs and expenses as may be incurred in connection therewith and on such terms as to evidence and indemnity as the Issuer may reasonably require. Mutilated or defaced Notes, Receipts, Coupons or Talons must be surrendered before replacements will be issued.

13 Agents

The initial Agents are set out above. If any additional Paying Agents are appointed in connection with any Series, the names of such Paying Agents will be specified in the applicable Pricing Supplement.

The Issuer is entitled, after consultation with the Trustee, to vary or terminate the appointment of any Agent and/or appoint additional or other Agents and/or approve any change in the specified office through which any Agent acts, provided that:

(a) there will at all times be a Principal Paying Agent and a Registrar; and

(b) for so long as the Notes are listed on any stock exchange or admitted to listing by any other relevant authority, there will at all times be a Paying Agent (in the case of Bearer Notes) and a Transfer Agent (in the case of Registered Notes) with a specified office in such place as may be required by the rules and regulations of the relevant stock exchange or other relevant authority.

In addition, the Issuer shall forthwith appoint a Paying Agent having a specified office in New York City in the circumstances described in Condition 7.5. Notice of any variation, termination, appointment or change in Paying Agents will be given to the Noteholders promptly by the Issuer in accordance with Condition 15.

In acting under the Agency Agreement, the Agents act solely as agents of the Issuer and, in certain circumstances specified therein, of the Trustee and do not assume any obligation to, or relationship of agency or trust with, any Noteholder, Receiptholder or Couponholder. The Agency Agreement contains provisions permitting any entity into which any Agent is merged or converted or with which it is consolidated or to which it transfers all or substantially all of its assets to become the successor agent.

14 Exchange of Talons

On and after the Interest Payment Date on which the final Coupon comprised in any Coupon sheet matures, the Talon (if any) forming part of such Coupon sheet may be surrendered at the specified office of any Paying Agent in exchange for a further Coupon sheet including (if such further Coupon sheet does not include Coupons to (and including) the final date for the payment of interest due in respect of the Note to which it appertains) a further Talon, subject to the provisions of Condition 10.

15 Notices

All notices regarding the Registered Notes will be deemed to be validly given if sent by first class mail or (if posted to an address overseas) by airmail to the holders (or the first named of joint holders) at their respective addresses recorded in the Register and will be deemed to have been given on the fourth day after mailing and, in addition, for so long as any Registered Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published on the website of the relevant stock exchange or relevant authority and/or in a daily newspaper of general circulation in the place or places required by those rules.

All notices regarding the Bearer Notes will be deemed to be validly given if published in a leading daily newspaper of general circulation in Asia or such other English language daily newspaper with general circulation in Asia as the Trustee may approve. It is expected that such publication will be made in the *The Business Times*. The Issuer shall also ensure that notices are duly published in a manner which complies with the rules and regulations of any stock exchange (or any other relevant authority) on which the Notes are for the time being listed. Any such notice will be deemed to have been given on the date of the first publication or, where required to be published in more than one newspaper, on the date of the first publication in all required newspapers.

Until such time as any definitive Notes are issued, there may, for so long as any Global Notes representing the Notes are held in their entirety on behalf of Euroclear and/or Clearstream, be substituted for such publication in such newspaper(s) or such websites or such mailing the delivery of the relevant notice to Euroclear and/or Clearstream for communication by them to the holders of the Notes and, in addition, for so long as any Notes are listed on a stock exchange or are admitted to trading by another relevant authority and the rules of that stock exchange or relevant authority so require, such notice will be published on the website of the relevant stock exchange or relevant authority and/or in a daily newspaper of general circulation in the place or places required by those rules. Any such notice shall be deemed to have been given to the holders of the Notes on the first day after the day on which the said notice was given to Euroclear and/or Clearstream.

Notices to be given by any Noteholder shall be in writing and given by lodging the same, together (in the case of any Note in definitive form) with the relative Note or Notes, with the Principal Paying Agent (in the case of Bearer Notes) or the Registrar (in the case of Registered Notes). Whilst any of the Notes are represented by a Global Note, such notice may be given by any holder of a Note to the Principal Paying Agent or the Registrar through Euroclear and/or Clearstream, as the case may be, in such manner as the Principal Paying Agent, the Registrar and Euroclear and/or Clearstream, as the case may be, may approve for this purpose.

16 Meetings of Noteholders, Modification, Waiver and Substitution

The Trust Deed contains provisions for convening meetings (including by way of conference call or by use of a video conference platform) of the Noteholders to consider any matter affecting their interests, including without limitation the sanctioning by Extraordinary Resolution of a modification of the Notes, the Receipts, the Coupons or any of the provisions of the Trust Deed or (where applicable) the Security Document. Such a meeting may be convened by the Issuer or the Trustee and shall be convened by the Issuer if required in writing by Noteholders holding not less than 10 per cent. in aggregate principal amount of the Notes for the time being outstanding. The quorum at any such meeting for passing an Extraordinary Resolution is one or more persons holding or representing not less than 50 per cent. in aggregate principal amount of the Notes for the time being outstanding, or at any adjourned meeting one or more persons being or representing Noteholders whatever the aggregate principal amount of the Notes so held or represented, except that at any meeting the business of which includes the modification of certain provisions of the Notes, the Receipts, the Coupons or the Trust Deed or (where applicable) the Security Document (including, but not limited to, modifying the date of maturity of the Notes or any date for payment of interest thereon, reducing or cancelling the amount of principal or the rate of interest payable in respect of the Notes or altering the currency of payment of the Notes, the Receipts or the Coupons), the quorum shall be one or more persons holding or representing not less than two-thirds in aggregate principal amount of the Notes for the time being outstanding, or at any adjourned meeting one or more persons holding or representing not less than one-third in aggregate principal amount of the Notes for the time being outstanding.

The Trust Deed provides that:

(i) a written resolution signed by or on behalf of the holders of not less than 75.0 per cent. in aggregate principal amount of a series of Notes for the time being outstanding, or

(ii) where the terms of the proposed resolution have been notified to the Noteholders through the relevant clearing system(s), approval of a resolution proposed by the Issuer or the Trustee (as the case may be) given by way of electronic consents communicated through the electronic communications systems of the relevant clearing system(s) in accordance with their operating rules and procedures by or on behalf of the holders of not less than 75.0 per cent. in aggregate principal amount of the Notes outstanding,

shall also, in each case, be valid and effective as a duly passed Extraordinary Resolution.

An Extraordinary Resolution passed by the Noteholders will be binding on all the Noteholders, whether or not they are present at any meeting, and whether or not they voted on the resolution, and on all Receiptholders and Couponholders.

The Trustee may agree, without the consent of the Noteholders, Receiptholders or Couponholders, to any modification (except as mentioned in the Trust Deed) of, or to the waiver or authorisation of any breach or proposed breach of, any of the provisions of the Notes, the Trust Deed, the Agency Agreement or the Security Document, or determine, without any such consent as aforesaid, that any Event of Default or potential Event of Default shall not be treated as such, where, in any such case, it is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders so to do or may agree, without any such consent as aforesaid, to any modification which, in the opinion of the Trustee, is of a formal, minor or technical nature or to correct a manifest error or to comply with any mandatory provision of applicable law, provided that prior written approval of RBI or the designated AD Bank (as the case may be) is obtained for such modification (if applicable). Any such modification shall be binding on the Noteholders, the Receiptholders and the Couponholders and any such modification shall be notified to the Noteholders in accordance with Condition 15 as soon as practicable thereafter.

The consent or approval of the Noteholders shall not be required in the case of amendments to the Conditions pursuant to Clause 8.2.6 of the Agency Agreement to vary the method or basis of calculating the rate or rates or amount of interest or the basis for calculating any Interest Amount in respect of the Notes or for any other variation of these Conditions and/or the Agency Agreement required to be made in the circumstances described in Clause 8.2.6 of the Agency Agreement, where the Issuer has delivered to the Trustee a certificate pursuant to Clause 8.2.6(v) of the Agency Agreement.

In connection with the exercise by it of any of its trusts, powers, authorities and discretions (including, without limitation, any modification, waiver, authorisation or determination), the Trustee shall have regard to the general interests of the Noteholders as a class (but shall not have regard to any interests arising from circumstances particular to individual Noteholders, Receiptholders or Couponholders whatever their number) and, in particular but without limitation, shall not have regard to the consequences of any such exercise for individual Noteholders, Receiptholders or Couponholders (whatever their number) resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory or any political sub-division thereof and the Trustee shall not be entitled to require, nor shall any Noteholder, Receiptholder or Couponholder be entitled to claim, from the Issuer, the Trustee or any other person any indemnification or payment in respect of any tax consequences of any such exercise upon individual Noteholders, Receiptholders or Couponholders except to the extent already provided for in Condition 9 and/or any undertaking or covenant given in addition to, or in substitution for, Condition 9 pursuant to the Trust Deed.

The Trustee may, without the consent of the Noteholders, agree with the Issuer to the substitution in place of the Issuer (or of any previous substitute under this Condition) as the principal debtor under the Notes, the Receipts, the Coupons and the Trust Deed of another company, being a Subsidiary of the Issuer, subject to (i) the Notes being unconditionally and irrevocably guaranteed by the Issuer, (ii) the Trustee being satisfied that the interests of the Noteholders will not be materially prejudiced by the substitution and (iii) certain other conditions set out in the Trust Deed being complied with (which includes, without limitation, the approval of the AD Bank or RBI, if applicable, in accordance with the ECB Guidelines and FEMA, having been obtained prior to such substitution).

17 Indemnification of the Trustee and Trustee Contracting with the Issuer

Under the Trust Deed, the Trustee is entitled to be indemnified and/or secured and/or pre-funded to its satisfaction and relieved from responsibility in certain circumstances and to be paid its fees, costs and expenses

in priority to the claims of the Noteholders, the Receiptholders or the Couponholders. In addition, the Trustee is entitled to enter into business transactions with the Issuer and any entity relating to the Issuer without accounting for any profit.

In the exercise of its powers and discretions under these conditions, the Trust Deed and (where applicable) any Security Document, the Trustee will have regard to the interests of the Noteholders, the Receiptholders or the Couponholders as a class and will not be responsible for any consequence for individual Holders of Notes, Receipts or Coupons as a result of such Holders being connected in any way with a particular territory or Tax Jurisdiction.

Whenever the Trustee is required or entitled by the terms of the Trust Deed, Agency Agreement, these conditions or (where applicable) any Security Document to exercise any discretion or power, take any action, make any decision or give any direction or certification, the Trustee is entitled, prior to exercising any such discretion or power, taking any such action, making any such decision or giving any such direction or certification, to seek directions from the Noteholders, Noteholders, the Receiptholders or the Couponholders by way of Extraordinary Resolution and shall have been indemnified and/or secured and/or pre-funded to its satisfaction against all action, proceedings, claims and demands to which it may be or become liable and all costs, charges, damages, expenses (including legal expenses) and liabilities which may be incurred by it in connection therewith, and the Trustee shall not be responsible for any loss or liability incurred by the Issuer, the Noteholders, the Receiptholders or the Couponholders or any other person as a result of any delay in it exercising such discretion or power, taking such action, making such decision or giving such direction as a result of seeking such direction from the Noteholders, the Receiptholders or the Couponholders or in the event that no direction is given to the Trustee by the Noteholders, the Receiptholders or the Couponholders.

None of the Trustee or any of the Agents shall be responsible for the performance by the Issuer and any other person appointed by the Issuer in relation to the Notes, the Receipts or the Coupons of the duties and obligations on their part expressed in respect of the same and, unless it has written notice from the Issuer to the contrary, the Trustee and each Agent shall assume that the same are being duly performed. None of the Trustee or any Agent shall be liable to any Noteholder, Receiptholder or Couponholder or any other person for any action taken by the Trustee or such Agent in accordance with the instructions of the Noteholders, the Receiptholders or the Couponholders. The Trustee shall be entitled to rely conclusively on any direction, request or resolution of Noteholders, Receiptholders or Couponholders given by holders of the requisite principal amount of Notes, Receipts or Coupons outstanding or passed at a meeting of Noteholders, Receiptholders or Couponholders convened and held in accordance with the Trust Deed. Neither the Trustee nor any of the Agents shall be under any obligation to ascertain whether any Event of Default has occurred or monitor compliance by the Issuer with the provisions of the Trust Deed, the Agency Agreement or these Conditions.

Each Noteholder, Receiptholder or Couponholder shall be solely responsible for making and continuing to make its own independent appraisal and investigation into the financial condition, creditworthiness, condition, affairs, status and nature of the Issuer, and the Trustee shall not at any time have any responsibility for the same and each Noteholder, Receiptholder or Couponholder shall not rely conclusively on the Trustee in respect thereof.

In acting under the Agency Agreement and in connection with the Notes, the Receipts and the Coupons, the Agents act solely as agents of the Issuer and (to the extent provided therein) the Trustee and do not assume any obligations towards or relationship of agency or trust for or with any of the Noteholders, the Receiptholders or the Couponholders.

The initial Agents and their initial specified offices are listed below. The initial Calculation Agent (if any) is specified in the relevant Pricing Supplement. The Issuer reserves the right (with the prior approval of the Trustee) at any time to vary or terminate the appointment of any Agent and to appoint a successor principal

paying agent or registrar or Calculation Agent and additional or successor paying agents; provided, however, that:

(i) the Issuer shall at all times maintain a principal paying agent and a registrar;

(ii) if a Calculation Agent is specified in the relevant Pricing Supplement, the Issuer shall at all times maintain a Calculation Agent; and

(iii) if and for so long as the Notes are admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent and/or a Transfer Agent in any particular place, the Issuer shall maintain a Paying Agent and/or a Transfer Agent having its specified office in the place required by such competent authority, stock exchange and/or quotation system.

Notice of any change in any of the Agents or in their specified offices shall promptly be given to the Noteholders, the Receiptholders or the Couponholders.

Repatriation of proceeds outside India by the Issuer under an indemnity clause may require the prior approval of RBI in accordance with the extant applicable laws and regulations of India, including the rules and regulations framed under the FEMA.

18 Further Issues

Subject to these Conditions, the Issuer shall be at liberty from time to time without the consent of the Noteholders, the Receiptholders or the Couponholders to create and issue further notes having terms and conditions the same as the Notes or the same in all respects (or in all respects save for the amount and date of the first payment of interest thereon and the date from which interest starts to accrue) and so that such further issue shall be consolidated and form a single Series with the outstanding Notes. The Issuer may from time to time create and issue other series of notes having the benefit of the Trust Deed, provided that such supplemental documents are executed and further opinions are obtained as the Trustee may require, as further set out in the Trust Deed.

19 Contracts (Rights of Third Parties) Act 1999

No person shall have any right to enforce any term or condition of this Note under the Contracts (Rights of Third Parties) Act 1999, but this does not affect any right or remedy of any person which exists or is available apart from that Act.

20 Governing Law and Submission to Jurisdiction

20.1 Governing law

The Trust Deed, the Agency Agreement, the Notes, the Receipts and the Coupons and any non-contractual obligations arising out of or in connection with the Trust Deed, the Agency Agreement, the Notes, the Receipts and the Coupons are governed by, and construed in accordance with, English law.

20.2 Submission to jurisdiction

(a) Subject to Condition 20.2(c) below, the English courts have exclusive jurisdiction to settle any dispute arising out of or in connection with the Trust Deed, the Notes, the Receipts and/or the Coupons, including any dispute as to their existence, validity, interpretation, performance, breach or termination or the consequences of their nullity and any dispute relating to any non-contractual obligations arising out of or in connection with the Trust Deed, the Notes, the Receipts and/or the Coupons (a "**Dispute**") and accordingly each of the Issuer and the Trustee and any Noteholders,

Receiptholders or Couponholders in relation to any Dispute submits to the exclusive jurisdiction of the English courts.

(b) For the purposes of this Condition 20.2, the Issuer waives any objection to the English courts on the grounds that they are an inconvenient or inappropriate forum to settle any Dispute.

(c) To the extent allowed by law, the Trustee, the Noteholders, the Receiptholders and the Couponholders may, in respect of any Dispute or Disputes, take (i) proceedings in any other court with jurisdiction; and (ii) concurrent proceedings in any number of jurisdictions.

20.3 Appointment of Process Agent

The Issuer irrevocably appoints Law Debenture Corporate Services Limited at its specified office for the time being at Eighth Floor, 100 Bishopsgate, London, EC2N 4AG as its agent for service of process in any proceedings before the English courts in relation to any Dispute and agrees that, in the event of Law Debenture Corporate Services Limited being unable or unwilling for any reason so to act, it will immediately appoint another person approved by the Trustee as its agent for service of process in England in respect of any Dispute. The Issuer agrees that failure by a process agent to notify it of any process will not invalidate service. Nothing herein shall affect the right to serve process in any other manner permitted by law.

20.4 Waiver of immunity

To the fullest extent permitted by law, the Issuer irrevocably and unconditionally:

(a) submits to the jurisdiction of the English courts in relation to any Dispute and waives and agrees not to claim any sovereign or other immunity from the jurisdiction of the English courts in relation to any Dispute (including to the extent that such immunity may be attributed to it), and agrees to ensure that no such claim is made on its behalf;

(b) submits to the jurisdiction of the English courts and the courts of any other jurisdiction in relation to the recognition of any judgment or order of the English courts or the courts of any other jurisdiction in relation to any Dispute and waives and agrees not to claim any sovereign or other immunity from the jurisdiction of the English courts or the courts of any other jurisdiction in relation to the recognition of any such judgment or court order and agrees to ensure that no such claim is made on its behalf; and

(c) consents to the enforcement of any order or judgment made or given in connection with any Dispute and the giving of any relief in the English courts and the courts of any other jurisdiction whether before or after final judgment including, without limitation: (i) relief by way of interim or final injunction or order for specific performance or recovery of any property; (ii) attachment of its assets; and (iii) enforcement or execution against any property, revenues or other assets whatsoever (irrespective of their use or intended use) and waives and agrees not to claim any sovereign or other immunity from the jurisdiction of the English courts or the courts of any other jurisdiction in relation to such enforcement and the giving of such relief (including to the extent that such immunity may be attributed to it), and agrees to ensure that no such claim is made on its behalf.

20.5 Other documents

The Issuer has in the Trust Deed and the Agency Agreement submitted to the jurisdiction of the English courts and appointed an agent for service of process in terms substantially similar to those set out above.

USE OF PROCEEDS

The net proceeds from each issue of Notes will be used for such activities which are in accordance with extant ECB Regulations and applicable RBI approvals.

SELECTED FINANCIAL INFORMATION

The following tables set out a summary of the financial statements and information of the Company as at and for the fiscal years ended 31 March 2024 and 2025, and as at and for the six month periods ended 30 September 2024 and 2025, which, respectively, have been derived from the Company's financial statements and notes thereto included elsewhere in this Offering Circular.

This information should be read in conjunction with the Company's audited consolidated financial statements and the related notes thereto included elsewhere in this Offering Circular. The Company's financial statements as at and for the fiscal years ended 31 March 2024 and 2025 were prepared under Ind-AS (with the comparative figures presented therein also prepared under Ind-AS). The financial statements as at and for the fiscal year ended 31 March 2024 were audited by MSKA & Associates and KKC & Associates LLP and the financial statements as at and for the fiscal year ended 31 March 2025 were audited by MSKA & Associates and MP Chitale & Co. Audit reports in relation to the financial statements as at and for the fiscal years ended 31 March 2024 and 2025 are included elsewhere in this Offering Circular.

This information should also be read in conjunction with the Company's consolidated unaudited financial information and the related notes thereto included elsewhere in this Offering Circular. The Company's financial information as at and for the six month period ended 30 September, 2025 were prepared under Ind-AS (with comparative profit and loss statements and figures presented therein for the six month period ended 30 September 2024 also prepared under Ind-AS). The financial information as at and for the six month period ended 30 September 2025 were reviewed by MSKA & Associates and MP Chitale & Co. The review report in relation to the financial information as at and for the six month period ended 30 September 2025 is included elsewhere in this Offering Circular.

Consolidated Balance Sheet as at 31 March 2024 and 2025 and as at 30 September 2025 prepared in accordance with Ind-AS

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions)		*(Rs. millions)*
	(Audited)	*(Audited)*	*(Reviewed)*
ASSETS			
Financial Assets			
Cash and cash equivalents	67,711.6	94,782.0	33,386.2
Bank balance other than above	2,244.2	9,648.5	3,827.4
Derivative financial instruments	2,426.2	5,397.3	10,901.4
Receivables			
Trade receivables	893.8	966.4	1,307.6
Other receivables	18.8	9.5	26.4
Loans	1,577,605.5	2,219,503.7	2,349,910.7
Investments	79,020.2	87,177.9	81,512.5
Investments accounted using equity method	-	11,486.0	11,854.7

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions)		*(Rs. millions)*
	(Audited)	*(Audited)*	*(Reviewed)*
Other financial assets	5,711.5	11,014.0	19,469.5
	1,735,631.8	2,439,985.3	2,512,196.4
Non-Financial Assets			
Current tax assets (net)	1,673.1	2,340.4	1,257.2
Deferred tax assets (net)	4,665.0	13,881.7	14,635.5
Investments accounted using equity method	8,307.8	-	-
Investment property	30.2	31.3	30.4
Property, plant and equipment	8,329.3	15,132.6	20,228.7
Capital work-in-progress	41.5	18.1	17.5
Intangible assets under development	41.1	139.4	212.1
Other intangible assets	427.9	769.7	869.4
Right of use assets	3,115.9	4,100.1	3,721.2
Other non-financial assets	4,676.2	8,251.5	9,109.9
	31,308.0	44,664.8	50,081.9
Total Assets	1,766,939.8	2,484,650.1	2,562,278.3
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Derivative financial instruments	463.3	2,408.9	1093.8
Payables			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	38.2	193.9	69.3
Total outstanding dues of creditors other than micro enterprises and small enterprises	14,033.9	18,019.3	16,174.1
Other payables			
Total outstanding dues of micro enterprises and small enterprises	—	—	—
Total outstanding dues of creditors other than micro enterprises and small enterprises	—	—	—
Debt securities	605,036.8	8,01,415.7	9,02,050.1
Borrowings (Other than debt securities)	791,428.8	1,186,204.0	1,135,512.5

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions)		*(Rs. millions)*
	(Audited)	*(Audited)*	*(Reviewed)*
Subordinated liabilities	85,387.3	96,529.6	91,317.5
Lease liabilities	3,265.3	4,362.2	4,064.9
Other financial liabilities	13,780.2	22,126.3	26,026.8
	1,513,433.8	**2,131,259.9**	**2,176,309.0**
Non-Financial Liabilities			
Current tax liabilities (net)	3,967.3	3,645.0	4,627.5
Provisions	1,068.3	2,802.2	2,958.6
Other non-financial liabilities	2,649.3	3,236.6	2,650.2
	7,684.9	**9,683.8**	**10,236.3**
Equity			
Equity share capital	37,030.5	37,624.4	40,065.2
Shares pending for issuance	—	41,627.6	—
Instruments entirely equity in nature	—	18,080.0	12,030.0
Other equity	197,140.8	234,586.1	310,744.2
Equity attributable to owners of the Company	234,171.3	331,918.1	362,839.4
Non-controlling interest	11,649.8	11,788.3	12,893.6
Total Liabilities and Equity	1,766,939.8	2,484,650.1	2,562,278.3

Consolidated Statement of Profit and Loss for the fiscal years ended 31 March 2024 and 2025 and for the six month periods ended 30 September 2024 and 2025 prepared in accordance with Ind-AS

	Fiscal year ended 31 March		For the six months ended 30 September	
	2024	2025	2024	2025
	(Rs. millions)		*(Rs. millions) (unaudited)*	
	(*Audited*)	(*Audited*)	(*Not audited or reviewed*)	(*Reviewed*)
Revenue from operations				
Interest income	163,664.7	257,197.7	122,484.1	139,113.7
Dividend income	361.9	240.1	239.2	124.8
Rental income	2,034.1	2,722.5	1,286.7	2,018.0
Fee and commission income	10,458.8	17,797.5	9,907.5	7,824.3

	Fiscal year ended 31 March		For the six months ended 30 September	
	2024	2025	2024	2025
	(Rs. millions)		*(Rs. millions) (unaudited)*	
	(*Audited*)	(*Audited*)	(*Not audited or reviewed*)	(*Reviewed*)
Net gain on fair value changes	4,900.3	2,804.9	2,702.7	2,760.6
Net gain on derecognition of associates	328.4	—	—	—
Net gain on derecognition of financial instruments	—	2,364.7	690.4	2,178.5
Total revenue from operations	**181,748.2**	**283,127.4**	**137,310.6**	**154,019.9**
Other income	235.6	571.3	188.2	393.1
Total income	**181,983.8**	**283,698.7**	**137,498.8**	**154,413.0**
Expenses				
Finance costs	95,682.3	150,296.4	72,344.8	80,412.0
Impairment/(Reversal of Impairment) on investment in associates	100.9	(233.4)	(233.4)	—
Net loss on derecognition of associates	—	21.8	21.8	-
Impairment on financial instruments	5,922.6	28,268.3	14,943.7	16,817.5
Employee benefits expense	18,500.9	28,122.5	15,098.1	13,565.3
Depreciation, amortisation and impairment	2,875.0	3,900.2	1,817.2	2,532.6
Other expenses	14,866.1	24,111.5	12,138.1	12,223.2
Total expenses	**137,947.8**	**234,487.3**	**116,130.3**	**125,550.6**
Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax	**44,036.0**	**49,211.4**	**21,368.5**	**28,862.4**
Share in profit/(loss) of associates	(115.7)	(25.8)	(14.6)	29.7
Profit from continuing operations before exceptional items and tax	**43,920.3**	**49,185.6**	**21,353.9**	**28,892.1**
Exceptional items	—	—	—	—
Profit before tax from continuing operations	**43,920.3**	**49,185.6**	**21,353.9**	**28,892.1**
Tax expenses				
Current tax	10,717.6	11,412.1	4,598.8	8,328.5
Deferred tax	(66.9)	1,223.3	706.8	(1035.4)
Total tax expense	**10,650.7**	**12,635.4**	**5,305.6**	**7,293.1**
Profit for the year/period from continuing operations	**33,269.6**	**36,550.2**	**16,048.3**	**21,599.0**
Other Comprehensive Income				
Items that will not be reclassified to profit or loss				
Owners of the Company				
Remeasurement of defined employee benefit plans	(27.2)	(337.0)	22.1	(105.2)

	Fiscal year ended 31 March		For the six months ended 30 September	
	2024	2025	2024	2025
	(Rs. millions)		*(Rs. millions) (unaudited)*	
	(*Audited*)	(*Audited*)	(*Not audited or reviewed*)	(*Reviewed*)
Current tax relating to Remeasurement of defined employee benefit plans	6.7	84.4	(5.8)	26.3
Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI)	11,210.4	(1,510.1)	1645.2	(73.5)
Tax on Changes in fair values of investment in equities carried at FVTOCI	(1,480.4)	806.2	355.0	(11.1)
Non controlling interest				
Changes in fair values of investment in equities carried at FVTOCI	1,922.9	80.9	80.9	1.1
Items that will be reclassified to profit or loss				
Owners of the Company				
Debt instruments measured through FVTOCI	222.5	38.9	47.0	40.8
Income tax on Debt instruments through FVTOCI	(37.8)	(6.6)	(8.0)	(6.9)
Fair value gain/(loss) on financial assets carried at FVTOCI	149.9	(86.1)	28.0	(26.8)
Income tax relating to Fair value gain/(loss) on financial assets carried at FVTOCI	(37.7)	21.7	(7.1)	6.7
The effective portion of gain/(loss) on hedging instruments in a cash flow hedge	(807.0)	(987.4)	(512.9)	1,077.4
Income tax relating to the effective portion of gain/(loss) on hedging instruments in a cash flow hedge	203.1	248.5	129.1	(271.2)
Share of other comprehensive income in associates (net)	(1.8)	(0.8)	—	—
Exchange differences in translating financial statements of foreign operations	80.3	180.4	31.7	252.0
Non controlling interest				
Fair value gain/(loss) loss on financial asset measured through FVTOCI (net of tax)	1.1	(2.0)	—	—
Total Other Comprehensive Income	**11,405.0**	**(1,469.0)**	**1805.2**	**909.6**
Total Comprehensive Income for the period/year (Comprising Profit and Other Comprehensive Income for the year/period)	**44,674.6**	**35,081.2**	**17,853.5**	**22,508.6**
Profit for the year/period attributable to:				
Owners of the company	31,502.1	36,646.6	15,373.8	20,872.1
Non-controlling interest	1,767.5	(96.4)	674.5	726.9
Other comprehensive income for the year/period attributable to:				

	Fiscal year ended 31 March		For the six months ended 30 September	
	2024	2025	2024	2025
	(Rs. millions)		*(Rs. millions) (unaudited)*	
	(*Audited*)	(*Audited*)	(*Not audited or reviewed*)	(*Reviewed*)
Owners of the company	9,481.0	(1,547.9)	1,724.3	908.5
Non-controlling interest	1,924.0	78.9	80.9	1.1
Total comprehensive income for the year/period attributable to:				
Owners of the company	40,983.1	35,098.7	17,098.1	21,780.6
Non-controlling interest	3,691.5	(17.5)	755.4	728.0
Earnings per equity share (Face value: Rs. 10 per share)				
Basic (Rs.)	8.6	9.3	3.9*	5.2*
Diluted (Rs.)	8.6	9.3	3.9*	5.2*

Note:

* *Not annualised*

Consolidated Cash Flow Statement as at 31 March 2024 and 2025 prepared in accordance with Ind-AS

	Fiscal year ended 31 March	
	2024	2025
	(Rs. millions)	
	(*Audited*)	(*Audited*)
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	43,920.3	49,185.6
Adjustments for:		
Depreciation, amortisation and impairment	2,875.0	3,900.2
Net loss on derecognition of property, plant and equipment and right-to-use assets	(163.1)	(85.2)
Interest expenses	95,682.3	150,296.4
Interest income	(163,664.7)	(257,197.7)
Dividend income	(361.9)	(240.1)
Provision for leave encashment	76.8	262.7
Exchange (gain)/loss (net)	(10.8)	15.6
Net gain on fair value changes	(4,900.3)	(2,804.9)
Net (gain) / loss on derecognition of investment in Associates	(328.4)	21.8
Net gain on derecognition of financial instruments	—	(2,364.7)
Rental income on fair valuation of security deposit	(76.7)	—
Share in profit of associates	115.7	25.8

	Fiscal year ended 31 March	
	2024	**2025**
	(Rs. millions)	
	(*Audited*)	(*Audited*)
Share based payments to employees	341.7	376.5
Interest on income tax refund	(27.9)	(111.1)
Impairment/derecognition on investment in associates	100.9	(233.4)
Reversal of provision against consumer disputes	—	(28.0)
Impairment on financial investments	5,922.6	28,268.3
Reversal of provision against assets held for sale	(127.0)	188.8
	(20,625.5)	(30,523.4)
Interest paid	(89,133.5)	(138,814.5)
Interest received	156,948.3	240,780.4
Interest received on income tax refund	27.9	111.1
Dividend received	361.9	249.1
Cash generated from operation before working capital changes	**47,579.1**	**71,802.7**
Movement in working capital:		
Increase in loans	(408,891.4)	(356,854.9)
(Increase) / Decrease in trade receivables	(530.9)	907.6
(Increase) / Decrease in other financial/non-financial assets	(1,891.9)	2,850.3
Decrease in other financial/non-financial liabilities	(5,691.7)	(2,364.8)
Decrease in provisions	(10.2)	(331.7)
Increase in trade payable	1,686.9	45.3
	(415,329. 2)	(355,748.2)
Taxes paid (net)	(12,235.3)	(14,779.3)
	(379,985.4)	
NET CASH USED IN OPERATING ACTIVITIES		(298,724.8)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital advances)	(6,979.3)	(10,222.4)
Proceeds from sale of property, plant and equipment	644.0	8.0
Derecognition of Subsidiary	—	(10.5)
Investment in associates	(3,755.1)	(3,967.4)
Purchase of mutual fund units	(5,218,421.1)	(5,852,251.2)
Purchase of other investments	(32,500.2)	(1,826,150.8)
Proceeds from redemption of mutual fund units	5,265,213.1	5,852,752.9
Proceeds from sale of associates	1,735.6	517.9
Proceeds from sale of other investments	51,283.9	1,846,296.6
Bank Balances not considered as cash and cash equivalents	351.2	(7,368.3)
NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES	**57,572.1**	**(395.2)**

	Fiscal year ended 31 March	
	2024	**2025**
	(Rs. millions)	
	(*Audited*)	(*Audited*)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares	19,755.0	14,887.1
Infusion of capital by minority shareholders	2,823.7	2,248.0
Payout of income/gain to contributors	(2,688.0)	(1,902.5)
Repayment of lease obligation	(776.2)	(972.7)
Share and debt issue expenses	(517.7)	(585.5)
Dividend paid on equity & preference shares	(736.6)	(777.7)
Proceeds from debt Securities	415,026.7	572,401.9
Proceeds from borrowings (other than debt securities)	629,357.4	850,692.2
Proceeds from subordinated liabilities	17,871.4	11,650.0
Repayment of debt securities	(327,097.7)	(423,949.6)
Repayment of borrowings (other than debt securities)	(389,453.2)	(715,124.8)
Repayment of subordinated liabilities	(4,040.6)	(12,180.4)
Distributions made to holders of Instruments entirely equity in nature	—	(2,262.0)`
NET CASH GENERATED FROM FINANCING ACTIVITIES	359,524.2	294,124.0
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	37,110.9	(4,996.0)
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	30,588.8	67,711.6
CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION	—	32,045.2
Exchange difference on translation of foreign currency cash and cash equivalents	11.9	21.2
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR	**67,711.6**	94,782.0

CAPITALISATION

Set out below is the Company's debt securities, borrowings (other than debt securities) and subordinate liabilities and shareholders' funds as at 30 September 2025, as derived from the consolidated unaudited financial information as at and for the six month period ended 30 September 2025. For additional information, see the Company's financial statements and the notes thereto included elsewhere in this Offering Circular.

	As at 30 September 2025
	(Rs. millions)
	(Reviewed)
Particulars	
Borrowers:	
Debt securities	9,02,050.1
Borrowings (other than debt securities)	1,135,512.5
Subordinate liabilities	91,317.5
Total Borrowing	**2,128,880.1**
Shareholder's Funds:	
Share Capital	40,065.2
Instruments entirely equity in nature	12,030.0
Other Equity	310,744.2
Shareholder's Fund	**362,839.4**

There has been no material change in the Company's total short-term borrowing, total long-term borrowing and shareholders' funds since 30 September 2025.

INVESTMENT CONSIDERATIONS

This Offering Circular contains forward-looking statements that involve risks and uncertainties. Prospective investors should carefully consider the risks and uncertainties described below and the information contained elsewhere in this Offering Circular before making an investment in the Notes issued under the Programme. In making an investment decision, each investor must rely on its own examination of the Company and the terms of the offering of the Notes issued under the Programme. The risks described below are not the only ones the Company faces or the risks that investments in India face, in general. The Company's business, prospects, financial condition, cash flows and results of operations could be materially adversely affected by any of these risks. There are a number of factors, including those described below, that may also adversely affect the Company's ability to make payment on the Notes. Additional risks not presently known to the Company or that the Company currently deems immaterial may also impair its business, prospects, financial condition, cash flows and results of operations.

Considerations relating to the Company's business

The Company is exposed to certain risks relating to the recent mergers.

The Company has recently completed several mergers, including the merger of Tata Motors Finance Limited with the Company, following approval by the NCLT on 1 May 2025, with an appointed date of 1 April 2024. Previously, Tata Capital Financial Services Limited and Tata Cleantech Capital Limited merged with the Company pursuant to an NCLT approval dated 24 November 2023, with an appointed date of 1 April 2023. These recent mergers are expected to help the Company to achieve our business and growth strategies, including expansion into new or adjacent businesses.

There can be no assurance, however, that we will be able to achieve anticipated benefits or successful integration from the recent mergers with the Company. There is no assurance that the Company will be able to increase its revenue or grow its business from operations that have been acquired by the Company from recent mergers. The revenue may decline due to a number of factors, including slowing demand in the auto loan industry, failure to capitalise on growth opportunities, and increasing regulatory and compliance costs. Any of the aforementioned factors could prevent us from achieving, maintaining or increasing profitability.

If any of these risks materialise, they could have a material adverse effect on the Company's business, results of operations, and financial condition.

The Company's operations are susceptible to fluctuations in interest rates which could cause its net interest income to vary and consequently affect its profitability.

The Company's revenue from operations is substantially dependent upon the level of its net interest margins. The Company's total revenue from operations constituted 99.9 per cent. and 99.8 per cent. of the Company's total income in Fiscal Years 2024 and 2025, respectively. As at 30 September 2025, the Company's total gross loans outstanding amount to Rs. 2,399,604.2 million.

The Company's interest income is affected by any volatility in interest rates in its lending operations. Fluctuations in interest rates may also adversely affect the Company's treasury operations. Moreover, if there is an increase in the interest rates the Company pays on its borrowings that it is unable to pass to its customers, this may affect the Company's profitability. The Company's customers may be unwilling to pay correspondingly higher interest rates on their loans and may choose to make an early repayment on their loans from the Company if they are able to switch to more competitively priced loans elsewhere. Additional risks arising from increasing interest rates, among others, include:

- increases in the rates of interest charged on various loans in the Company's loan portfolio, which could result in the extension of loan maturities and higher monthly instalments due from borrowers which, in turn, could result in higher rates of default;
- reductions in the volume of loans as a result of customers' inability to service high-interest rate payments; and
- reductions in the value of fixed income securities held in the Company's investment portfolio.

Furthermore, competition pressures may require the Company to reduce the interest rates at which it lends to its customers without a proportionate reduction in interest rates at which it raises funds. Furthermore, certain customers of the Company may prepay their loans to take advantage of a declining interest rate environment.

Interest rates are highly sensitive to many factors beyond the Company's control, including the monetary policies of RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors, which have historically generated a relatively high degree of volatility in interest rates in India. In addition, difficult conditions in the global and Indian economies can affect the availability of credit. In a rising interest rate environment, especially if the rise is sudden or sharp, the Company could be adversely affected by the decline in market value of its securities portfolio and other fixed income securities. The Company cannot assure that it will be able to enter into any interest rate hedging instruments to adequately hedge against interest rate volatility in the future, which could have an adverse effect on income and margins, which could in turn have a material adverse effect on the Company's business, financial condition and results of operations.

Instability of global and Indian economies and banking and financial sectors could affect the liquidity of the Company, which could have a material adverse effect on its financial condition.

The evolving banking crisis may heighten volatility in global financial markets and increase rates of default and bankruptcy. These macroeconomic developments could negatively affect the Company's business, operating results, or financial condition in a number of ways. For example, a rise in prevailing interest rates would increase the Company's cost of borrowings and consequently net interest margin could be adversely affected as the interest payable by on borrowings could increase at a higher rate than the interest received by the Company on its assets. Furthermore, if the banking system or the financial markets continue to deteriorate or remain volatile, the Company's investment portfolio may be impacted and the value and liquidity of its investments could be adversely affected.

In particular, the credit markets in India have faced significant volatility, dislocation and liquidity constraints in the past three financial years. The instability in the Indian and international credit markets has in the past resulted from significant write downs in the asset values of certain financial institutions including banks (primarily in the public sector), housing finance companies and non-banking financial companies ("**NBFCs**"). Any protracted instability in the Indian and international credit markets or other macro-economic factors that impact the overall liquidity available in the Indian and international credit markets (in general or the amount of credit available to NBFCs in particular) could adversely impact the Company's ability to raise funds in a timely manner and at commercially acceptable terms. The non-availability of credit may lead to a disruption in the Company's business, including asset-liability mismatches and an inability to grow its business, and may require the Company to seek alternate sources of funding, which may not be available on commercially acceptable terms or be available at all.

The Company's inability to sustain growth or manage it effectively may affect its business, operations and profitability to a large extent.

The Company has experienced significant growth in recent years. For instance, its consolidated total income has grown to Rs. 283,698.7 million for Fiscal Year 2025 from Rs. 181,983.8 million for Fiscal Year 2024 and

was Rs. 154,413.0 million for the six months ended 30 September, 2025. Sustained growth puts pressure on the Company's ability to effectively manage and control historical and emerging risks. The Company's inability to effectively manage any of these issues may adversely affect its business growth and, as a result, impact its businesses, prospects, financial condition and results of operations. The Company's expansion and growth strategy is focused on consistently extending its branch network to engage a broader customer base. There can be no assurance that the Company will be able to sustain its growth plan successfully or that the Company will be able to expand further or diversify its portfolio of products. A principal component of the Company's strategy is to continue diversifying its portfolio of products to suit customers' needs. The Company may face several operational risks in executing its growth strategy. The Company has experienced healthy growth in operations i.e., its branch network has expanded significantly, and the Company is entering into new, smaller towns and cities within India as part of its growth strategy. This growth exposes the Company to a wide range of increased risks, including business risks, such as the possibility that the number of impaired loans may grow faster than anticipated, as well as operational risks, risk of fraud, and regulatory and legal risks. It will also place significant demands on the management, financial and other resources of the Company and will require it to continuously develop and improve its operational, financial and internal controls. Moreover, the Company's ability to sustain its rate of growth depends significantly upon its ability to manage key issues such as selecting and retaining key managerial personnel, maintaining effective risk management policies, continuing to offer products which are relevant to the target base of customers, developing managerial experience to address emerging challenges and ensuring a high standard of customer service. The Company may not be able to effectively manage this growth or achieve the desired profitability in the expected timeframe or at all and may not be able to reflect improvement in other indicators of financial performance from the expansion.

Furthermore, if the Company grows its business assets too quickly or fails to make proper assessments of credit risks associated with new customers, a higher percentage of its loans may become non-performing assets ("**NPAs**"). This would have a negative impact on the quality of the Company's assets, its financial condition and results of operations. There is no assurance that the Company will be successful in achieving its target benchmark level of efficiency and productivity and its success will depend on various internal and external factors, some of which are not under its control.

The Company operates in a highly competitive industry and its inability to compete effectively may adversely affect its business.

The Company operates in a highly competitive industry. Given the diversity of the Company's businesses and the products and services each of them offer, the Company's competitors include established Indian and foreign commercial banks, NBFCs, housing finance companies, small finance banks, microfinance companies and private unorganised and informal financiers who primarily operate in local markets. Many of the Company's competitors may have greater resources than the Company, may be larger in terms of business volume and may have significantly lower cost of funds compared to the Company. Many of them may also have greater geographical reach, long-standing partnerships, more attractive schemes for customers in the post COVID-19 situation and may have lower costs of funds compared to the Company and may offer their customers other forms of financing that the Company may not be able to provide. In addition to NBFCs, the Company believes that the competition it faces from banks is increasing as more banks are targeting products and services similar to the Company's. Competition in the Company's industry depends on, among other things, the ongoing evolution of government policies, the entry of new participants and the extent to which there is consolidation among banks and financial institutions in India.

The Company's ability to compete effectively will depend, to some extent, on its ability to raise low-cost funding in the future. Furthermore, as a result of this increased competition, loans are becoming increasingly standardised and terms such as variable (or floating) rate interest options, lower processing fees and monthly reset periods are becoming increasingly common in the Indian financial sector. This competition is likely to

intensify further as a result of regulatory changes and liberalisation. These competitive pressures affect the industry in which the Company operates in as a whole, and the Company's future success will depend, to a large extent, on its ability to respond in an effective and timely manner to these competitive pressures. There can be no assurance that the Company will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive financial sector. Increasing competition may have an adverse effect on the Company's net interest margin and other income, and if it is unable to compete successfully, then the Company's market share may also decline.

The Company may not be able to successfully diversify its product portfolio, enter new lines of business or expand business in new regions and markets in India which may materially and adversely affect its business prospects and impact its future financial performance.

The Company may expand its product portfolio and commence certain new lines of business as part of its growth strategy and may encounter additional risks, including management and market-related risks. For instance, the Company introduced micro business loans, which are a sub-variant of business loans in April 2022 to traders, service providers and manufacturers and also recently launched education loans to enable students to pursue higher education, both in India and abroad. The Company cannot provide assurance that such diversification or expansion of products or operations will in the future yield and/or continue to yield favourable or expected results, as its overall profitability and success will be subject to various factors, including, among others, its ability to obtain necessary statutory and/or regulatory approvals and licences in connection with such proposed business, its ability to effectively recruit, retain and motivate appropriate managerial talent, and its ability to compete with banks and other NBFCs that are already well established in this market segment. New businesses will require significant capital investment and commitment of time from the Company's senior management.

The Company continues to evaluate attractive growth opportunities to expand its business into new regions and markets in India. Factors such as competition, culture, regulatory regimes, business practices and customs and customer requirements in these new markets may differ from those in the Company's current markets and the Company's experience in its current markets may not be applicable to these new markets. In addition, as the Company enters new markets and geographical regions, it is likely to compete with other banks and financial institutions that already have a presence in those jurisdictions and markets. As these banks and financial institutions are more familiar with local regulations, business practices and customs, they may have developed stronger relationships with customers.

There also can be no assurance that the Company's management will be able to develop the skills necessary to successfully manage these new business areas. The Company's inability to effectively manage any of these issues could materially and adversely affect its business and impact its future financial performance and/or cash flows.

The Company requires substantial capital through borrowings and any disruption in the Company's sources of funding and inability to secure the requisite amount of financing at competitive rates for its growth plans could adversely affect its liquidity and financial condition.

The liquidity and profitability of the Company's business depends, in large part, on its timely access to, and the costs associated with raising funds. The Company's funding requirements historically have been met from various sources, including bank loans and working capital facilities, non-convertible debentures, commercial paper and equity. The Company's business thus depends and will continue to depend on its ability to access a variety of funding sources. The Company's ability to raise funds at competitive rates depends on various factors including its current and future results of operations and financial condition, its risk management policies, its credit ratings, its brand equity, the regulatory environment and policy initiatives in India and developments in the international markets affecting the Indian economy.

As of 30 September 2025, the Company's borrowed funds consisted of monies raised from banks, financial institutions, foreign investors, individuals, etc. in the form of loans, commercial papers, non-convertible debentures and bonds. Various regulatory changes may affect the Company's fund-raising plans since they could impact the quantum of funds that can be raised, ease of raising of funds, as well the ability of investors/lenders to provide funds. Further, the Company's ability to raise funds is subject to specific regulations by RBI/SEBI regarding their end-use.

Further, RBI has implemented the liquidity risk management framework ("**LRM Framework**") for NBFCs and Core Investment Companies under the ALM Directions. As per the ALM Directions, all NBFCs with asset size of Rs. 1,000 million and above shall adhere to LRM Framework and maintain a liquidity buffer, which is measured through the liquidity coverage ratio ("**LCR**"), which will promote resilience of NBFCs to potential liquidity disruptions. Additionally, the LRM Framework provides guidelines that are required to be adhered to while computing the LCR. It would require NBFCs to substantially augment their liquidity position which could adversely impact their profitability.

The Company may require additional capital for its business operations. The actual amount and timing of the Company's future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing/delivering the Company's products, changes in business plans due to prevailing economic conditions, and unanticipated expenses and regulatory changes, including any changes to RBI's monetary policies. To the extent the Company's planned expenditure requirements exceed its available resources, the Company will be required to seek additional debt or equity financing. Additional debt financing could increase the Company's interest costs and require the Company to comply with additional restrictive covenants in its financing agreements.

The Company's ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including its future financial condition, results of operations and cash flows, the amount and terms of its existing indebtedness, security, its track record of compliance with the covenants contained in its financial agreements, general market conditions and market conditions for financing activities and the economic, political and other conditions.

The Company's ability to borrow funds and refinance existing debt may also be affected by a variety of factors, including liquidity in the credit markets, the strength of the lenders from which the Company borrows, the amount of eligible collateral the Company has, and on accounting changes that may impact calculations of covenants in the Company's financing agreements. An event of default, a significant negative ratings action by a rating agency, an adverse action by a regulatory authority, or a general deterioration in prevailing economic conditions that constricts the availability of credit may increase the Company's cost of funds and may make it difficult for the Company to access financing in a cost-effective manner. For example, in the year ended 31 March 2019, there were defaults by certain large NBFCs, which resulted in heightened concern about the systemic risks that Indian financial institutions face. This led to tightening in liquidity available to certain NBFCs. Any event affecting the market sentiment surrounding the sector could adversely affect the Company's borrowing capability. Thus, any disruption in sources of funds or increase in cost of funds as a result of any of these factors may have a material adverse effect on the Company's liquidity and financial condition.

If the Company is unable to manage the level of Non-Performing Assets or Stage 3 Assets in its loan portfolio, its financial position, results of operations and cash flows may suffer.

The Company's Stage 3 Assets as of 30 September 2025 were Rs. 47,947.0 million and its Stage 3 Assets net of Stage 3 Provisions as on 30 September 2025 were Rs. 25,148.9 million. Further, TCHFL's Stage 3 Assets as of 30 September 2025 were Rs. 5,747.1 million and its Stage 3 Assets net of Stage 3 Provisions as on 30 September 2025 were Rs. 3,194.1 million.

A number of factors outside of the Company's control affect its ability to limit and reduce NPAs and Stage 3 Assets. These factors include developments in the Indian and global economy, domestic or global turmoil, competition, changes in customer behaviour and demographic patterns, various central and state government decisions, changes in interest rates and exchange rates and changes in regulations, including changes with respect to regulations requiring the Company to lend to certain sectors identified by RBI or permitting only select methods of recovery. These factors, coupled with other factors such as decline in business and consumer confidence, could impact the Company's customers and in turn impact their ability to fulfil their obligations under the loans extended to them. The Company cannot be sure that it will be able to improve collections and recoveries in relation to NPAs, or otherwise adequately control its level of NPAs in the future. The RBI had mandated the same time period for classifying assets as NPAs for both banks and NBFCs, so as to ensure there is no difference in relation to the classification of NPAs. As per the Reserve Bank of India (Non-Banking Financial Companies Income Recognition, Asset Classification and Provisioning) Directions, 2025 dated 28 November 2025 ("**IRAC Directions**"), an NPA in relation to a term loan means any overdue in the payment of an instalment or interest for a period of more than 90 days. Similarly, the RBI has prescribed classification norms for each of the financial assets of an NBFC under IRAC Directions. As a consequence, there has been an increase in Gross NPAs, and the Company has lost the regulatory arbitrage that it enjoyed vis-à-vis banks in relation to classification of assets as NPAs.

In certain cases where a customer has delayed payments but has demonstrated an ability to continue servicing the relevant loan, the Company generally does not enforce the security and seize the financed asset, and allows the loan to remain outstanding and continue without restructuring, which can adversely affect the position of the Company's asset quality and Stage 3 Assets/ECL provisioning. There can also be no assurance that in such cases the customer would not continue to delay payments, which could adversely affect the Company's profitability and cash flows.

If the Company is not able to control or reduce its level of Stage 3 Assets, the overall quality of its loan portfolio may deteriorate, and its results of operations and/or cash flows may be adversely affected. Furthermore, although the Company believes its current provisioning for Stage 3 Assets/ECL is comparable with industry standards, these provisions may not be adequate in the future when compared to the loan portfolios of other financial institutions. Moreover, there also can be no assurance that there will be no further deterioration in the Company's provisioning coverage as a percentage of its Gross NPAs or Stage 3 Provisions coverage as a percentage of its Stage 3 Assets or otherwise, or that the percentage of NPAs/Stage 3 Assets that the Company will be able to recover will be similar to its recoveries of NPAs in the past. In the event of any deterioration in its NPA/Impaired portfolio, there could be an even greater adverse impact on the Company's results of operations and cash flows.

As of 30 September 2025, the Company's and TCHFL's Stage 3 Provisions coverage was 52.5 per cent. and 55.6 per cent., respectively. In the event the overall credit quality of loans deteriorates, the current level of provisioning may be inadequate to cover the increase in Stage 3 Assets. If the Company's provisioning requirements are insufficient to cover its existing or future levels of non-performing loans or other loan losses that may occur, or if future regulation (or change in accounting standards) requires the Company to increase its provisions, the Company's results of operation and financials may get adversely affected, including its ability to raise additional capital and debt funds at favourable terms. Further, if the Company's customers are unable to meet their financial obligations in a timely manner, then this could adversely affect the Company's results of operations. If a significant number of the Company's customers are unable to meet their financial obligations in a timely manner, it may lead to an increase in the Company's level of NPAs. If the Company is unable to prevent increases in its level of NPAs, its business and future financial performance could be adversely affected, since, in accordance with the Company's adopted provisioning policy, the provisioning requirements become more stringent the longer an account is classified as an NPA. An increase in regulatory scrutiny might result in the Company not getting certain permissions sought from RBI as a result of the NPAs in its accounts.

High levels of customer defaults could adversely affect the Company's business, financial condition, results of operations and cash flows.

The Company is subject to customer default risks, including default or delay in repayment of principal or interest on loans. Customers may default on their obligations as a result of various factors including bankruptcy, lack of liquidity, lack of business and operational failure. If borrowers fail to repay loans in a timely manner or at all, the Company's financial condition, results of operations and cash flows will be adversely impacted.

In addition, the Company's customer portfolio principally consists of individuals and small enterprise borrowers that lack banking habits and who often do not have any credit history supported by tax returns and other related documents, which makes it harder for the Company to assess their creditworthiness. Individual borrowers are generally less financially resilient than larger corporate borrowers, and, as a result, they can be more adversely affected by declining economic conditions and may be unable to make timely payments in respect of the loans availed by them.

Furthermore, unlike several developed economies, credit bureaus in India covering the Company's customers may not be able to provide detailed financial information to assess the creditworthiness of individuals. It may therefore be difficult to carry out precise credit risk analyses on the Company's customers. The Company may also not receive updated information regarding any change in the financial condition of the Company's customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation on the part of the customers. Failure to continuously monitor the loan contracts, particularly for individual borrowers, could adversely affect the Company's credit portfolio, which could have a material and adverse effect on its results of operations, financial condition and cash flows.

In respect of secured loans given by the Company, the inability to recover, on a timely basis or at all, the full value of collateral or amounts which are sufficient to cover the outstanding amounts due under defaulted loans may adversely affect the Company's business.

The Company's secured Assets Under Management are typically secured by a mix of both movable and immovable assets or other forms of collateral, depending on the nature of the product. For instance, the vehicles or construction equipment purchased by the Company's customers are hypothecated in its favour and property is mortgaged for Loan Against Property ("**LAP**"). The initial valuation of the equipment and the mortgaged property is conducted by external agencies and there can be no assurance that such valuation is accurate or free from errors. Even if the valuation is conducted internally, there can be no assurance that there will be no inaccuracy due to errors of commission and omission. Loans are generally provided up to certain specified percentages of the value of new commercial vehicles, used vehicles or property as the case may be, as ascertained by the Company's appraiser at the time of sanctioning the loan.

The value of the vehicle or construction equipment, however, is subject to depreciation, deterioration, and/or reduction in value on account of other extraneous reasons, over the course of time. Similarly, for LAP, the value of the collateral may not be adequate to cover amounts under default and may not be accurate if there are errors arising from either external or internal valuation. Consequently, the realisable value of the collateral for the credit facility provided by the Company, when liquidated, may be lower than the outstanding loan from such customers. Any default in repayment of the outstanding credit obligations by the Company's customers may expose the Company to losses in addition to the cost of litigation and enforcement. Furthermore, in the case of a default, the Company typically repossesses the collateral. The hypothecated vehicles and construction equipment, being movable property, may be difficult to locate or seize in the event of any default by the Company's customers.

For personal loans and loans to small enterprises, the Company typically requires immovable or movable property to be provided as collateral for the value of the loan amount, in the absence of which the borrower is typically required to furnish a guarantee. The value of the collateral on the loans disbursed by the Company

may decline due to adverse market conditions, including an economic downturn or a downward movement in the value of real estate.

There can also be no assurance that the Company will be able to sell such vehicles, construction equipment or properties provided as collateral at prices sufficient to cover the amounts under default. In addition, there may be delays associated with such processes. Further, if any of the Company's borrowers take recourse of arbitration or litigation against the Company's repayment claims, it may cause a further delay in the Company's recovery process leading to depreciation of the secured asset. A failure or delay in recovering the expected value from sale of collateral security could expose the Company to a potential loss in addition to the cost of litigation and enforcement. Any such losses could adversely affect the Company's financial condition, results of operations and/or cash flows. Furthermore, enforcing the Company's legal rights by litigating against defaulting customers is generally a slow and potentially expensive process in India. Accordingly, it may be difficult for the Company to recover amounts owed by defaulting customers in a timely manner or at all. Further, if the Company is unable to sell any repossessed vehicles provided as security for such loans, at commercially favourable prices, in a timely manner or at all, the Company may not recover the costs of maintaining such repossessed vehicles and its operations, cash flows and profitability could be adversely affected.

Where the Company's loans are secured by listed securities, the Company is exposed to the risk of any decrease in the prices of such securities and liquidity risks if it cannot sell the pledged shares in the volumes or prices required to repay the loans. Similarly, in respect of LAP, the Company is exposed to the risk of decreases in real estate prices and liquidity risks.

As part of its business strategy, the Company may assign or securitise a portion of its loan assets to banks and other institutions. Any deterioration in the performance of any pool of receivables assigned or securitised to banks and other institutions may adversely impact the Company's financial performance and/or cash flows.

As part of the Company's means of raising and/or managing funds, the Company assigns or securitises a substantial portion of the receivables from its loan portfolio to banks and other institutions. Such assignment or securitisation transactions are conducted on the basis of the Company's internal estimates of funding requirements, which may vary from time to time. Any change in statutory and/or regulatory requirements in relation to assignments or securitisations by financial institutions, including the requirements prescribed by RBI and the Government of India and the interpretation thereof, could have an adverse impact on the Company's assignment or securitisation transactions.

The commercial viability of assignment and securitisation transactions has been significantly affected by changes and developments relating to regulation governing such transactions. Such changes include:

- prohibition on carrying out securitisation or assignment transactions at rates lower than the prescribed base rate of the concerned lending bank;
- prohibition on NBFCs such as the Company from offering credit enhancements in any form and liquidity facilities in the case of loan transfers through direct assignment of cash flows;
- minimum holding period or 'seasoning' and minimum retention requirements of assignment and securitisation loans; and
- the all-inclusive interest charged to the ultimate borrower by the originating entity should not exceed the investing bank's marginal cost of funds-based lending rate + 10.0 per cent. or external benchmark lending rate + 14.0 per cent.

Any adverse changes in the policy and/or regulations in connection with securitisation of assets by NBFCs and/or new circulars and/or directions issued by RBI in this regard, affecting NBFCs or the purchasers of assets, would affect the securitisation market in general and the Company's ability to securitise and/or assign assets.

The Company is subject to laws and regulations governing the banking and financial services industry in India and changes in laws and regulations governing the Company could adversely affect its business, results of operations and prospects.

As an NBFC, the Company is subject to regulation by government authorities, including RBI. For example, the Company is subject to RBI's directions on financial regulation of NBFCs, including capital adequacy, exposure limits, provisioning and other aspects. RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. Additionally, the Company is required to make various filings with RBI, the Registrar of Companies and other relevant authorities pursuant to the provisions of RBI regulations, the Companies Act, 2013 and other regulations.

RBI, from time to time, amends the regulatory framework governing NBFCs to address concerns arising from certain divergent regulatory requirements for banks and NBFCs. The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, treatment of customers, investments, ethical issues, money laundering and privacy. The Company is also required to comply with the prescribed requirements, including classification of NPAs and provisioning, KYC requirements, ticket sizes, qualifying assets and other internal control mechanisms. Further, the Company is subject to certain information technology ("**IT**") laws, data privacy laws, rules and regulations that regulate the use of customer and other data and its branches are required to be registered under the relevant shops and establishments laws of the states in which they are located. Certain of these laws, rules and regulations are relatively new and their interpretation and application remain uncertain. Data privacy laws, rules and regulations are also subject to change and may become more restrictive in the future.

The Company is currently recognised as a Non-Banking Financial Company – Investment and Credit Company by the RBI. To support any future expansion or diversification into new business lines or financial products, the Company will need to obtain, renew, and maintain various licences, permits, and approvals. Failure to comply with the terms and conditions of these licences or approvals, or to secure the necessary authorisations, could interrupt the Company's business operations and materially and adversely affect its financial performance. Any inability to meet the relevant requirements within specified timeframes may result in regulatory actions, such as fines, penalties, or loss or cancellation of its NBFC licence by the RBI.

The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, securitisation, investments, treatment of customers, ethical issues, money laundering and privacy. In addition, these laws and regulations are tightened in times of economic and financial uncertainty such as during the COVID-19 pandemic. Moreover, these laws and regulations can be amended, supplemented, interpreted differently or changed at any time such that the Company may be required to restructure its activities and incur additional expenses to comply with such laws and regulations, which could materially and adversely affect the Company's business and financial performance.

The restrictions and conditions imposed on NBFCs by RBI through: (i) Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025 dated 28 November 2025, as amended ("Master Directions – Commercial Bank Credit Facilities"); (ii) a circular on 'Regulatory measures towards consumer credit and bank credit to NBFCs', dated 16 November 2023, as amended

("Consumer Credit Circular"); and (iii) any other new guidelines from time to time, may restrict the Company's ability to obtain bank financing for specific activities.

RBI has imposed certain restrictions on banks providing financing to NBFCs. Certain NBFC activities are ineligible for financing by banks, such as certain types of discounting and rediscounting of bills, investments of both current and long term nature by way of shares, debentures, loans and advances by NBFCs to their subsidiaries and group companies, or lending by NBFCs to individuals for subscribing to public offerings and purchasing shares from the secondary market, unsecured loans, inter-corporate deposits provided by the NBFCs. In addition, the Master Directions – Commercial Bank Credit Facilities prohibits:

- banks from granting bridge loans of any nature, providing interim finance against capital or debenture issues and/or in the form of loans of a bridging nature pending the raising of long-term funds from the market by way of capital, deposits, or other means to any category of NBFCs;
- banks from accepting shares and debentures as collateral for secured loans granted to NBFCs; and
- banks from executing guarantees covering inter-company deposits or loans that guarantees refund of deposits or loans accepted by NBFCs. The Master Directions – Commercial Bank Credit Facilities also requires that guarantees not be issued by banks for the purpose of indirectly enabling the placement of deposits with NBFCs.

The Master Directions – Commercial Bank Credit Facilities also imposed restrictions regarding investments made by banks in securities/instruments issued by NBFCs as follows:

- banks cannot invest in long term zero coupon bonds and low coupon bonds issued by NBFCs unless the issuer NBFC builds up a sinking fund for all accrued interest and keeps it invested in liquid investments/securities (government securities); and
- banks are permitted to invest in Non-Convertible Debentures ("**NCDs**") issued by NBFCs with an original or initial maturity for up to a year. However, while investing in such instruments banks should be guided by the extant prudential guidelines in force, ensure that the issuer has disclosed the purpose for which the NCDs are being issued in the disclosure document and such purposes are eligible for bank finance in terms of instructions given in the Master Directions – Commercial Bank Credit Facilities.

Further, exposures of scheduled commercial banks to NBFCs (excluding core investment companies), are risk weighted as per the ratings assigned by accredited external credit assessment institutions and RBI pursuant to the Consumer Credit Circular increased the risk weights on such exposures of scheduled commercial banks by 25 percentage points (over and above the risk weight associated with the given external rating) in all cases where the extant risk weight as per external rating of NBFCs is below 100 per cent.

RBI pursuant to the Consumer Credit Circular, has provided certain measures and guidelines in relation to NBFCs, to strengthen their internal surveillance mechanisms, address the build-up of risks, if any, and institute suitable safeguards. The key measures are set out below:

- **Consumer credit exposure**: Consumer credit exposure of NBFCs (outstanding as well as new) categorised as retail loans (excluding housing loans, educational loans, vehicle loans, loans against gold jewellery and microfinance/self-help group loans) will attract a risk weight of 125 per cent., which is increased by 25 percentage points.
- **Bank credit to NBFCs**: Risk weights on exposures of SCBs to NBFCs (excluding core investment companies) has been increased by 25 percentage points (over and above the risk weight associated with the given external rating) in all cases where the extant risk weight as per external rating of NBFCs is below 100 per cent.

- **Strengthening credit standards**: NBFCs are required to review and implement sectoral exposure limits for consumer credit and establish board-approved limits for various sub-segments. In particular, limits shall be prescribed for all unsecured consumer credit exposures. Further, the top-up loans against depreciating movable assets are required to be treated as unsecured loans for credit appraisal, prudential limits and exposure purposes.

In February 2025 pursuant to the circular bearing reference no. RBI/2024-25/120 DOR.STR.REC.61/21.06.001/2024-25 dated 25 February 2025, the RBI rolled back the 25 per cent. increase in risk weights on bank exposures to NBFCs, effectively reinstating the previous levels determined by external credit ratings. The revision took effect from 1 April 2025 and is expected to boost credit growth from banks to NBFCs, with a positive ripple effect on the overall credit flow to the retail segment in fiscal 2026. Furthermore, upon review, the RBI excluded microfinance loans from the 125 per cent. risk weight applied to consumer credit, subsequently restoring it to 100 per cent.

The restrictions provided by the abovementioned circulars and any similar notifications or guidelines released by RBI may adversely affect the Company's access to or the availability of bank finance, which may in turn adversely affect the Company's financial condition and results of operations.

The Company's significant indebtedness and the conditions and restrictions imposed by its financing arrangements could restrict its ability to conduct its business and operations in the manner the Company desires.

As of 30 September 2025, the Company had total consolidated borrowings of Rs. 2,128,880.1 million and the Company may continue to incur additional indebtedness in the future. The Company's level of indebtedness may affect its credit ratings and capital adequacy requirements, limit its flexibility in planning for, or reacting to, changes in its business and the industry, increase its business expenditure and limit its ability to obtain additional funding in the future. Fluctuations in market interest rates may restrict our ability to obtain additional financing in the future at reasonable terms, which may result in an increase in our cost of borrowing, as some of our indebtedness is at variable interest rates.

Most of the Company's financing arrangements include conditions that require the Company to obtain lender consents prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on the Company's business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of these covenants include restrictions against altering the Company's capital structure, changing the Company's current ownership/control, formulating a scheme of amalgamation, compromise or reconstruction, material change in management other than in the ordinary course of business, implementing a scheme of expansion other than in the ordinary course of business, undertaking guarantee obligations, declaration of dividend other than out of current year's earnings after making due provisions, if any, for instalment towards principal or interest remains unpaid on its due date, and amending constitutional documents if such amendment materially affects the rights of the lenders, other than for change in its capital structure. Such covenants may restrict or delay certain actions or initiatives that the Company may propose to take from time to time.

A failure to observe the covenants under the financing arrangements or to obtain necessary consents required thereunder may lead to the termination of the Company's credit facilities, acceleration of all amounts due under such facilities and the enforcement of any security provided. Any acceleration of amounts due under such facilities may also trigger cross default provisions under other financing agreements. If the obligations under any of the Company's financing documents are accelerated, the Company may have to dedicate a substantial portion of cash flows from operations to make payments under such financing documents, thereby reducing the availability of cash for the Company's working capital requirements and other general corporate purposes.

Furthermore, during any period in which the Company is in default, it may be unable to raise, or face difficulties raising, further financing or its ability to refinance any of its debt on commercially acceptable terms. Any of these circumstances could adversely affect the Company's business, credit rating, financial condition, results of operations and cash flows.

The Company's loans to small enterprises businesses depend on the performance of the small enterprises sector in India, and government policies and statutory and/or regulatory reforms in the small enterprises finance sector.

The Government of India has from time to time taken economic policy initiatives to promote this sector and enhance credit to small and medium enterprises. Some of the initiatives of the Government to support small enterprise financing include setting up a credit guarantee fund trust for small industries, risk sharing facilities, venture capital funding and micro credit. The small enterprises finance sector currently is catered to largely by public sector banks, public financial institutions and local unorganised private financiers.

Any change in the regulatory requirements in connection with the small enterprise finance sector, change in government policies, slowdown in liberalisation and reforms affecting the sector could affect the performance of small enterprises and demand for small enterprise finance, and, in turn, the Company's business and results of operations.

In the housing finance and loan against property businesses of the Company (by itself and through its subsidiary Tata Capital Housing Finance Limited, ("TCHFL")), the Company has significant exposure to the real estate sector and any negative trends affecting this sector could adversely affect its business and result of operations.

In relation to the housing finance business, which is operated through its material and wholly owned subsidiary Tata Capital Housing Finance Limited ("**TCHFL**") and the loan against property business undertaken by the Company, the primary security for the loans disbursed is the underlying property and the value of this security is largely dependent on housing market conditions prevalent at that time. The value of the collateral on the loans disbursed may decline due to adverse market conditions, including an economic downturn or a downward movement in real estate prices. In the event the real estate sector is adversely affected due to a decline of demand for real properties, changes in regulations or other trends or events which negatively impact the real estate sector, the value of the collaterals may diminish, which may affect the Company's or TCHFL's business and results of operations, and in turn, may have an impact on the financial performance of the Company.

Failure to recover the expected value of collateral could expose the Company and TCHFL to losses and, in turn, result in a material adverse effect on the Company's and TCHFL's business, results of operations and financial condition, and in turn, may have an impact on the financial performance of the Company. Following the introduction of the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Act, 2002 ("**SARFAESI Act**"), the Company and TCHFL are allowed to foreclose on secured property after complying with the procedure under the SARFAESI Act in case of loans which have been classified as non-performing. Although the enactment of the SARFAESI Act has strengthened the rights of creditors by allowing expedited enforcement of security in an event of default, there is still no assurance that the Company or TCHFL will be able to realise the full value of the Company's or TCHFL's collateral, due to, among other things, delays on the Company's or TCHFL's part in taking action to secure the property, delays in bankruptcy foreclosure proceedings, stock market downturns, defects in the perfection of collateral and fraudulent transfers by borrowers.

Further, the Debt Recovery Tribunal ("**DRT**") has the power to issue a stay order prohibiting the lender from selling the assets of a defaulted borrower. As a result, there can be no assurance that any foreclosure proceedings would not be stayed by the DRT or any other relevant authority. In addition, delays on the Company's or TCHFL's part to take immediate action, delays in bankruptcy foreclosure proceedings, economic downturns,

defects in security and fraudulent transfers by borrowers, may hinder its ability to realise the full value of security. In the event that a regulatory agency asserts jurisdiction over the enforcement proceedings, creditor actions can be further delayed. Therefore, there can be no assurance that the Company or TCHFL will be able to foreclose on collateral on a timely basis, or at all, and if is able to foreclose on the collateral, that the value will be sufficient to cover the outstanding amounts owed to it which may result in a material adverse effect on the Company's or TCHFL's business, results of operations, cash flows and financial condition.

Further, the Real Estate (Regulation and Development) Act, 2016 ("**RERAD Act**") has become fully effective from May 2017, pursuant to which obligations of real estate project developers under the provisions of the RERAD Act, including mandatory project registration, enhanced disclosure norms and penal provisions for violation of rules have become effective across India.

To ensure compliance with the requirements of the RERAD Act, companies in the real estate sector may need to allocate additional resources from time to time, which may increase compliance and they may face regulatory actions or be required to undertake remedial steps, which may have an adverse effect the business, operations and financial condition of various companies in the sector leading to less than anticipated growth in the housing sector, resulting in adverse effect on the Company's or TCHFL's business, and in turn, may have an impact on the financial performance of the Company.

Any changes in the statutory and/or regulatory requirements in connection with taxation could adversely affect the Company's operations, profitability and cash flows.

The Company's operations, profitability and cash flows could be adversely affected by any unfavourable changes in central and state-level statutory and/or regulatory requirements in connection with direct and indirect taxes and duties, including income tax, goods and service tax and/or by any unfavourable interpretation taken by the relevant taxation authorities and/or courts and tribunals.

Furthermore, the Government of India has implemented two major reforms in Indian tax laws, namely the goods and services tax ("**GST**"), and provisions relating to general anti-avoidance rules ("**GAAR**").

The GST has been implemented with effect from 1 July 2017 and has replaced the indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise, collected by the central and state governments. The GST has increased administrative compliance for companies which is a consequence of increased registration and form filing requirements.

As regards to GAAR, the provisions were introduced in the Finance Act, 2012 and are applicable (as per the Finance Act, 2015) in respect of an assessment year beginning on 1 April 2018. The GAAR provisions intend to catch arrangements declared as "impermissible avoidance arrangements", which is defined in the Finance Act, 2012 as any arrangement, the main purpose of which is to obtain a tax benefit and which satisfies at least one of the following tests: (i) creates rights, or obligations, which are not ordinarily created between persons dealing at arm's length; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the Income Tax Act, 1961; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes. The onus to prove that the transaction is not an "impermissible avoidance agreement" is on the assessee. If GAAR provisions are invoked, then the tax authorities have wide powers, including the denial of tax benefit or the denial of a benefit under a tax treaty.

As the taxation system is relatively new and could be subject to further amendments in the short term for the purposes of streamlining compliance, the consequential effects on the Company cannot be determined as of now and there can be no assurance that such effects would not adversely affect the Company's business, future financial performance and the trading price of the Notes.

Some of the loans the Company provides are unsecured and are susceptible to certain operational and credit risks which may result in increased levels of NPAs, thereby adversely affecting the Company's business, operations and financial condition.

Some of the loans the Company provides are unsecured loans. The Company may not be able to recover these loans through its standard recovery proceedings. Unsecured loans present a higher risk of loss in case of a credit default as compared to loans to customers in other asset-backed financing products. In addition, there can be no assurance that the Company's monitoring and risk management procedures will succeed in effectively predicting the right income levels of these customers or that the Company's loan loss reserves will be sufficient to cover any actual losses. If there is a default by customers on repayment of such unsecured loans or if the Company is unable to recover its principal and interest through such legal proceedings, the Company may experience increased levels of NPAs and it may be required to make related provisions and write-offs that may have an adverse effect on its business prospects, financial condition and results of operations. Although the SARFAESI Act has strengthened the ability of lenders to recover NPAs by granting lenders greater rights to enforce security and recover amounts owed from secured borrowers, it does not apply to unsecured loans, any enforcement of security interest securing repayment of any financial asset less than Rs. 20,00,000 or where the remaining debt is below 20 per cent. of the principal amount and interest thereon.

Since its introduction, the Insolvency and Bankruptcy Code, 2016 ("**Bankruptcy Code**"), has become the main framework within which insolvency proceedings against corporate persons are undertaken. While the Bankruptcy Code does not make any distinction between secured creditors and unsecured creditors during the corporate insolvency resolution process, the liquidation waterfall in case the company has to undergo liquidation depends on whether the creditor is secured or unsecured.

The Company depends on the accuracy and completeness of information about customers and counterparties for its credit assessment and risk management. Any misrepresentation, errors in or incompleteness of such information could adversely affect the Company's business and financial performance.

In deciding whether to extend credit or enter into other transactions with customers, the Company relies on information furnished to it by or on behalf of customers (including in relation to their financial transactions and past credit history). The Company may also rely on certain representations from its customers as to the accuracy and completeness of that information. For ascertaining the creditworthiness, the Company may depend on credit information companies or credit bureaus such as TransUnion CIBIL ("**CIBIL**"), and the Company's reliance on any misleading information given to it may affect its judgement of the credit worthiness of potential borrowers and the value of and title to the collateral, which may affect the Company's business, prospects, results of operations and financial condition. The Company may also receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation. The Company's risk management measures may not be adequate to prevent or deter such activities in all cases, which may adversely affect its business prospects, financial condition and results of operations.

Moreover, the availability of accurate and comprehensive credit information on retail customers and small businesses in India is more limited than for larger corporate customers, which reduces the Company's ability to accurately assess the credit risk associated with such lending. Although as part of the Company's credit policy, it is required to conduct credit checks of all its customers, including with credit bureaus, and conduct site-visits and personal discussions, there can be no assurance that such credit information will be accurate or comprehensive. There may be the possibility of double-financing obtained by any such clients, that may have been available in a more developed economy, and the availability of such financial and credit information in India may be considered to suffer from an absence of competitive pressure at present. The Company neither has access to special mention account reporting nor frauds data base of banks which could further impact credit decisions. Difficulties in assessing credit risks associated with the Company's day-to-day lending operations

may lead to an increase in the level of its non-performing and restructured assets, which could materially and adversely affect its business prospects, financial condition and results of operations.

The Company is party to certain legal proceedings and any adverse outcome in these or other proceedings may adversely affect its business.

The Company is involved, from time to time, in legal proceedings that are incidental to its operations and include proceedings filed or initiated by the Company against its borrowers and by other parties against the Company. These include criminal proceedings, civil proceedings, arbitration cases, consumer cases, tax proceedings, proceedings under the SARFAESI Act and cases filed under the Negotiable Instruments Act and Payment and Settlement Systems Act, 2007. The Company has also, in the ordinary course of its business, filed certain complaints with respect to offences such as fraudulent activities committed by its certain customers. These proceedings are pending at different levels of adjudication before various courts, forums, authorities, tribunals and appellate tribunals and there can be no assurance that such proceedings will be resolved in favour of the Company. A significant degree of judgement is required to assess the Company's exposure in these proceedings and determine the appropriate level of provisions, if any. There can be no assurance on (a) the outcome of such legal proceedings or (b) the adequacy or sufficiency of the provisions made by the Company to cover all potential losses it may incur in such proceedings, or (c) the Company's actual liability will correspond to the amount reflected in any provision that it has made in connection with any such legal proceedings. The Company may be required to devote management and financial resources to defend or prosecute such legal proceedings. There can also be no assurance that the Company will be able to recover any losses incurred from third parties. Even if the Company is successful in defending such cases, the Company may be subject to legal and other costs incurred pursuant to defending such proceedings, and such costs may be substantial and not recoverable. The losses of the Company relating to such proceedings may also not be covered by insurance. In the event that the Company faces an adverse order in any such proceedings involving its employees and third parties, there may be a material adverse effect on the financial condition, business, results of operations and cash flows of the Company. For further details, please see the section "*Business – Legal proceedings*".

If the Company does not generate sufficient amounts of cash from operations, its liquidity and ability to service its indebtedness and fund its operations would be adversely affected.

While the Company believes that its cash flow from operations, available cash and borrowings will be adequate to meet its future liquidity needs, the Company has substantial debt service obligations and working capital requirements. There can be no assurance that the Company's business will generate sufficient cash flow from operations such that its anticipated revenue growth will be realised or that future borrowings will be available to the Company under credit facilities in amounts sufficient to enable it to repay its existing indebtedness, fund its expansion efforts or fund its other liquidity needs. It may be noted that cash flows from operations are usually negative for a growing financial services company. If the Company is unable to service its existing debt, its ability to raise debt in the future will be adversely affected which will have a significant adverse effect on its business prospects, financial condition and results of operations.

If the Company does not generate sufficient cash flow from operations to service its debt obligations and working capital requirements, it may have an adverse effect on its business prospects, financial condition and results of operations. The Company's ability to raise funds from the banks is likely to be affected in the event that the banks unilaterally call-back/withdraw the credit facilities or the banks are constrained because of their own capital inadequacy.

The Company had positive net cash generated from operating activities before working capital changes of Rs. 71,802.7 million and negative cash used in operating activities of Rs. 298,724.8 million for Fiscal Year 2025, mainly due to an increase of Rs. 356,854.9 million in its loan book. The Company may experience negative

cash flows in future, which could adversely affect its business prospects, financial condition and results of operations. For further details, please refer to the Company's financial statements disclosed elsewhere in this Offering Circular.

The Company may not be able maintain its current levels of profitability due to increased costs or reduced spreads.

The Company's business strategy involves a relatively high level of ongoing interaction with customers. The Company believes that this involvement is an important part of developing its relationship with customers, identifying new cross-selling opportunities and monitoring its performance. However, this level of involvement also entails higher levels of costs and requires a relatively higher gross spread, or margin, on the finance products offered, in order to maintain profitability. There can be no assurance that the Company will be able to maintain its current levels of profitability if the gross spreads on its finance products were to reduce substantially, which could adversely affect the Company's results of operations and cash flows.

The regulatory requirement to maintain a stipulated capital adequacy ratio could restrict the Company's future business growth.

As an NBFC, the Company is required to maintain a Capital to Risk Adjusted Ratio ("**CRAR**") of at least 15 per cent. of its aggregate risk-weighted assets of its balance sheet (on-balance sheet and of risk adjusted value of off balance sheet items) on an ongoing basis, under the Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025. As at 30 September 2025, the Company's and TCHFL's CRAR was 17.3 per cent. and 17.5 per cent., respectively. Although the Company has been maintaining a CRAR above the regulatory minimum requirement, there can be no assurance that the Company will be able to maintain its CRAR within the regulatory requirements in the future. Further, as the Company continues to grow its loan portfolio and asset base, the Company will be required to raise additional capital in order to continue to meet applicable capital adequacy ratios with respect to its business. There can be no assurance that the Company will be able to raise adequate additional capital in the future on terms favourable to it, and this may adversely affect the growth of the Company's business. This could result in non-compliance with applicable capital adequacy ratios, which could have a material adverse effect on the Company's business, prospects, results of operations and cash flows.

The Company may face asset-liability mismatches which could affect its liquidity and consequently may adversely affect its operations, cash flows and profitability.

The Company faces potential liquidity risks due to varying periods over which assets and liabilities mature. As is typical for NBFCs, a portion of the Company's funding requirements is met through short-term and medium-term funding sources such as bank loans, working capital demand loans, NCDs, cash credit, short term loans and commercial paper. However, a significant portion of the Company's assets (such as loans to its customers) have maturities with longer terms than its own borrowings. Moreover, raising long-term borrowings in India has historically been challenging. The Company's inability to obtain additional credit facilities or renew its existing credit facilities in a timely and cost-effective manner to meet its maturing liabilities, or at all, may lead to gaps and mismatches between its assets and liabilities, which in turn may adversely affect the Company's liquidity position, and in turn, its operations, cash flows and financial performance. Furthermore, mismatches between assets and liabilities are compounded in case of pre-payments of the financing facilities granted to customers.

Changes in economic, regulatory and financial conditions or lack of liquidity in the market due to internal as well as external factors could adversely affect the Company's ability to access funds at competitive rates, which could adversely affect its liquidity and financial condition.

The Company's risk management measures may not be fully effective in mitigating its risks in all market environments or against all types of risks, which may adversely affect the Company's business and financial performance.

The Company is exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal and compliance risk. The effectiveness of the Company's risk management is limited by the quality and timeliness of available data. The Company's risk management techniques may not be fully effective in mitigating its risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behaviour. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated and which may adversely affect the Company's business and results of operation.

Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, current, or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events. Although the Company has established policies and procedures, they may not be fully effective. The Company's future success will depend, in part, on its ability to respond to new technological advances and evolving NBFC, vehicle finance and mortgage and unsecured loan sector standards and practices in a cost-effective and timely basis. The development and implementation of such technology entails significant technical and business risks. There can be no assurance that the Company will successfully implement new technologies or adapt its transaction-processing systems to customer requirements or evolving market standards.

To the extent any of the instruments and strategies that the Company uses to hedge or otherwise manage its exposure to market or credit risk are not effective, the Company may not be able to mitigate effectively its risk exposures in particular market environments or against particular types of risk. Further, some of the Company's risk management strategies may not be effective in a difficult or less liquid market environment, where other market participants may be attempting to use the same or similar strategies to deal with the difficult market conditions. In such circumstances, it may be difficult for the Company to reduce its risk positions due to the activity of such other market participants. Other risk management methods depend upon an evaluation of information regarding markets, clients or other matters. This information may not in all cases be accurate, complete, up-to-date or properly evaluated.

To the extent the Company's assessments, assumptions or estimates prove inaccurate or not predictive of actual results, it could suffer higher than anticipated losses. If the Company fails to effectively implement its risk management policies, this could materially and adversely affect the Company's business, financial condition, results of operations and cash flows.

The Company has entered into certain transactions with related parties in the past and any such transactions or any future related party transactions may potentially involve conflicts of interest, which may adversely affect its business, prospects, financial condition, and results of operation.

The Company has entered into certain transactions with related parties, including with members of the Tata group, and may continue to do so in future. While the Company believes that all such transactions are in compliance with applicable laws and are on an arms-length basis, there can be no assurance that the Company could not have achieved more favourable terms in case such transactions would not have been entered into with related parties. For further information, please refer to the financial statements of the Company disclosed elsewhere in this Offering Circular.

It is likely that the Company will enter into other related party transactions in the future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on the Company's

business, prospects, results of operations and financial condition, because of potential conflicts of interest or otherwise.

If the Company is unable to establish and maintain an effective system of internal controls and compliances, its business and reputation could be adversely affected.

The Company manages its internal compliance by monitoring and evaluating internal controls and ensuring compliance with all relevant statutory and regulatory requirements. Further, weak internal controls could lead to certain errors/frauds. However, there can be no assurance that deficiencies in the Company's internal controls will not arise, or that it will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in its internal controls, in a timely manner or at all. If the Company is unable to establish and maintain an effective system of internal controls and compliances, its business and reputation could be adversely affected.

The Company may also be adversely affected by the failure of its employees to comply with internal procedures and the inaccurate appraisal of credit or financial worth of its customers. Inaccurate appraisal of credit may allow a loan sanction which may eventually result in a bad debt in the Company's books of accounts. In the event that the Company is unable to check the risks arising out of such lapses, its business and results of operations may be adversely affected.

As an NBFC, the Company is subject to supervision and regulation by RBI and other regulatory authorities in India and any non-compliance with RBI's observations made during its periodic inspections could expose the Company to penalties and restrictions.

As an NBFC, the Company is regulated principally by, and has reporting obligations to, the RBI. The Company is required to hold and maintain a licence from RBI, which requires the Company to comply with certain terms and conditions for it to continue operations as an NBFC. RBI conducts an annual financial inspection of the Company's books of accounts and other records relating to its financial position under Section 45N of the Reserve Bank of India Act, 1934 ("**RBI Act**"). Inspections by RBI is a regular exercise and is carried out periodically by RBI for banks, financial institutions and NBFCs, pursuant to which RBI inspects the Company's books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to RBI. While RBI has made certain observations with respect to the inspections, the Company has responded to such observations and addressed them and no penalties have been levied by RBI. However, there can be no assurance that RBI will not find any deficiencies in future inspections or that it will not make other adverse observations in the future. In the event the Company is unable to resolve such deficiencies to RBI's satisfaction, the Company may be restricted in its ability to conduct its business as it currently does. While the Company seeks to comply with all regulatory provisions applicable to it, in the event it is unable to comply with the observations made by RBI, the Company could be subject to penalties and restrictions which may be imposed by RBI. Imposition of any penalty or adverse findings by RBI during the ongoing or any future inspections may have an adverse effect on the Company's business, results of operations, financial condition and reputation.

Any non-compliance with mandatory Anti-Money Laundering and Know Your Customer policies could expose the Company to additional liability and harm its business and reputation.

In accordance with the requirements applicable to the Company, the Company is mandated to comply with Anti-Money Laundering ("**AML**") and Know Your Client ("**KYC**") regulations in India. These laws and regulations require the Company, among other things, to adopt and enforce AML and KYC policies and procedures. For further details, please see the section "*Regulation and Policies in India*". While the Company has adopted policies and procedures aimed at collecting and maintaining all AML and KYC related information from its customers in order to detect and prevent the use of its networks for money-laundering activities, there

may be instances where the Company may be used by other parties in attempts to engage in money-laundering and other illegal or improper activities.

Although the Company believes that it has adequate internal policies, processes and controls in place to prevent and detect AML activity and ensure KYC compliance, and has taken necessary corrective measures to correct any deficiencies, there can be no assurance that the Company will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions, including imposition of fines and other penalties by the relevant government agencies to whom the Company reports to, including the Financial Intelligence Unit – India. The Company's business and reputation could suffer if any customers or other parties use or attempt to use the Company for money-laundering or illegal or improper purposes and if such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements.

Further, in the ordinary course of its operations, the Company runs the risk of inadvertent non-compliance with prescribed KYC procedures or failure to detect fraud or money-laundering attempts by dishonest customers. Despite its best efforts, the Company's implementation of AML and KYC policies and procedures across all its branches and business segments may not be entirely effective at all times. Any inability on the Company's part to detect such activities fully and on a timely basis may result in regulatory scrutiny, enforcement actions, and the imposition of monetary penalties, which could adversely affect the Company's business operations, financial condition, and reputation.

Additionally, as part of its business operations, the Company offers financial products and services where there exists a risk that such offerings may, despite having appropriate KYC and AML processes in place, be extended to customers whose suitability or appropriateness may not have been adequately assessed. Such lapses could expose the Company to regulatory or reputational risk.

The Company is exposed to fluctuations in the market values of its investment and other asset portfolio.

Deterioration of the credit and capital markets could result in volatility of the Company's investment earnings and impairments to the Company's investment and asset portfolio, which could negatively impact its financial condition and reported income.

The Company handles cash across its network of branches and consequently faces the risk of misappropriation or fraud by its employees.

A portion of the Company's collections from customers is in cash across its network of branches, which exposes it to the risk of fraud, misappropriation or unauthorised transactions by employees responsible for dealing with such collections. These risks are exacerbated by the high levels of responsibility that the Company delegates to its employees and the geographically dispersed nature of its network. While the Company has taken insurance policies and coverage for cash in safes and in transit, and it undertakes measures to detect and prevent any unauthorised transaction, fraud or misappropriation by its representatives and officers, such measures may not be sufficient to prevent or deter such activities in all cases, which may adversely affect the Company's operations, profitability and cash flows. Given the high number of transactions processed daily by the Company, certain instances of fraud and misconduct may go unnoticed or may only be discovered after a significant period has elapsed if at all. Even when the Company discovers such instances of fraud or theft and pursues them to the full extent possible under the law, there can be no assurance that it will recover any of the amounts involved in these cases. The Company's business is also susceptible to fraud by dealers, distributors and other agents through the forgery of documents, multiple financing of the same asset and unauthorised collection of instalments on behalf of the Company. Furthermore, the Company may be subject to regulatory or other proceedings in connection with any unauthorised transaction, fraud or misappropriation by representatives and employees, which could adversely affect its goodwill, business, financial condition and operation results.

Our business is susceptible to fraud committed by our customers and employees and if we are unable to prevent incidents of fraud, our business, results of operations, cash flows and financial condition may be adversely affected.

Our business is susceptible to fraud committed by our customers and employees and to failures or material errors in our internal systems that may lead to reporting fraud. While our internal mechanisms help us identify and deal with fraud, there can be no assurance that we will be able to completely prevent fraud in the future. Further, we may be susceptible to claims by our customers for instances of mis-selling by our employees or direct sales agents and consequent actions by regulatory authorities against them and us. Any regulatory action against us and such employees or direct sales agents could reduce our ability to distribute our products through them, harm our reputation and have a material adverse effect on our business, results of operations, and financial condition.

System failures or inadequacy and security breaches in computer systems may adversely affect the Company's business.

The Company relies on IT systems in connection with financial controls, risk management and transaction processing. Due to the increasing size of the Company's business, it is increasingly dependent on its ability to process, on a daily basis, a large number of transactions. The Company's financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond its control, including a disruption of electrical or communications services.

The Company's ability to operate and remain competitive will depend in part on its ability to maintain and upgrade its IT systems on a timely and cost-effective basis. The information available to and received by the Company's management through its existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in its operations. The Company may experience difficulties in upgrading, developing and expanding its systems quickly enough to accommodate its growing customer base and range of products.

The Company's IT support systems connect its branches and aid the Company in performing the processes involved in a loan transaction. This ensures centralisation of the operations and customer database. The Company has developed proprietary software, which it uses to efficiently link and manage its operations. The Company's operations rely on the secure processing, storage and transmission of its confidential and other information through its computer systems and networks. The Company's computer systems, software and networks may be vulnerable to unauthorised access, computer viruses or other malicious code and other events that could compromise data integrity and security.

Any failure to effectively maintain or improve or upgrade the Company's management information systems in a timely manner could materially and adversely affect its competitiveness, financial position and results of operations. Moreover, any of these systems may not operate properly or may be disabled or there may be other shortcomings or failures in the Company's internal processes or systems. Any of the foregoing could affect the Company's operations or result in financial losses, disruption of its businesses, regulatory intervention or damage to its reputation. In addition, the Company's ability to conduct business may be adversely impacted by a disruption in the infrastructure that supports its businesses and the localities in which the Company is located.

The Company may also be subject to disruptions, failures or infiltrations of its IT systems arising from events that are wholly or partially beyond its control (including, for example, damage or incapacitation by human error, natural disasters, electrical or telecommunication outages, sabotage, computer viruses, hacking, cyber-attacks or similar events, or loss of support services from third parties such as internet backbone providers), for which the Company may be held liable. In the event the Company experiences interruptions or infiltrations of its IT systems, this may give rise to deterioration in customer service and to loss or liability to the Company, which may materially and adversely affect its business, financial condition and results of operations.

In addition, any cyber attack or infiltration of the Company's IT systems may compromise information stored on its systems and may result in significant data losses or theft of the Company's or the Company's customer's proprietary business or personally identifiable information. This could result in other negative consequences, including liabilities, remediation costs, disruption of internal operations, increased cybersecurity protection costs, damage to the Company's reputation and loss of customer confidence, any of which could materially and adversely affect its business, financial condition and results of operations. Although the Company at present has a robust system for protection against cyber-attacks and has not incurred any financial loss on account of a cyber-attack as yet, there is no guarantee that the Company will never suffer any harm as a result of such attacks.

Further, the Company is dependent on various external vendors for some parts of its operations and is exposed to the risk that (i) external vendors or service providers may be unable to fulfil their contractual obligations to the Company (or will be subject to the same risk of operational errors by their respective employees) and (ii) that their (or their vendors') business continuity and data security systems prove to be inadequate. Failure to perform any of these functions by the Company's external vendors or service providers could adversely affect its business and results of operations.

The Company's business is dependent on relationships with its customers established through its branches. Closure of branches or loss of the Company's key relationship personnel may lead to damage to these relationships and a decline in the Company's revenue and profits.

The Company's business, to a certain extent, is dependent on its branches and the key relationship personnel who directly manage customer relationships. The Company encourages dedicated personnel to service specific customers since it believes that this leads to long-term client relationships, a trust-based business environment and, over time, better cross-selling opportunities. While no key relationship personnel or operating group of personnel contribute a meaningful percentage of the Company's business, the Company's business may suffer materially if a substantial number of such personnel either perform at less than optimal efficiency or leave the Company. Closure of branches or loss of the Company's key relationship personnel may lead to damage to customer relationships and a decline in the Company's revenue and profits.

The success of the Company's business operations is dependent on its senior management team and key managerial personnel ("KMPs") as well as its ability to attract, train and retain employees.

The continued success of the Company's business operations is attributable to its senior management team and KMPs. The Company believes that the experience of its senior management team has enabled it to experience consistent growth and profitability as well as maintain a robust liquidity and capital position. The Company's ability to sustain its growth depends upon its ability to attract and retain key personnel, developing managerial experience to address emerging business and operating challenges and ensuring a high standard of customer service. Hiring and retaining such personnel who are qualified and experienced in credit-appraisal and asset valuation, may be difficult. The Company may also face attrition of its existing workforce as a result of increased competition or other factors relating to its businesses. If the Company cannot hire additional qualified personnel or retain them, the Company's ability to expand its business will be impaired and its revenue could decline.

The Company will need to recruit new employees, who will have to be trained and integrated into its operations. The Company will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate the Company's employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources and impose significant costs on the Company. Any inability to attract and retain talented employees or temporary personnel at commercially viable terms, or the resignation or loss of KMPs, may have an adverse impact on the Company's business and future financial performance.

Any downgrade of the Company's credit ratings would increase borrowing costs and constrain its access to capital and lending markets and, as a result, negatively affect the Company's net interest margin and its business.

The Company's cost and availability of capital is dependent on its short-term and long-term credit ratings. Ratings reflect a rating agency's opinion of the Company's financial strength, operating performance, strategic position, and ability to meet its obligations. The long-term INR debt instruments (excluding perpetual debt) issued by the Company, namely non-convertible debentures, have been rated AAA by Crisil, Information and Credit Rating Agency ("**ICRA**") and Care. Instruments with these ratings are considered, within the ratings methodology of the respective rating agencies, to have the highest degree of safety with regards to the timely payment of financial obligations. The Company's current ratings indicate a high degree of safety with regard to timely servicing of financial obligations and indicate low credit risk. S&P Global Ratings ("**S&P**") assigned 'BBB-' long-term and 'A-3' short-term issuer credit ratings to the Company in February 2024, with a stable outlook on the long-term rating. Fitch Ratings ("**Fitch**") also assigned the Company long-term foreign-and local-currency Issuer Default Ratings ("**IDRs**") of 'BBB-', with a stable outlook. In August 2024, S&P revised its outlook on the long-term rating from stable to positive. Subsequently, in August 2025, S&P upgraded the long-term rating from 'BBB-/Positive' to 'BBB/Stable' and the short-term rating from 'A-3' to 'A-2'. For further information about credit ratings, please see the section "*Business – Credit Ratings*".

However, any downgrade of the Company's credit ratings would increase borrowing costs and constrain its access to capital and debt markets, which would negatively affect the Company's net interest margin and its business. In addition, a downgrade of the Company's credit ratings could increase the possibility of additional terms and conditions being added to any of its additional financing or refinancing arrangements in the future. A downgrade of the Company's credit ratings could also result in the Company's lenders accelerating the repayment of certain of its borrowings in accordance with the terms and conditions of such borrowing arrangements. The Company is currently rated 'BBB/Stable' by S&P and 'BBB-' with stable outlook by Fitch. The ratings provided by the rating agencies 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. Any such adverse development could adversely affect the Company's business, financial condition, results of operations and cash flows.

The Company derives certain benefits as part of the Tata group. If the Company is unable to continue to benefit from its relationship with Tata group and the "Tata" brand, this may result in loss of goodwill and increased financing costs, which could materially and adversely affect our business, financial condition and results of operations. The Company may be subject to unauthorised use of intellectual property and may in the future become subject to patent, trademark and/or other intellectual property infringement claims.

The Company benefits from its relationship with its promoter Tata Sons and the Tata group in many ways, such as reputation and experience. The Company believes that its customers, vendors and other stakeholders such as lenders and investors perceive the brand "Tata" to be that of a trusted provider of quality products and services. The Company's growth and future success is influenced, in part, by its continued relationship with the Tata group. If the Tata group fails to maintain a certain minimum shareholding in the Company as a result of dilution or otherwise, the Company may not be able to benefit from its parentage, which may adversely affect the Company's business and results of operations. In addition, any action on the part of any of the Tata group of companies that adversely affect the Tata group or the Tata brand, may have a material adverse effect on the Company's business, prospects, financing costs, results of operations and financial condition. If the Company ceases to benefit from these relationships for any reason, its business and growth prospects may decline and its business and results of operations may be adversely affected.

The Company does not own the trademark and logo associated with the "Tata" brand name which it uses in the course of its business operations. Tata Sons Private Limited, the promoter of the Company, has granted rights to use the logo, "  " and the trademark associated with such logo to the Company, pursuant to an agreement dated March 14, 2024, effective from April 1, 2023 ("**Tata Brand Agreement**"), in supersession of the previous arrangement in this regard. The Tata Brand Agreement will continue to be in force until terminated by either party to the said agreement.

The Tata Brand Agreement may be terminated by written agreement between the parties or by Tata Sons Private Limited on six months' notice in writing for reasons to be recorded, or by Tata Sons Private Limited upon breach by the Company where the Company fails to rectify such breach within 30 days of receiving written notification of such breach from Tata Sons Private Limited. Further, Tata Sons Private Limited has the right to terminate the Tata Brand Agreement with immediate effect, on certain grounds including (a) failure to pay the subscription fee as required under the Tata Brand Agreement; (b) inability of the Company to secure and maintain necessary operating licenses from the government; or (c) inability of the Company to secure and maintain necessary consents from our shareholders to undertake the business for which the subscription is granted.

Therefore, the Company enjoys limited legal protection and ability to use the trademark and any claims by third parties relating to such trademark may affect the Company's ability to use such trademark. Although the Company believes that its intellectual property rights do not infringe on similar rights of other parties, the Company cannot assure that infringement claims will not be asserted by third parties against the Company in the future. The Company may not be able to prevent any infringements of its trademark and may be unable to seek remedies for infringement of this trademark by third parties other than relief against passing off by other entities, which may not provide sufficient protection. The Company's inability to use this trademark and any unauthorised usage could adversely affect its business and results of operations.

Further, the Company may become subject to claims by third parties if it uses slogans, names, designs, software or other such subjects in breach of any intellectual property rights registered by such third party. Any legal proceedings pursuant to such claims, or settlements thereunder, may divert management's attention and require the Company to pay financial compensation to such third parties, as well as compel the Company to change its marketing strategies or brand names of its products and services, which could adversely affect the Company's business, prospects, results of operation and financial condition.

There can be no assurance that the established "Tata" brand name will not be adversely affected in the future by events that are beyond the Company's control, including customer complaints and dissatisfaction or adverse publicity from any other source. Any damage to this brand name, if not immediately and sufficiently remedied, could have an adverse effect on the Company's business, financial condition and results of operations. Furthermore, the laws of India or other countries, where the Company operates may not protect proprietary rights to the same extent as laws in certain other countries such as the United States.

The Company's ratings on debt instruments continue to be based on the expectation of strong support from Tata Sons, coupled with the increasing importance of the financial services business to the Tata group. Any adverse variation in this association and/or any downgrading of credit rating of Tata Sons could have an adverse impact on the rating of the Company.

The Company's Promoter, Tata Sons Private Limited ("Tata Sons") directly owns 78.8 per cent. of the Company's equity share capital and accordingly has the ability to exercise significant influence

over the outcome of matters submitted to shareholders for approval, and their interests may differ from those of other holders of the Notes.

As of 30 November 2025, Tata Sons directly owns 78.8 per cent. of the Company's equity share capital. Accordingly, the Company's Promoter has the ability to significantly influence the outcome of matters submitted to shareholders for approval including matters relating to, among others, any sale of, all or substantially all, of the Company's assets, the timing and distribution of dividends and the election or termination of appointment of directors. This could delay, defer, prevent or impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as the Company's Promoter continues to exercise significant influence over the Company, it may influence the material policies of the Company in a manner that could conflict with the interests of the Noteholders. The Promoter may have interests that are adverse to the interests of other shareholders and may take positions with which the Company or its other shareholders do not agree.

Unexpected interpretations of the Company's insurance coverage or provisions, including those relating to loss limitations and exclusions, could have a material adverse effect on its financial condition and results of operations.

There can be no assurances that loss limitations or exclusions in insurance policies will be enforceable in the manner the Company intends. As industry practices and legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. For example, many of the Company's insurance policies limit the period during which a policyholder may bring a claim, which may be shorter than the statutory period under which such claims can be brought against the Company. While these limitations and exclusions help the Company assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or a legislation could be enacted modifying or barring the use of such limitations or exclusions. These types of governmental actions could result in higher than anticipated losses and could have a material adverse effect on the Company's financial condition or results of operations. Furthermore, the Company may be affected by court decisions which could interpret its exclusions narrowly, so as to expand coverage.

The occurrence of any of the event mentioned above may adversely affect the Company's business by either broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims. In some instances, these changes may not become apparent until sometime after the Company has issued insurance contracts that are affected by the changes. As a result, the full extent of liability under the Company's insurance contracts may not be known for many years after a contract is issued.

The Company's insurance coverage may not adequately protect it against losses which could adversely affect its business, financial condition and results of operations.

The Company maintains insurance coverage that it believes is adequate for its operations. The Company's insurance policies, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. The Company maintains insurance for electronic equipment, buildings, IT equipment, directors' and officers' liability, bodily injury, property damage and claims for wrongful acts. However, there can be no assurance that the terms of the Company's insurance policies will be adequate to cover any damage or loss suffered by the Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Any successful assertion of one or more large claims against the Company that exceeds the Company's available insurance coverage or changes in its insurance policies, including any increase in premium or any imposition of larger deductibles or co-insurance requirements could adversely affect the Company's business, financial condition and results of operations.

Some of the information disclosed in this Offering Circular is taken from industry sources and publications which may be based on projections, forecasts and assumptions that may prove to be incorrect. Investors should not place undue reliance on or base their investment decision on this information.

The information disclosed in the "*Industry Overview*" section of this Offering Circular is based on a report of ICRA dated July 2025 titled "*Non-Banking Financial Companies*", which has not been independently verified by the Company and the Company does not make any representation as to the accuracy of the information. The data may have been re-classified by the Company for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on, this information.

The Company's branches are located on leased premises and non-renewal of lease or licence agreements or their renewal on terms unfavourable to the Company could adversely affect its operations.

Almost all the Company's branches are located on leased premises. Further, as the Company continues to expand its branch network, the Company expects the number of leased branches to increase significantly. If any of the owners of these premises do not renew the agreements under which the Company occupies the premises, or if they seek to renew such agreements on terms and conditions unfavourable to the Company, the Company may suffer a disruption in its operations or increased costs, or both, which may adversely affect the Company's business and results of operations. All or any of the leases or licences may not be renewed on similar terms or at all, or the Company may be evicted from all or a number of these premises and be required to pay damages to the landlord. This may adversely impact the Company's business and financial condition.

The Company has in this Offering Circular included certain non-GAAP and non-Ind-AS financial measures and certain other selected statistical information related to its operations and financial performance which may not be comparable with financial or statistical information of similar nomenclature computed and presented by other financial services companies.

Certain non-GAAP and non-Ind-AS financial measures and certain other statistical information relating to the Company's operations and financial performance have been included in this section and elsewhere in this Offering Circular. The Company computes and discloses such non-GAAP or non-Ind-AS financial measures and such other statistical information relating to its operations and financial performance as the Company considers such information to be useful measures of its business and financial performance. These non-GAAP or non-Ind-AS financial measures and other statistical and other information relating to the Company's operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other NBFCs and financial services companies.

This Offering Circular contains measures such as Adjusted Net Worth, debt to equity ratio, assets under management ("**AUM**"), all of which are not required by or presented in accordance with Ind-AS or the accounting standards of any other jurisdiction. They have been included because the Company uses these measures internally for measuring operating performance, as a basis for strategic planning and forecasting, as well as monitoring certain aspects of operating cash flow and liquidity. The Company also believes that these

measures are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity.

Debt to equity ratio has been calculated by aggregating debt securities, borrowings (other than debt securities), subordinated liabilities, and excluding unamortised issued expenses divided by equity, which is computed by adding equity share capital, other equity, redeemable cumulative preference shares and excluding deferred revenue expenditure. Adjusted Net Worth has been calculated by aggregating equity by adding equity share capital, other equity, redeemable cumulative preference shares and excluding deferred revenue expenditure. Deferred revenue expenditure is calculated by adding ancillary borrowing costs, prepaid expenses and unamortised loan sourcing costs. AUM is calculated by aggregating gross loans within the financial statements.

Adjusted Net Worth, debt to equity ratio, assets under management should not be considered in isolation and are not measures of the Company's financial performance or liquidity under Ind-AS. Neither should it be considered as an alternative to operating profit or loss for the period or any other performance measures derived in accordance with Ind-AS or as an alternative to cash flow from operating, investing or financing activities or any other measure of our liquidity derived in accordance with Ind-AS. Some limitations of the non-Ind-AS measures include the following: (i) they do not reflect the Company's capital expenditures, future requirements for capital expenditures or contractual commitments; (ii) they do not reflect changes in, or cash requirements for, the Company's working capital needs; (iii) they do not reflect the significant interest expense, or the cash requirements necessary, to service interest or principal payments on our debt; and (iv) other companies may calculate these measures differently from the way the Company does, limiting its usefulness as comparative measures.

Due to these limitations, none of these measures should be considered as measures of discretionary cash available to us to invest in the growth of our business or as measures of cash that will be available to the Company to meet its obligations. Such limitations should be compensated for by relying primarily on the Company's Ind-AS results and using these measures only to supplement any evaluation of the Company's performance.

The Company relies on third parties to whom it has outsourced some of its operations. In the event such third parties fail to perform their obligations, it could adversely affect the Company's business and results of operations.

The Company has outsourced some of its operations, such as back office data entry and file processing, to various third parties. In the event these third parties fail to perform their obligations, it could adversely affect the Company's business and cause the Company financial loss, which may not be recoverable from such third party in full or at all.

Although the Company maintains a system of controls designed to keep operational risks of appropriate levels and maintains a good relationship with its third-party service providers, there can be no assurance that the Company will not experience disruptions or losses from such operational risks in the future due to its third party service providers or external vendors not being able to fulfil their obligations to the Company.

Considerations relating to India

Financial difficulty and other problems in certain financial institutions in India could adversely affect the Company's business.

As an Indian NBFC, the Company is exposed to the risks of the Indian financial system, which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such

as clearing agencies, banks, securities firms and exchanges with whom the Company interacts on a daily basis and who may default on their obligations due to bankruptcy, lack of liquidity, operational failure or other reasons. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and hence could adversely affect the Company's business. As the Indian financial system operates within an emerging market, it faces risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs, notwithstanding the existence of a national deposit insurance scheme.

The Company's growth depends on the sustained growth of the Indian economy. An economic slowdown in India and abroad could have a direct impact on its operations and profitability.

Macroeconomic factors that affect the Indian economy and the global economic scenario have an impact on the Company's business. Any slowdown in the Indian economy may have a direct impact on the Company's disbursements and a slowdown in the economy as a whole can increase the level of defaults, thereby adversely impacting the Company's profitability, the quality of its portfolio and growth plans. As a result, the Company is dependent on prevailing economic conditions in India and its results of operations are affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence the Company's results of operations, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of the Company's developments and expansions;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies, like the application of GST;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- infectious disease outbreaks or other serious public health concerns;
- prevailing regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its financial services sectors.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact the Company's business, results of operations and financial condition. The Company's performance and growth of business depend on the performance of the Indian economy and the economies of the regional markets the Company currently serves.

Political instability or changes in the Government could adversely affect liberalisation of the Indian economy and adversely affect the economic conditions in India generally, which could consequently the Company's business.

Since 1991, successive Indian Governments have pursued policies of economic liberalisation, including significantly relaxing restrictions on the private sector. Nevertheless, the roles of the Indian central and state Governments as producers, consumers and regulators remain significant factors in the Indian economy. There is no guarantee that the government's reforms will work as intended, or that any such reforms would continue

or succeed if there were a change in the current majority leadership in the government or if a different government were elected in the future. Any future government may reverse some or all of the policy changes introduced by the current government and may introduce reforms or policies that adversely affect the Company. The speed of economic liberalisation is subject to change and specific laws and policies affecting banking and finance companies, foreign investment, currency exchange and other matters affecting investment in the Company's securities continue to evolve. Other major reforms that have been implemented are a goods and services tax, and the demonetisation of certain banknotes. Any significant change in India's economic liberalisation plans, deregulation policies or other major economic reforms could adversely affect business and economic conditions in India generally and therefore adversely affect the Company's business, results of operation and financial condition.

The Company's business may be adversely impacted by natural calamities or unfavourable climatic changes, health epidemics or pandemics.

Natural disasters such as floods, earthquakes, famines and droughts have in the past had a negative impact on the Indian economy. Furthermore, the rise in climate change related disasters, conflict and its repercussions for food systems, re-emergence of the COVID-19 and its numerous variants or any other pandemic could create a dangerous combination of threats to global health and also affect the Indian economy negatively. If any such natural disaster, unfavourable climatic changes or health epidemics and pandemics were to occur or continue, the Company's business could be affected due to the event itself or due to the inability to effectively manage the effects of the particular event.

India, Bangladesh, Pakistan, Indonesia, Japan and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics, including the outbreak of avian flu. These economies could be affected by the extent and severity of such natural disasters and pandemics which could in turn affect the financial services sector of which the Company is a part. Prolonged spells of abnormal rainfall, draught and other natural calamities could have an adverse impact on the economy, which could in turn adversely affect the Company's business and the price of the Notes.

In addition, China is one of India's key trading partners and there are growing concerns of a possible slowdown in the Chinese economy, as well as a strained relationship with India which could have an adverse impact on the trade relations between the two countries.

Changes in import tariffs and other trade barriers could adversely affect the Group's borrowers and, in turn, its business and financial condition

The Company's business involves providing financing to corporate customers across various industries. The financial health and repayment capability of these customers are, in turn, dependent on the broader economic environment, including global trade policies. Recently, the United States has imposed tariffs on a range of goods imported from various countries. The imposition of new or increased tariffs, or the implementation of other trade barriers by the United States or other nations, could directly harm the Company's borrowers who are engaged in exporting goods to these markets.

Such measures may increase their cost of production, reduce the competitiveness of their products, and decrease their sales volumes and profitability. A decline in the financial performance of these borrowers could impair their ability to meet their debt obligations to the Company in a timely manner, or at all. This could lead to a deterioration in the Company's asset quality and an increase in its level of NPAs. As a result, the Company may be required to increase its provisions for credit losses, which would negatively impact its profitability and results of operations. Furthermore, such trade disputes can have a wider, indirect impact on the domestic economy by creating uncertainty, disrupting supply chains, and potentially leading to slower economic growth. A broad economic slowdown could affect the creditworthiness of the Company's entire borrower portfolio, not just those

directly involved in exports. The Company cannot predict the future direction of international trade policy or the potential for new tariffs or trade barriers. The continuation of existing measures or the introduction of new ones could materially and adversely affect the Company's business, financial condition, results of operations, and future prospects.

Global economic instability or slowdown is likely to adversely affect the Company's business and results of operations.

Economic developments outside India have adversely affected the economy. The Company's business is affected by domestic and international economic conditions, including rates of economic growth and the impact that such economic conditions have on consumer spending. The current economic downturn has led to an increased level of consumer delinquencies, lack of consumer confidence, decreased market valuations and liquidity, increased market volatility and a widespread reduction of business activity generally. The resulting economic pressure and dampened consumer sentiment may adversely affect the Company's business and its results of operations.

Additionally, geopolitical tensions, such as the imposition of tariffs by the United States, continue to heighten trade uncertainties, particularly between major economies like the United States and India. While the full impact of these trade tensions remains uncertain, they could disrupt commodity prices, drive inflation, and destabilise the domestic economies of both developed and emerging markets, including India. Such evolving dynamics could indirectly affect our financial condition, results of operations, and overall business prospects.

There can be no assurances that government responses to the disruptions in the financial markets will restore consumer confidence, stabilise the markets or increase liquidity and the availability of credit. Continuation or worsening of this downturn or general economic conditions may have an adverse effect on the Company's business, liquidity and results of operations.

Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect the Company's business, prospects, results of operations and financial condition.

The Company's business and operations are governed by various laws and regulations and consequently its business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to the Company and its business. The laws in India are constantly evolving and there can be no assurance that the central or the state governments may not implement new regulations and policies which will require the Company to obtain approvals and licences from the governments and other regulatory bodies or impose onerous requirements and conditions on the Company's operations.

The Company is also subject to various labour laws and regulations governing our relationships with our employees and contractors, including in relation to minimum wages, working hours, overtime, working conditions, hiring and terminating the contracts of employees and contractors, contract labour and work permits. A change of law or interpretation/ implementation of law that requires Company to increase the benefits to the employees from the benefits now being provided may create potential liability for us. Such benefits could also include provisions which reduce the number of hours an employee may work for or increase the benefits for work or increase the number of mandatory leaves, all of which can affect the productivity of employees. Moreover, a change of law or interpretation/ implementation of law that requires us to treat and extend benefits to our outsourced personnel, and personnel retained on a contractual basis, similar to our full-time employees, or that requires changes in the treatment of workmen/ non workmen, may create potential liability for the Company.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which the Company operates, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for the Company to resolve and may impact the viability of the Company's current business or restrict the Company's ability to grow its business in the future. Any unfavourable changes to the laws and regulations applicable to the Company could also subject it to additional liabilities and the Company may also need to allocate additional resources, which may increase its regulatory compliance costs and divert management attention.

The application of various Indian tax laws, rules and regulations to the Company's business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to the Company's interests, the results could increase its tax payments (prospectively or retrospectively) and/or subject the Company to penalties which may require the Company to allocate additional resources, thereby increasing its regulatory compliance costs and divert management attention. These changes or interpretations could have an adverse effect on the Company's business and financial performance.

If the Company fails to comply with current and future laws, rules and regulations including guidelines issued by RBI, data privacy laws, tax laws, health and safety and labour laws and regulations at all times, including obtaining relevant statutory and regulatory approvals and any uncertainties with respect to the applicability, interpretation or implementation of the new laws, regulations, guidelines or changes to the existing laws, may have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

There may be less corporate information available in the Indian securities markets than in securities markets in other more developed countries.

There is a difference between the level of regulation, disclosure and monitoring of the Indian securities market and the activities of investors, brokers and other participants, and that of markets in the United States and other more developed economies. The Securities and Exchange Board of India ("**SEBI**") is responsible for ensuring and improving disclosure and other regulatory standards for the Indian securities markets. The SEBI has issued regulations and guidelines on disclosure requirements, insider trading and other matters. There may, however, be less publicly available information about Indian companies than is regularly made available by public companies in more developed economies. As a result, investors may have access to less information about the business, results of operations and financial conditions, and those of the competitors that are listed on the BSE Limited and the National Stock Exchange of India Limited and other stock exchanges in India on an on-going basis than may be found in the case of companies subject to reporting requirements of other more developed countries.

Investors may have difficulty enforcing foreign judgments in India against the Company or its management.

The Company is a limited liability public company incorporated under the laws of India. Most of the Company's directors and executive officers named herein are residents of India, and all, or a substantial portion of the assets of the Company, and such persons are located in India. As a result, it may not be possible for investors to effect service of process on the Company or such persons in jurisdictions outside of India, or to enforce against them judgments obtained in courts outside of India. In addition, India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The manner of recognition and enforcement of foreign judgments in India is dependent on whether the country in which the foreign judgment has been pronounced is a reciprocating territory or not. For further detail on recognition and enforcement of foreign judgments in India, please see "*Enforcement of Foreign Judgments in India*". A party seeking to enforce a foreign judgment in India is required to obtain approval from RBI under the Foreign Exchange Management

Act, 1999 to repatriate outside India any amount recovered pursuant to execution. Any judgment in a foreign currency would be converted into Indian Rupees at the exchange rate prevailing on the date of the judgment and not on the date of the payment. The Company cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect the Company's ability to raise financing and its business.

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside the Company's control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact the Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on the Company's growth, business, financial performance, profits and ability to obtain financing for capital expenditures and the repayment of the principal and interest of the Notes. In 2020, for example, Fitch Ratings revised the outlook on India's sovereign ratings from stable to negative, while Moody's Investors Service downgraded India's foreign currency and local currency long term ratings to Baa3. Similar other revisions and downgrades could have an adverse effect on the Issuer's growth, financial performance and operations.

Companies operating in India are subject to a variety of central and state government taxes and surcharges.

Tax and other levies imposed by the central and state governments in India that affect the Company's tax liability include central and state taxes and other levies such as income tax, value added tax, turnover tax, service tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. The statutory corporate income tax in India, which includes a surcharge on the tax and a health and education cess on the tax and the surcharge, may range up to 25.168 per cent. (where the company is not claiming the benefit of certain specified tax incentives, benefits and allowances, and has elected to opt-in for such corporate tax rate). The central or state government may in the future further increase the corporate income tax it imposes. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Additional tax exposure or any unfavourable change in the existing rules could adversely affect the Company's business and results of operations.

A decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy, which could adversely impact the Company.

One of the direct adverse impacts of the global financial crisis on India has been the reversal of capital inflows and a decline in exports, leading to pressures on the balance of payments and a sharp depreciation of the Indian Rupee *vis-à-vis* the U.S. dollar. Any increased intervention by RBI in the foreign exchange market to control the volatility of the exchange rate may result in a decline in India's foreign exchange reserves and reduced liquidity and higher interest rates in the Indian economy, which could adversely affect the Company's business and its future financial performance. Similarly, a sharp depreciation in the exchange rate may also impact some corporate borrowers having foreign currency obligations that are not fully hedged. An increase in non-performing or restructured assets on account of its borrowers' inability to manage exchange rate risk and any increased capital or provisioning requirement against such exposures may have an adverse impact on the Company's profitability, business and the price of the Notes. The Company has adopted certain risk management policies to mitigate such risk. However, there is no assurance that such measures will be fully effective in mitigating such risks and any such foreign exchange fluctuations may increase the Company's foreign exchange liabilities.

The Company's ability to raise foreign currency borrowings may be constrained by Indian law.

As an Indian company, the Company is subject to regulatory approvals and exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit the Company's financing sources and could hence constrain the Company's ability to obtain financing in a timely manner and on competitive terms and may adversely impact the Company's ability to refinance existing indebtedness. Limitations on raising foreign debt may have an adverse effect on the Company's business, financial condition and results of operations.

Civil unrest, terrorist attacks and war would affect the Company's business.

Terrorist attacks and other acts of violence, war or conflicts, particularly those involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, such as the ongoing Russia-Ukraine and Israel-Palestine conflicts may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect the Company's business and profitability. India has from time to time experienced, and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighbouring countries including the People's Republic of China and Pakistan. In particular, there has been a recent escalation of tensions between India and Pakistan, following a significant terror attack in India. These developments have heightened security concerns and increased the risk of further conflict or retaliatory measures between the two countries. The situation remains volatile, and any further escalation cannot be predicted, and such escalation will likely lead to an adverse effect on the financial markets in India. Further, as a consequence of a face-off and physical conflict between Indian and Chinese troops in the Galwan River Valley, both governments in India and in China have taken various measures to establish the status quo of their presence in the territory. Additionally, some of India's neighbouring countries have experienced, or are currently experiencing internal unrest. While the Company cannot predict how these or similar geopolitical events will develop in the future, such events could have a material adverse effect on the Indian economy and in turn may adversely affect the Company's operations and profitability and the market for the Notes.

The bankruptcy code in India may affect the Company's right to recover loans from its borrowers.

The Bankruptcy Code was notified on 5 August 2016. The Bankruptcy Code offers a uniform, comprehensive insolvency legislation encompassing all companies, partnerships and individuals. The Bankruptcy Code allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for the revival or a speedy liquidation of the debtor. It creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

In case insolvency proceedings are initiated against a debtor by the Company, the Company may not have complete control over the recovery of amounts due to it. Under the Bankruptcy Code, upon initiation of an insolvency resolution process, a committee of creditors is constituted by the interim resolution professional, wherein each financial creditor is given a voting share proportionate to the debts owed to it. Any decision of the committee of creditors must be taken by a vote of not less than 66 per cent. of the voting share of all financial creditors. Any resolution plan approved by committee of creditors is binding upon all creditors, even if they vote against it.

The Bankruptcy Code as originally enacted excluded financial service providers from the definition of a corporate person and therefore, the Bankruptcy Code as a whole did not apply to financial service providers. However, pursuant to the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 and Ministry of Corporate Affairs Notification S.O. 4139(E) dated 18 November 2019, RBI can now commence corporate insolvency resolution process against NBFCs with an asset size of at least INR 5 billion. Furthermore, such NBFCs may commence voluntary liquidation under the Bankruptcy Code with prior permission from the RBI. The Bankruptcy Code

allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for the revival or a speedy liquidation of the debtor.

In case a liquidation process is opted for, the Bankruptcy Code provides for a fixed order of priority in which proceeds from the sale of the debtor's assets are to be distributed. Before sale proceeds are distributed to a secured creditor, they are to be distributed for the costs of the insolvency resolution and liquidation processes, debts owed to workmen and other employees, and debts owed to unsecured creditors. Further, under this process, dues owed to the Central and State Governments rank at par with those owed to secured creditors. Moreover, other secured creditors may decide to opt out of the process, in which case they are permitted to realise their security interests in priority.

Accordingly, if the provisions of the Bankruptcy Code are invoked against any of the borrowers of the Company, it may affect the Company's ability to recover the loans from the borrowers and enforcement of the Company's rights will be subject to the provisions of the Bankruptcy Code. Any such event occurring may in turn materially and adversely affect the Issuer's business, financial condition, results of operations and prospects.

Further, the minimum amount of default to initiate insolvency resolution process under the Bankruptcy Code is Rs. 10,000,000. Therefore, the ability of the Company to initiate insolvency proceedings against the defaulters where the amount of default in an insolvency matter is less than Rs. 10,000,000 may impact the recovery of outstanding loans and profitability of the Company.

If the corporate insolvency resolution process is initiated and admitted before the National Company Law Tribunal under the Bankruptcy Code, against any of the corporate debtors of the Company, then it may affect the Company's ability to recover amounts due under the loans made available to the said customers, during the moratorium period as part of the resolution proceedings under the Bankruptcy Code.

The Company's business and activities may be regulated by the Competition Act, 2002.

The Competition Act, 2002 (the "**Competition Act**") aims to prohibit business conduct that may have a significant adverse impact on competition in India. It renders void any agreement, understanding, or coordinated action, formal or informal, between enterprises that causes or is likely to cause such an adverse effect, and imposes substantial monetary penalties for violations. Any agreements that directly or indirectly fix purchase or sale prices, restrict or control production, or divide markets by geography, customers, or other means are presumed to adversely affect competition.

Provisions governing the regulation of mergers, acquisitions, and amalgamations that could materially impact competition, as well as related notification requirements, became effective on 1 June 2011. The overall impact of the Competition Act on India's business landscape remains uncertain. If the Company is directly or indirectly affected by the application or interpretation of any provision of the Competition Act, by enforcement proceedings or scrutiny by the Competition Commission of India, or by any resulting adverse publicity, its business, prospects, operations, cash flows, and financial condition could be negatively affected.

Indian laws contain restrictions on the acquisition and transfer of Indian securities by persons resident outside India. The conversion of the Rupee proceeds from such sale into foreign currency and the repatriation of such foreign currency from India could require the RBI's approval. Approvals required from the RBI or any other government authority may not be obtained on terms favourable to a non-Indian resident investor or at all.

Indian laws contain restrictions on the acquisition and transfer of Indian securities by persons resident outside India. For further details, see "*Subscription and Sale*". The information therein has been provided for the benefit of investors. However, the information below does not purport to be a complete analysis of the restrictions under Indian laws for the acquisition and/or transfer of securities in an Indian company by a person resident

outside India. The Issuer, the Arrangers and Dealers and their respective officers, directors, representatives, agents, affiliates and associates accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire any Notes issued under the Programme.

Significant differences exist between Ind AS and other accounting principles, such as IFRS, which investors outside India may be more familiar with and may consider material to their assessment of the Issuer's financial condition, cash flows and results of operations

The Issuer's financial statements are prepared in accordance with Ind AS. Ind AS differs in certain significant respects from IFRS and other accounting principles with which prospective investors outside India may be familiar. If the Issuer's financial statements were to be prepared in accordance with such other accounting principles, its results of operations, cash flows and financial condition may be substantially different. Prospective investors should review the accounting policies applied in the preparation of the Issuer's financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons unfamiliar with Ind AS on the financial information presented in this Offering Circular should accordingly be limited.

Trading of the Notes may be limited by temporary exchange closures, broker defaults, settlement delays, strikes by brokerage firm employees and disputes.

The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have from time-to-time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

Considerations relating to the Notes and the Security

Payments under the Notes may be subject to RBI guidelines regarding remittances of funds outside India.

Remittance of funds outside India by the Company pursuant to indemnity clauses under the Terms and Conditions of the Notes, the Trust Deed or any other agreements in relation to the Notes requires prior RBI approval under RBI regulations. Any approval, if and when required, for the remittance of funds outside India is at the discretion of the RBI and the Company can give no assurance that it will be able to obtain such approvals.

Notes may not be a suitable investment for all investors.

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained in, or incorporated by reference to, this Offering Circular or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Notes and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;

- understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

Some Notes are complex financial instruments and such instruments may be purchased as a way to reduce risk or enhance yield with an understood, measured and appropriate addition of risk to their overall portfolios. A potential investor should not invest in Notes which are complex financial instruments unless it has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on the potential investor's overall investment portfolio.

The regulation and reform of "benchmarks" may adversely affect the value of the Notes linked to or referencing such "benchmarks".

The Programme allows for the issuance of Notes that reference certain interest rates or other types of rates or indices which are deemed to be "benchmarks", including Euro Interbank Offered Rate ("**EURIBOR**"), the Sterling Overnight Index Average ("**SONIA**") or the Secured Overnight Financing Rate ("**SOFR**") or the Singapore Overnight Rate Average ("**SORA**"), in particular with respect to certain Floating Rate Notes where the Reference Rate (as defined in the Terms and Conditions of the Notes) may be EURIBOR, SONIA, SOFR or another such benchmark. The Pricing Supplement for the Notes will specify whether EURIBOR, SONIA, SOFR or another such benchmark is applicable.

Interest rates and indices which are deemed to be "benchmarks" are the subject of recent national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes linked to or referencing such a benchmark.

More broadly, any of the international reforms or national reforms or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements. In addition, on 29 November 2017, the Bank of England and the FCA announced that, from January 2018, its Working Group on Sterling Risk-Free Rates has been mandated with implementing a broad-based transition to the SONIA over the next four years across sterling bond, loan and derivative markets, so that SONIA is established as the primary sterling interest rate benchmark by the end of 2021.

The elimination of any benchmark, or changes in the manner of administration of any benchmark, could require an adjustment to the terms and conditions, or result in other consequences, in respect of any Notes linked to such benchmark. Such factors may have the following effects on certain benchmarks:

- discouraging market participants from continuing to administer or contribute to the benchmark;
- trigger changes in the rules or methodologies used in the benchmark; or
- lead to the disappearance of the benchmark.

Any of the above changes or any other consequential changes as a result of international reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to or referencing a benchmark.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a Benchmark Event (as defined in the Conditions) occurs, including if an Original Reference Rate (as defined in the Terms

and Conditions of the Notes) ceases to be published for a period of at least five business days or ceases to exist, or if it has become unlawful for any Principal Paying Agent, the Calculation Agent, the Company or any other party to calculate any payments due to be made to any Noteholder using the Original Reference Rate. Benchmark Events include (amongst other events) permanent discontinuation of an Original Reference Rate. If a Benchmark Event occurs, the Company shall use its reasonable endeavours to appoint an Independent Adviser. The Independent Adviser shall endeavour to determine a Successor Rate or Alternative Rate to be used in place of the Original Reference Rate. The use of any such Successor Rate or Alternative Rate to determine the Rate of Interest is likely to result in Notes initially linked to or referencing the Original Reference Rate performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

Furthermore, if a Successor Rate or Alternative Rate for the Original Reference Rate is determined by the Independent Adviser, the Terms and Conditions of the Notes provide that the Company may vary the Terms and Conditions of the Notes, the Trust Deed and/or the Agency Agreement, as necessary to ensure the proper operation of such Successor Rate or Alternative Rate, without any requirement for consent or approval of the Noteholders.

If a Successor Rate or Alternative Rate is determined by the Independent Adviser, the Terms and Conditions of the Notes also provide that an Adjustment Spread will be determined by the Independent Adviser and applied to such Successor Rate or Alternative Rate.

The Adjustment Spread is (x) the spread, formula or methodology which is formally recommended in relation to the replacement of the Original Reference Rate with the Successor Rate by any Relevant Nominating Body (which may include a relevant central bank, supervisory authority or group of central banks/supervisory authorities), (y) if no such recommendation has been made, or in the case of an Alternative Rate, the spread, formula or methodology which the Independent Adviser determines, is customarily applied to the relevant Successor Rate or the Alternative Rate (as the case may be) in international debt capital markets transactions to produce an industry-accepted replacement rate for the Original Reference Rate or (z) if the Independent Adviser determines that no such spread is customarily applied, the spread, formula or methodology which the Independent Adviser determines and which is recognised or acknowledged as being the industry standard for over-the-counter derivative transactions which reference the Original Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Rate, as the case may be.

Accordingly, the application of an Adjustment Spread may result in the Notes performing differently (which may include payment of a lower Rate of Interest) than they would do if the Original Reference Rate were to continue to apply in its current form.

The Issuer may be unable to appoint an Independent Adviser, or the Independent Adviser may not be able to determine a Successor Rate or Alternative Rate in accordance with the Terms and Conditions of the Notes.

Where the Issuer is unable to appoint an Independent Adviser in a timely manner, or the Independent Adviser is unable, to determine a Successor Rate or Alternative Rate before the next Interest Determination Date, the Rate of Interest for the next succeeding Interest Period will be the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event, or, where the Benchmark Event occurs before the first Interest Determination Date, the Rate of Interest will be the initial Rate of Interest.

Applying the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event is likely to result in Notes linked to or referencing the relevant benchmark performing differently (which may include payment of a lower Rate of Interest) than they would do if the relevant benchmark were to continue to apply, or if a Successor Rate or Alternative Rate could be determined.

If the Issuer is unable to appoint an Independent Adviser or, the Independent Adviser fails to determine a Successor Rate or Alternative Rate for the life of the relevant Notes, or if a Successor Rate or Alternative Rate is not adopted because it could reasonably be expected to prejudice the qualification of the Subordinated Notes as Tier 2 Capital and/or eligible liabilities or loss absorbing capacity instruments for the purposes of applicable loss absorption regulations, the initial Rate of Interest, or the Rate of Interest applicable as at the last preceding Interest Determination Date before the occurrence of the Benchmark Event, will continue to apply to maturity. This will result in the floating rate Notes, in effect, becoming Fixed Rate Notes.

Where ISDA Determination is specified as the manner in which the Rate of Interest in respect of Floating Rate Notes is to be determined, the Terms and Conditions of the Notes provide that the Rate of Interest in respect of the Notes shall be determined by reference to the relevant Floating Rate Option in (i) if "2006 ISDA Definitions" is specified in the applicable Pricing Supplement, the 2006 ISDA Definitions and (ii) if "2021 ISDA Definitions" is specified in the applicable Pricing Supplement, the latest version of the 2021 ISDA Interest Rate Derivatives Definitions. Where the Floating Rate Option specified is an "IBOR" Floating Rate Option, the Rate of Interest may be determined by reference to the relevant screen rate or the rate determined on the basis of quotations from certain banks. If the relevant "IBOR" is permanently discontinued and the relevant screen rate or quotations from banks (as applicable) are not available, the operation of these provisions may lead to uncertainty as to the Rate of Interest that would be applicable, and may, adversely affect the value of, and return on, the Floating Rate Notes.

Investors should consult their own independent advisers and make their own assessments about the potential risks imposed by any international reforms in making any investment decision with respect to any Notes linked to or referencing a benchmark.

The interest rate on the Notes may be reset, which may affect the market value of the Notes.

The interest rate on the Notes may be reset and this reset rate could be less than the initial rate of interest and/or the interest rate that applies immediately prior to such reset, which could affect the amount of any interest payments under the Notes and so the market value of an investment in the Notes.

The Notes may have limited liquidity.

The Notes constitute a new issue of securities for which there is no existing market. Approval in-principle has been received from the INX for the establishment of the Programme and application will be made to the INX for the permission to deal in, and for the quotation of any Notes that may be issued under the Programme and which are agreed at or prior to the time of issue thereof to be so listed on the INX. The offer and sale of the Notes is not conditional on obtaining a listing of the Notes on the INX or any other exchange. Although the Dealer has advised the Company that they currently intend to make a market in the Notes, they are not obligated to do so, and any market-making activity with respect to the Notes, if commenced, may be discontinued at any time without notice in their sole discretion.

No assurance can be given as to the liquidity of, or the development and continuation of an active trading market for, the Notes. If an active trading market for the Notes does not develop, or is not maintained, the market price and liquidity of the Notes may be adversely affected. If such a market were to develop, the Notes could trade at prices that may be higher or lower than the price at which the Notes are issued, depending on many factors, including (i) prevailing interest rates; (ii) the results of operations and financial condition; (iii) political and economic developments in and affecting India; (iv) the market conditions for similar securities; and (v) the financial condition and stability of the Indian financial services sector.

Investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

The liquidity and price of the Notes following the offering may be volatile.

The price and trading volume of the Notes may be highly volatile. Factors such as variations in the Issuer's revenues, earnings and cash flows and proposals for new investments, strategic alliances and/or acquisitions, interest rates and fluctuations in price for comparable companies could cause the price of the Notes to change. Any such developments may result in large and sudden changes in the trading volume and price of the Notes. The Issuer cannot assure investors that these developments will not occur in the future.

Definitive Notes not being available in certain denominations.

In relation to any issue of Notes which has a denomination consisting of the minimum specified denomination plus a higher integral multiple of another smaller amount, it is possible that such Notes may be traded in amounts in excess of the minimum specified denomination that are not integral multiples of the minimum specified denomination (or its equivalent). In such a case, a Noteholder who, as a result of trading such amounts, holds a principal amount of less than the minimum specified denomination will not receive a definitive Note in respect of such holding (should definitive Notes be printed) and will need to purchase a principal amount of Notes such that it holds an amount equal to one or more specified denominations.

If definitive Notes are issued, holders should be aware that definitive Notes which have a denomination that is not an integral multiple of the minimum specified denomination may be illiquid and difficult to trade.

If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return.

An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor generally would not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

If the Issuer has the right to convert the interest rate on any Notes from a fixed rate to a floating rate, or vice versa, this may affect the secondary market and the market value of the Notes concerned.

Fixed/Floating Rate Notes are Notes which may bear interest at a rate that converts from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Where the Issuer has the right to effect such a conversion, this will affect the secondary market in, and the market value of, the Notes since the Issuer may be expected to convert the rate when it is likely to result in a lower overall cost of borrowing for the Issuer. If the Issuer converts from a fixed rate to a floating rate in such circumstances, the spread on the Fixed/Floating Rate Notes may be less favourable than the then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the Issuer converts from a floating rate to a fixed rate in such circumstances, the fixed rate may be lower than then prevailing market rates.

Notes which are issued at a substantial discount or premium may experience price volatility in response to changes in market interest rates.

The market values of securities issued at a substantial discount (such as Zero Coupon Notes) or premium to their principal amount tend to fluctuate more in relation to general changes in interest rates than do prices for

more conventional interest-bearing securities. Generally, the longer the remaining term of such securities, the greater the price volatility as compared to more conventional interest-bearing securities with comparable maturities.

An investor might receive less interest than expected or no interest in respect of Notes such as Index Linked Notes and Dual Currency Notes, and may lose some or all of the principal amount invested by it.

The Issuer may issue Notes with principal or interest determined by reference to an index or formula, with changes in the prices of securities or commodities and/or with movements in currency exchange rates, among other factors (each a "**Relevant Factor**"). In addition, the Issuer may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- the market price of such Notes may be volatile;
- they may receive no interest;
- payment of principal or interest may occur at a different time or in a different currency than expected;
- they may lose all or a substantial portion of their principal;
- a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable likely will be magnified; and
- the timing of changes in a Relevant Factor may affect the actual yield to investors even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield.

The historical experience of an index or other Relevant Factor should not be viewed as an indication of the future performance of such Relevant Factor during the term of any Notes. Accordingly, each potential investor should consult its own financial and legal advisers about the risk entailed by an investment in any Notes linked to a Relevant Factor and the suitability of such Notes in light of its particular circumstances.

Where Notes are issued on a partly paid basis, an investor who fails to pay any subsequent instalment of the issue price could lose all of his investment.

The Issuer may issue Notes where the issue price is payable in more than one instalment. Any failure by an investor to pay any subsequent instalment of the issue price in respect of his Notes could result in such investor losing all of his investment.

The Notes are subject to the risk of change of law.

The Terms and Conditions of the Notes are based on English law in effect as of the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English Law or administrative practice after the date of this Offering Circular, and any such change could materially and adversely impact the value of any Notes affected by it.

The Company may be unable to pay interest on, or redeem, the Notes.

On certain occasions, including the occurrence of any early redemption event specified in the relevant Pricing Supplement or otherwise, and upon maturity of the Notes, the Company may, and at maturity will, be obligated

to pay interest or redeem the Notes in full. In such circumstances, the Company may face a shortage of available cash (whether due to a significant decline in operating cash flows or other factors) and may be unable to secure financing to meet these obligations on time, on favourable terms, or at all. Furthermore, the Company's ability to make such payments may be restricted by the covenants or terms of its other debt instruments. A failure by the Company to pay interest, or to repay, repurchase, or redeem the Notes when due, would constitute an event of default under the relevant Notes and could, in turn, result in cross-defaults under the Company's other borrowings.

Noteholders are required to rely on the procedures of the relevant clearing system and its participants while the Notes are cleared through the relevant clearing system.

Notes issued will be represented on issue by one or more Global Notes that may be deposited with a custodian for Euroclear and Clearstream, Except in the circumstances described in each Global Note, investors will not be entitled to receive Notes in definitive form. Each of Euroclear and Clearstream and their respective direct and indirect participants will maintain records of the beneficial interests in each Global Note held through it. While the Notes are represented by a Global Note, investors will be able to trade their beneficial interests only through the relevant clearing systems and their respective participants.

While the Notes are represented by Global Notes, the Issuer will discharge its payment obligation under the Notes by making payments through the relevant clearing systems. A holder of a beneficial interest in a Global Note must rely on the procedures of the relevant clearing system and its participants to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in any Global Note. Holders of beneficial interests in a Global Note will not have a direct right to vote in respect of the Notes so represented. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system and its participants to appoint appropriate proxies. If definitive Notes are issued, holders should be aware that definitive Notes that have a denomination that is not an integral multiple of the minimum specified denomination may be illiquid and difficult to trade.

Unlike the Noteholders themselves, owners of book entry interests will not have the direct right to act upon the Issuer's solicitations for consents, requests for waivers or other actions from the Noteholders. Instead, if an investor owns a book entry interest, he or she will be permitted to act only to the extent he or she has received appropriate proxies to do so from Euroclear and Clearstream. The procedures implemented for the granting of such proxies may not be sufficient to enable investors to vote on a timely basis.

Similarly, upon the occurrence of an event of default under the Trust Deed, unless and until definitive registered Notes are issued in respect of all book entry interests, if an investor owns a book entry interest, he or she will be restricted to act through Euroclear and Clearstream. The procedures to be implemented through Euroclear and Clearstream may not be adequate to ensure the timely exercise of rights under the Notes.

Legal investment considerations may restrict certain investments.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent: (i) the Notes are legal investments for it; (ii) the Notes can be used as collateral for various types of borrowing; and (iii) other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

Payments in respect of the Notes may depend on the services of Third Parties.

The Issuer may be a party to contracts with a number of other third parties that have agreed to perform services in relation to the Notes and the ability of the Issuer to make payments in respect of the Notes may depend upon the due performance by these other third parties, including the performance by the Agents of their respective

obligations. While the non-performance of any relevant parties will not relieve the Issuer of its obligations to make payments in respect of the Notes, the Issuer may not, in such circumstances, be able to fulfil its obligations to the Noteholders and the Couponholders. The Issuer's obligation to pay additional amounts in respect of any withholding taxes is subject to limitations; the Issuer will not be required to pay additional amounts with respect to U.S. or FATCA withholding taxes. The Issuer's obligations to pay additional amounts in respect of any withholding taxes is subject to certain limitations described in Condition 9 (*Taxation*).

Noteholders' right to receive payments on the Notes is junior to certain tax and other liabilities preferred by law.

The Notes will be subordinated to certain liabilities preferred by law such as claims of the Government on account of taxes and certain liabilities incurred in the ordinary course of the Company's trading or banking transactions. In particular, in the event of bankruptcy, liquidation or winding-up, the Company's assets will be available to pay obligations on the Notes only after all of those of the Company's liabilities that rank senior to these Notes have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Notes.

The Issuer may raise further borrowings and charge its assets after receipt of necessary consents from its existing lenders.

The Company may, subject to obtaining all necessary consents from its existing lenders, the Dealers, the Arrangers, and the Trustee for each issuance under the Programme, incur additional borrowings and create charges over its assets. The Company has the discretion to determine the nature of security to be provided for such future borrowings. In such circumstances, the Trustee and the Noteholders would rank *pari passu* with other secured creditors, which could consequently reduce the amounts recoverable by the Noteholders in the event of the Company's bankruptcy, winding-up, or liquidation.

The insolvency laws of India may differ from English insolvency law or those of another jurisdiction with which holders of the Notes are familiar.

As the Company is incorporated under the laws of India, an insolvency proceeding relating to the Company, even if brought in England, would likely involve Indian insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of English insolvency law.

Decisions may be made on behalf of all Noteholders that may be adverse to the interests of individual Noteholders.

The Terms and Conditions contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

Remittance of funds outside India pursuant to indemnification by the Company in relation to the Notes requires prior RBI approval.

Remittance of funds outside India by the Company pursuant to indemnity clauses under the Terms and Conditions of the Notes, Trust Deed or any other agreements in relaxation to the Notes requires prior RBI approval under the FEMA and any regulations thereunder. Any approval, if and when required, for the remittance of funds outside India is at the discretion of RBI and the Company can give no assurance that it will be able to obtain such approval.

Early redemption of Notes prior to its maturity and certain modification or waiver of the Terms and Conditions of the Notes require prior RBI approval.

An early redemption of the Notes (whether due to certain tax events described in Condition 8.2 (*Redemption for tax reasons (Issuer Tax Call)*), due to a Change of Control as described in Condition 8.6 (*Redemption upon Change of Control (Investor Put upon Change of Control)*) or due to an Event of Default as specified in Condition 11 (*Events of Default and Enforcement*) or redemption at the option of the Issuer as described under Condition 8.3 (*Redemption at the option of the Issuer (Issuer Call)*) or redemption at the option of the Noteholders (Investor Put) as described under Condition 8.5 (*Redemption at the option of the Noteholders (Investor Put)*) or any modification in the Conditions described under Condition 16 (*Meetings of the Noteholders, Modification, Waiver, and Substitution*) and payment of withholding tax in any relevant jurisdiction other than India or otherwise will be subject to limitations on the ability of the Company to redeem the Notes prior to the Maturity Date, including obtaining the prior written approval of RBI and compliance with any conditions that RBI may impose in accordance with the ECB Regulations at the time of such approval. There can be no assurance that RBI will provide such approval in a timely manner or at all.

The Company may not be able to redeem or repurchase the Notes upon a Change of Control.

The Company is required to redeem or repurchase the Notes upon the occurrence of a Change of Control (as defined in the Terms and Conditions of the Notes), should a Noteholder decide to exercise its rights to require the Company to redeem its Notes, at a guarantee price equal to 100.0 per cent. of the nominal amount of the Notes outstanding, together with interest (including additional amounts pursuant to Condition 9, if any) accrued to (but excluding) the date of redemption. See "*Terms and Conditions of the Notes*". The source of funds for such redemption would be the Company's available cash or third-party financing. However, the Company may not have enough available funds at the time of the occurrence of any Change of Control to redeem such Notes.

In addition, the definition of Change of Control includes a phrase relating to the sale of "all or substantially all" of the Company's assets. Although there is a limited body of case law interpreting the phrase "substantially all," there is no precise established definition under applicable law. Accordingly, the Company's obligation to redeem such Notes as a result of a sale of less than all of the Company's assets may be uncertain. Any early redemption of the Notes prior to the expiry of the minimum average maturity period stipulated under the ECB Regulations, whether due to a Change of Control as described in Condition 8.6 (*Redemption upon Change of Control (Investor Put upon Change of Control)*) or otherwise, will require a prior written approval of RBI in accordance with the ECB Regulations and compliance with any Conditions that RBI may impose in accordance with the ECB Regulations at the time of such approval. There can be no assurance that RBI will provide such approval in a timely manner or at all.

The Terms and Conditions of the Notes contain covenants limiting the Company's financial and operating flexibility.

The Terms and Conditions of the Notes contain covenants that will restrict the Company's ability to, among other things:

- incur secured indebtedness; and
- enter into certain consolidation and merger transactions and sales of assets.

These limitations are subject to certain, exceptions and qualifications described in "*Terms and Conditions of the Notes*."

These covenants could limit the Company's ability to pursue its growth plans, restrict its flexibility in planning for, or reacting to, changes in its business and industry and increase its vulnerability to general adverse economic and industry conditions.

Any default under the covenants contained in the Terms and Conditions of the Notes may lead to an event of default under the Notes and may lead to a cross-default under the Company's other indebtedness. The Company may not be able to pay any amounts due to the holders of the Notes in the event of any such default and any such default may significantly impair the Company's ability to satisfy its obligations under the Notes.

If the Company is unable to comply with the restrictions and covenants in its debt agreements or the Trust Deed, there could be a default under the terms of these agreements or the Trust Deed, which could cause repayment of the Company's debt to be accelerated.

If the Company is unable to comply with the restrictions and covenants in the Trust Deed, or the Company's current or future debt obligations and other agreements, there could be a default under the terms of these agreements. In the event of a default under these agreements, the holders of the debt could terminate their commitments to lend to the Company, accelerate repayment of the debt and declare all amounts borrowed due and payable or terminate the agreements, as the case may be. Furthermore, some of the Company's debt agreements, including the Trust Deed, contain cross-acceleration or cross-default provisions. Any early redemption would require approval of RBI or such other approvals as stated in the Trust Deed. As a result, the Company's default under one debt agreement may cause the acceleration of repayment of debt, subject to RBI approval, including the Notes, or result in a default under the Company's other debt agreements, including the Trust Deed. If any of these events occur, the Company cannot assure investors that the Company's assets and cash flow would be sufficient to repay in full all of its indebtedness, or that it would be able to find alternative financing. Even if the Company could obtain alternative financing, the Company cannot assure investors that it would be on terms that are favourable or acceptable to the Company.

The Trustee may request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction.

In certain circumstances, the Trustee may (at its sole discretion) request Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes actions and/or steps and/or institutes proceedings on behalf of the Noteholders. The Trustee shall not be obliged to take any such actions and/or steps and/or institute any such proceedings if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to an indemnity and/or security and/or prefunding can be a lengthy process and may have an impact on when such actions and/or steps can be taken and/or when such proceedings can be instituted. The Trustee may not be able to take such actions and/or steps and/or institute such proceedings, notwithstanding the provision of an indemnity and/or security and/or prefunding to it, if such actions and/or steps and/or institute such proceedings would be in breach of the terms of the Trust Deed.

Certain facts and statistics are derived from publications not independently verified by the Company, the Dealer or the Company's respective advisers.

Facts and statistics in this Offering Circular relating to India's economy and the financial services industry are derived from publicly available sources. While the Company has taken reasonable care to ensure that the facts and statistics presented are accurately reproduced from such sources, they have not been independently verified by the Company, the Dealer, the Company's advisers or their respective advisers and, therefore, the Company makes no representation as to the accuracy of such facts and statistics, which may not be consistent with other information compiled within or outside India. Due to possibly flawed or ineffective calculation and collection methods and other problems, the facts and statistics herein may be inaccurate or may not be comparable to facts and statistics produced for other economies and should not be unduly relied upon. Further, the Company cannot assure investors that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere.

There may be less publicly available information about the Company than is available in certain other jurisdictions.

There may be less publicly available information about companies listed in India than is regularly made available by public companies in certain other countries.

A debenture redemption reserve will not be created.

The relevant provision of Companies Act, 2013, as amended, and Company (Share Capital and Debentures) Rules, 2014, as amended, is not applicable to the Notes. Therefore, the Company is not required to maintain a debenture redemption reserve for redemption of the Notes.

The Company will be subject to the applicable corporate disclosure standards for debt securities listed on the INX, which standards may be different from those applicable to debt securities listed in certain other countries.

The Company will be subject to reporting obligations in respect of the Notes to be listed and admitted on the INX. The disclosure standards imposed by the INX may be different than those imposed by securities exchanges in other countries or regions. As a result, the level of information that is available may not correspond to what investors in the Notes are accustomed to.

There may be interest rate risks on an investment in the Notes.

Noteholders may suffer unforeseen losses due to fluctuations in interest rates. Generally, a rise in interest rates may cause a fall in the price of the Notes, resulting in a capital loss for the Noteholders. However, the Noteholders may reinvest the interest payments at higher prevailing interest rates. Conversely, when interest rates fall, the price of the Notes may rise. The Noteholders may enjoy a capital gain but interest payments received may be reinvested at lower prevailing interest rates.

Changes in market interest rates may adversely affect the value of the Notes.

Investment in the Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

The Notes are subject to transfer restrictions.

The Notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold within the United States and may be offered and sold only to certain persons in "offshore transactions" as defined in and in reliance on Regulation S, or pursuant to another exemption from, or in another transaction not subject to, the registration requirements of the Securities Act and in accordance with applicable state securities laws. For a further discussion of the transfer restrictions applicable to the Notes, see "*Subscription and Sale*".

International financial markets and world economic conditions may adversely affect the market price of the Notes.

The market price may be adversely affected by declines in the international financial markets and world economic conditions. The market for Indian securities is, to varying degrees, influenced by economic and market conditions in other markets. Although economic conditions are different in each country, investors' reactions to developments in one country can affect the securities markets and the securities of other issuers in other countries, including India. Since the sub-prime mortgage crisis in 2008, the international financial markets have experienced significant volatility. If similar developments occur in the international financial markets in the future, the market price of the Note could be adversely affected.

Performance of contractual obligations.

The ability of the Issuer to make payments in respect of the Notes may depend upon the due performance by the other parties to the transaction documents of the obligations thereunder including the performance by the

Trustee, the Principal Paying Agent and/or the Registrar of their respective obligations. While the non-performance of any relevant parties will not relieve the Issuer of its obligations to make payments in respect of the Notes, the Issuer may not, in such circumstances, be able to fulfil its obligations to the Noteholders.

Foreign investors may be subject to Indian tax on a disposal of the Notes, if the Indian authorities consider the Notes to be situated in India.

Non-resident investors will be liable to pay tax on the interest paid on the Notes if the proceeds of the issuance of the Notes are to be used for the purposes of the Issuer's business in India. The non-resident Noteholders are obliged to provide all necessary information and documents, as may be required by the Issuer. Any gains attributable to a non-resident investor from the transfer of a capital asset (including the Notes) held (or deemed to be held) will be subject to income tax in India if such capital asset is regarded as property situated in India. Transfer has, *inter alia*, been defined under the Income Tax Act to include sale, exchange and relinquishment of a capital asset or extinguishment of any rights therein and as more specifically stated in the chapter on "*Taxation – Taxation of gains arising on disposal of Notes*". Therefore, foreign investors may be subject to Indian tax on a disposal of the Notes if the Indian authorities consider the Notes to be situated in India.

The secondary market generally.

There is no existing market for any Notes and there can be no assurances that a secondary market for the Notes will develop, or if a secondary market does develop, that it will provide the Noteholders with liquidity of investment or that it will continue for the life of the Notes. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. This is particularly the case for Notes that are especially sensitive to interest rate, currency or market risks, are designed for specific investment objectives or strategies or have been structured to meet the investment requirements of limited categories of investors. These types of Notes generally would have a more limited secondary market and more price volatility than conventional debt securities.

The market value of any Notes may fluctuate. Consequently, any sale of Notes by Noteholders in any secondary market which may develop may be at prices that may be higher or lower than the initial offering price depending on many factors, including prevailing interest rates, the Issuer's performance and the market for similar securities. No assurance can be given as to the liquidity of, or trading market for, any Notes and an investor in such Notes must be prepared to hold such Notes for an indefinite period of time or until their maturity

The new bankruptcy code in India may affect the rights of the Noteholders

It is to be noted that the Insolvency Code in its entirety does not apply to the Issuer (as the Issuer will be classified as a financial service provider), and accordingly the holders of Notes will not be able to initiate any insolvency proceedings against the Issuer thereunder, even if the Issuer is in default of its payment obligations, under the Insolvency Code. However, pursuant to the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 and Ministry of Corporate Affairs Notification S.O. 4139(E) dated 18 November 2019, the RBI can now commence corporate insolvency resolution processes against NBFCs with an asset size of at least Rs. 5 billion. Furthermore, such NBFCs may commence voluntary liquidation under the Insolvency Code with prior RBI permission.

Accordingly, if said provisions are invoked against our Company, our ability to pay back our creditors, including the Noteholders, may be affected. The enforcement of the creditor rights of the Noteholders, will be subject to the said provisions.

An insolvency proceeding relating to us, even if brought in a jurisdiction outside India, would likely involve Indian insolvency laws, the procedural and substantive provisions of which may differ from comparable provisions of bankruptcy laws in jurisdictions outside India with which the Noteholders are familiar.

Enforcing the rights of Noteholders under the Security Documents across multiple jurisdictions and enforcing foreign court judgment on the Issuer in India may prove difficult.

The Notes will be issued and secured by the Issuer which is a company incorporated in India. While the Notes and the Trust Deed will be governed by English law, the security documents will be governed by Indian law. In the event of a bankruptcy, insolvency or similar event, proceedings could be initiated in England and India. Such multi-jurisdictional proceedings are likely to be complex and costly for creditors and otherwise may result in greater uncertainty and delay regarding the enforcement of a Noteholder's rights. The rights of Noteholders in respect of the Notes and the related security documents will be subject to the insolvency and administrative laws of several jurisdictions and there can be no assurance that Noteholders will be able to effectively enforce their rights in such complex multiple bankruptcy, insolvency or similar proceedings. In addition, the bankruptcy, insolvency, administrative and other laws of India may be materially different from, or be in conflict with, those with which Noteholders may be familiar, including in the areas of the rights of creditors, priority of governmental and other creditors, ability to obtain post-petition interest and duration of the proceedings. The application of these laws, or any conflict among them, could call into question whether any particular jurisdiction's laws should apply, adversely affect the ability of Noteholders to enforce their rights under the Notes and the related security documents in the relevant jurisdictions or limit any amounts that they may receive. Enforcement of security usually takes an inordinately long period of time in India and enforcement may be subject to delays and administrative requirements. The claims and remedies available under Indian law may not be as extensive as those available in other jurisdictions. While any judgment will be made under prevailing Indian laws and regulations, no assurance can be given that the Indian courts will protect the interests of Noteholders in the same manner or to the same extent as would courts in other countries. As a result, it may be difficult for Noteholders to effect service of process, including judgments, on the Issuer or its officers and directors, or to enforce judgments obtained in non-Indian courts against the Issuer or its officers and directors in India.

Inflation risk.

Noteholders may suffer erosion on the return of their investments due to inflation. Noteholders would have an anticipated rate of return based on expected inflation rates on the purchase of the Notes. An unexpected increase in inflation could reduce the actual returns.

Considerations relating to an Investment in Rupee Denominated Notes

Rupee Denominated Notes are subject to exchange rate risks and exchange controls.

India maintains a managed floating exchange rate system under which market forces determine the exchange rate for INR. Under RBI's policies, RBI may, however, intervene in the market to maintain orderly market conditions and limit sharp fluctuations in the exchange rate. Interventions by RBI have taken the form of transparent measures and have included clearly delineated periods and amounts involved, as well as the explanations for these actions. RBI's foreign exchange policy objectives include maintaining price stability, promoting and maintaining monetary stability and the convertibility of the INR, protecting its international reserves during times of impending or ongoing exchange crises or national emergencies.

The Rupee Denominated Notes are denominated in INR and payable in foreign currency. This entails risks which are not associated with a similar investment in a foreign currency-denominated security. Such risks include, without limitation, the possibility of significant changes in the exchange rate between INR and the relevant foreign currency if such currency risk is unhedged by an investor, or the possibility of imposition or modification of exchange controls by RBI. Such risks are usually dependent on various economic and political events over which the Issuer does not have any control. Recently, exchange rates have been volatile and such volatility is expected in the near future as well, so the risk pertaining to exchange rate fluctuation persists. However, the recent fluctuations in exchange rates are not indicative in nature.

If INR depreciates against the relevant foreign currency the effective yield on the Rupee Denominated Notes will decrease below the interest rate on the global bonds, and the amount payable on maturity may be less than the investment made by the investors. This could result in a total or substantial loss of the investment made by the investor towards the Rupee Denominated Notes. Rates of exchange between the foreign currency and INR may be significantly varied over time. However, historical trends do not necessarily indicate future fluctuations in rates and should not be relied upon as indicative of future trends. Political, economic or stock exchange developments in India or elsewhere could lead to significant and sudden changes in the exchange rate between INR and the relevant foreign currency.

Furthermore, overseas investors are eligible to hedge the above-mentioned exchange rate risk only by way of permitted derivative products with: (i) AD Category I banks in India; (ii) offshore branches or subsidiaries of Indian banks; or (iii) branches of foreign banks having a presence in India.

Notes or Rupee Denominated Notes are subject to selling restrictions and may be transferred only to a limited pool of investors.

Notes or Rupee Denominated Notes can only be issued to, and held by, investors resident in jurisdictions who are a member of the Financial Action Task Force ("**FATF**") or a member of a FATF-style regional body and should not be a country identified in the public statement of the FATF as: (a) a jurisdiction having a strategic anti-money laundering or combating the financing of terrorism deficiencies to which counter measures apply; or (b) a jurisdiction that has not made sufficient progress in addressing the deficiencies or has not committed to an action plan developed with the FATF to address the deficiencies; or an investor who is a resident of a country whose securities market regulator is a signatory to International Organisation of Securities Commissions (**IOSCO**'**s**) "Multilateral Memorandum of Understanding (Appendix A Signatories)" or a signatory to a bilateral "Memorandum of Understanding" with the SEBI for information sharing arrangements.

The Notes or Rupee Denominated Notes can only be sold, transferred or offered as security overseas subject to compliance with aforesaid FATF Requirements or IOSCO jurisdictional requirements. Further, the investor should be a resident of an FATF or IOSCO-compliant country, including upon transfer of the Notes. However: (a) multilateral and regional financial institutions where India is a member country will also be considered as recognised investors; (b) individuals as investors can only be permitted if they are foreign equity holders of the Issuer or for subscription to the Notes which are listed abroad; and (c) foreign branches or subsidiaries of Indian banks are permitted in the case of Notes denominated in a foreign currency. Further, foreign branches or subsidiaries of Indian banks (subject to applicable prudential guidelines issued by RBI) can participate as arrangers, underwriters, market-makers or traders for Rupee Denominated Notes issued overseas.

Rupee Denominated Notes are not freely convertible.

Rupee Denominated Notes are not freely convertible. The Rupee is not a freely convertible currency. The convertibility of a currency is dependent, *inter alia*, on international and domestic political and economic factors, and on measures taken by governments and central banks. Such measures include, without limitation, imposition of regulatory controls or taxes, issuance of a new currency to replace an existing currency, alteration of the exchange rate or exchange characteristics by revaluation or revaluation of a currency, or imposition of exchange controls with respect to the exchange or transfer of a specified currency that would affect exchange rates and the availability of a specified currency. The taking of any one or more of such measures could adversely affect the value of the Rupee Denominated Notes as well as any amount which may be payable upon redemption of the Notes. Early redemption of Rupee Denominated Notes may require RBI approval. Early redemption of Rupee Denominated Notes prior to its stated maturity (whether as a result of an event of default or any early redemption event) requires prior RBI or AD Bank approval, as the case may be. Compliance with any conditions specified in any such RBI or AD Bank approval will be required. There can be no assurance that RBI or the AD Bank will provide such approval in a timely manner or at all.

Consideration relating to the Secured Property

For secured Notes, the value of the Secured Property (as defined in "Terms and Condition of the Notes") may not be sufficient to satisfy the Company's obligations under the Notes and other Series of Senior Secured Notes.

For secured Notes, the ability of the Security Trustee, on behalf of the holders of the Notes, to foreclose on the Secured Property upon the occurrence of an Event of Default or otherwise, will be subject in certain instances to perfection and priority issues. Although procedures will be undertaken to support the validity and enforceability of the security interests, the Company cannot assure investors that the Security Trustee or holders of the Notes will be able to enforce the security interest.

The value of the Secured Property in the event of liquidation will depend upon market and economic conditions, the availability of buyers and similar factors. Accordingly, the Company cannot assure investors that the proceeds of any sale of the Secured Property following an acceleration of the Notes would be sufficient to satisfy, or would not be substantially less than, amounts due and payable on the Notes. By their nature, some or all of the Secured Property may be illiquid and may have no readily ascertainable market value. Likewise, the Company cannot assure investors that the Secured Property will be saleable or, if saleable, that there will not be substantial delays in its liquidation.

The Secured Property will be shared on a *pari passu* basis by the holders of the Notes, certain of the Company's existing creditors and any other creditors with respect to other Series of Senior Secured Notes. Accordingly, in the event of a default on the Notes or the other secured indebtedness and a foreclosure on the Secured Property, any foreclosure proceeds would be shared by the holders of secured indebtedness in proportion to the outstanding amounts of each class of secured indebtedness. The value of the Secured Property securing the Notes is unlikely to be sufficient to satisfy the Company's obligations under the Notes.

INDUSTRY OVERVIEW

The information in this section has not been independently verified by the Company, the Arrangers, the Dealers or any of their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources they believe to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Figures used in this section are presented as in the original sources and have not been adjusted, restated or rounded off for presentation in this Offering Circular.

Introduction

The Reserve Bank of India or the RBI, the central banking and monetary authority of India, is the central regulatory and supervisory authority for Indian banks and non-banking finance companies. The RBI was established on 1 April 1935 in accordance with the provisions of the Reserve Bank of India Act, 1934. Though originally privately owned, since nationalisation in 1949, the Reserve Bank is fully owned by the Government of India. The RBI manages the country's money supply and foreign exchange and also serves as a bank for the Government and for the country's commercial banks. In addition to these traditional central banking roles, the RBI undertakes certain developmental and promotional roles.

The RBI issues guidelines on exposure limits, income recognition, asset classification, provisioning for non-performing and restructured assets, investment valuation and capital adequacy for commercial banks, long-term lending institutions and non-banking financial companies. The RBI requires these institutions to furnish information relating to their businesses to it on a regular basis. A variety of financial intermediaries in the public and private sectors participate in India's financial sector, including the following:

- commercial banks;
- small banks and payment banks;
- long-term lending institutions;
- non-banking financial companies, including housing finance companies;
- other specialised financial institutions and state-level financial institutions;
- insurance companies; and
- mutual funds.

Global Economy

Elevated economic and trade policy uncertainties are testing the resilience of the global economy and the financial system. Multilateral agencies have downgraded global growth forecasts largely reflecting trade disruptions and heightened volatility. Financial markets remain volatile, especially core government bond markets, driven by shifting policy and geopolitical environment. Alongside, existing vulnerabilities such as soaring public debt levels, excessive risk taking in the non-banking financial sector and elevated asset valuations have the potential to amplify fresh shocks. As countries confront varying trade-offs between growth and inflation, monetary authorities are charting divergent policy trajectory. Emerging market economies face

significant challenges from headwinds emanating from escalating trade tensions, prolonged and intensified geopolitical tensions, and spillovers from advanced economies.

Indian Economy

The Indian economy, supported by strong macroeconomic fundamentals, remained the fastest growing major economy in the world during 2024-25. Moreover, as India's growth is largely dependent on domestic demand, the impact of external shocks remained limited. In terms of growth outturns for 2024, India's actual growth rate did not deviate significantly from projections even amidst deteriorating global outlook. The RBI has projected the real GDP to grow at 6.5 per cent in 2025-26, same as in 2024-25, supported by buoyant rural demand, revival in urban demand, an uptick in investment activity on the back of above-average capacity utilisation, government's continued thrust on capex and congenial financial conditions. The continued momentum in various high frequency indicators of services sector, robust agricultural production and above normal southwest monsoon forecasts, and strong goods and services tax (GST) collections underscore the sustained momentum and resilience of the economy.

The headwinds from protracted geopolitical tensions, elevated uncertainty and trade disruptions, and weather-related uncertainty pose downside risks to growth. Moreover, deceleration in global growth will act as a drag on domestic output. It is estimated that a 100 basis points (bps) slowdown in global growth can, ceteris paribus, pull down India's growth by 30 bps Domestic inflation has been steadily declining with the headline consumer price index (CPI) inflation recording a six-year low of 2.8 per cent in May 2025. The outlook for food inflation remains favourable on account of softening prices and robust crop production. Moreover, the risk of imported inflation largely remains low with the anticipated slowdown in global growth likely to soften commodity and crude oil prices, although the recent escalation of geopolitical tensions in the Middle East has led to heightened uncertainty. The near-term and medium-term outlook gives greater confidence of a durable alignment of headline inflation with the target of 4 per cent, and it is likely to undershoot the target at the margin as per the projections of the RBI.

On the fiscal front, India's public debt levels, primary deficit and share of interest payment in government revenue have remained relatively on the higher side compared to peer EMEs. However, India's fiscal position and credibility has enhanced significantly in recent years on account of ongoing fiscal consolidation, improvement in the quality of expenditure and earmarking of debt-to-GDP as the nominal anchor for the central government's fiscal policy. In addition, the government debt is predominantly rupee-denominated. The weighted average maturity of outstanding stock of central government market borrowings has risen from 10.4 years in 2018-19 to 13.2 years in 2024-25 and around 97 per cent are issued at fixed rate. Furthermore, unlike most other major economies, the flow data points to a lower debt trajectory supported by strong nominal GDP growth. Alongside, the favourable interest rate-growth rate differential of the central government augurs well for debt sustainability.

The resilience of the external sector has been a key contributing factor to India's macroeconomic and financial stability. Current account deficit (CAD) at 0.6 per cent of GDP during 2024-25 remains eminently manageable, supported by sustained buoyancy in services exports and remittances. Moreover, current account balance turned into a surplus of 1.3 per cent of GDP in Q4:2024-25.

In the capital account, high gross foreign direct investment (FDI) during 2024-25 indicates that India continues to remain an attractive investment destination. Net FDI flows, however, moderated due to higher repatriation and net outward FDI. Foreign portfolio investments (FPI) moderated during 2024-25. On the other hand, both external commercial borrowings (ECB) and non-resident deposits recorded higher inflows compared to the previous financial year . Overall, net capital flows fell short of CAD during 2024-25, leading to a depletion in foreign exchange reserves. An update of the capital flows at risk framework, which estimates the entire distribution of capital flows, shows that under extreme adverse shocks, with five per cent probability, the

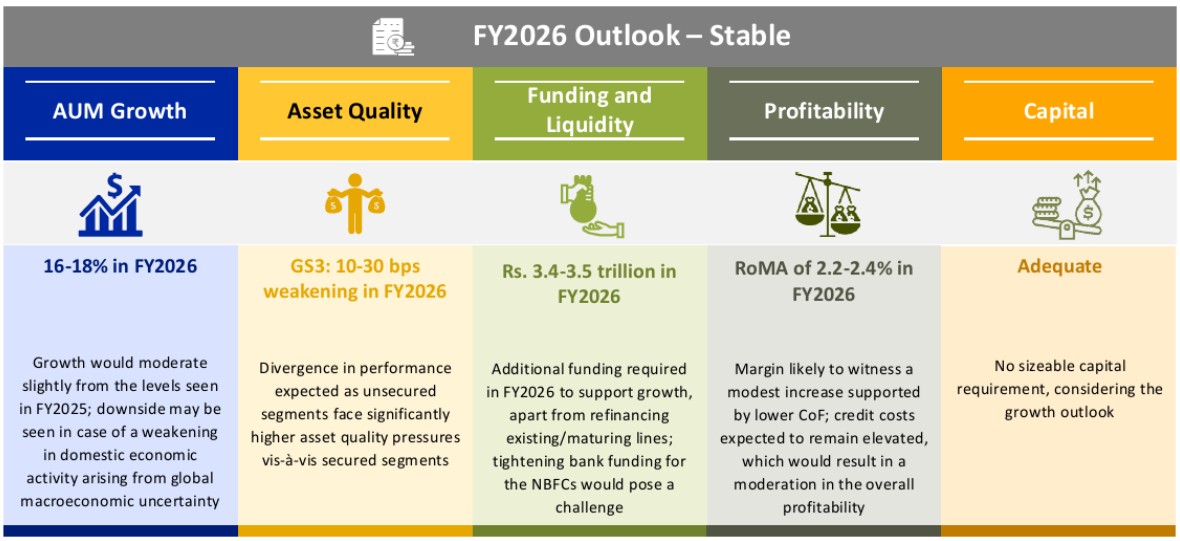
expected FPI outflows could reach 6 per cent of the GDP, while total capital outflows, that is, FPI and FDI, could be in the magnitude of about 7 per cent of GDP.

Notwithstanding the uncertainty surrounding the trade outlook, India's external vulnerability indicators remain robust and continue to show improvement. Foreign exchange reserves at US$ 697.9 billion, as on 20 June 2025, are sufficient to cover more than 11 months of merchandise imports on BoP basis; external debt stood at a moderate 19.1 per cent of GDP at end March 2025; the share of short-term debt on residual maturity basis stood at 45.4 per cent of foreign exchange reserves at end-March 2025; and net international investment position (IIP) improved.

(*Source: RBI Financial Stability Report – June 2025*)

Overview of Non-Banking Finance Companies in India

There were 9,136 non-banking financial companies in India as of 30 September 2025, mostly in the private sector. All non-banking financial companies are required to register with the RBI. The non-banking financial companies may be categorised into entities which take public deposits and those which do not. As on 30 September 2025, there were 17 deposit accepting (NBFCs-D). The companies which take public deposits are subject to strict supervision and the capital adequacy requirements of the RBI. The RBI classifies non-banking financial companies into three categories: asset finance companies, loan companies and investment companies. In February 2010, the RBI introduced a fourth category of non-banking financial company called infrastructure finance companies and followed up in December 2011 with the announcement of a separate category of non-banking financial company — microfinance institutions. The primary activities of the non-banking financial companies are providing consumer credit, including automobile finance, home finance and consumer durable products finance, wholesale finance products such as bill discounting for small and medium companies and infrastructure finance, and fee-based services such as investment banking and underwriting. Listed below is outlook for the NBFCs.



NBFC Sector Performance Trends

Growth

NBFC (excluding NBFC-Infra) disbursals dropped sharply in H2 FY2025 as entities grappled with asset quality challenges and tight liquidity conditions

Exhibit: YOY Disbursement Growth Trends

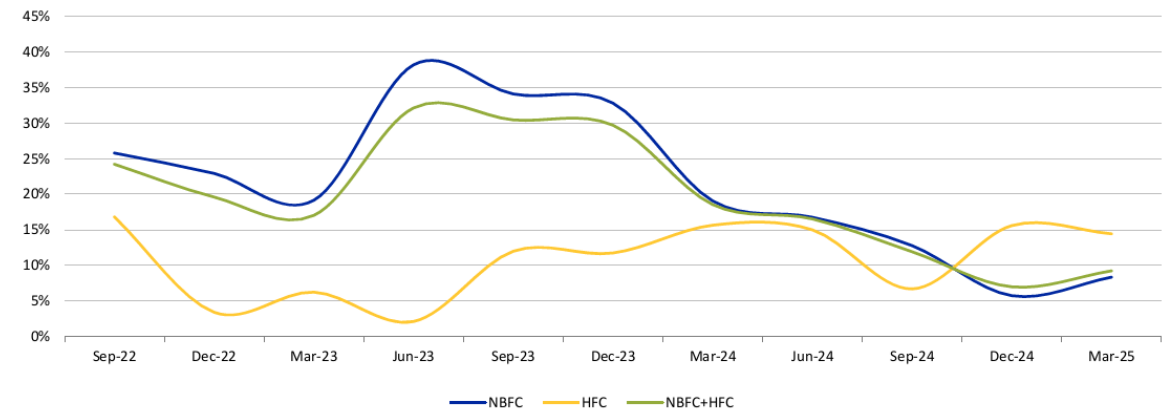
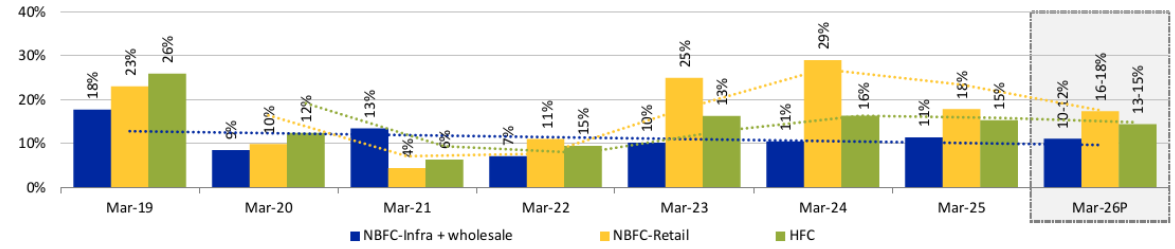


Exhibit: Segmental YoY AUM growth rates

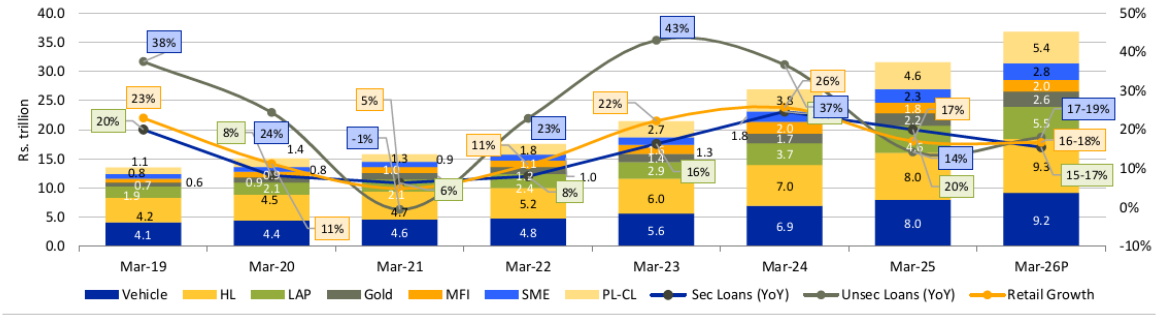


- The NBFC sector saw a significant expansion in its AUM post the pandemic, as the entities had fairly strengthened their balance sheets and operating conditions turned favourable. The NBFC-retail segment drove this expansion, growing at 25-30 per cent. for two consecutive years. Consequently, regulatory concerns spread across factors such as high credit growth, borrower leveraging and loosening credit policy and controls, operational and governance-related lapses and customer protection (including on transparent risk-based pricing). This invited a series of regulatory actions, including industry-wide measures as well as entity-specific restrictions, as the regulator tried to reign in the growth to prevent any spillover of systemic risks.

- Consequent to the strong growth, concerns on asset quality performance emerged in segments such as Personal Loan, Microfinance, SME during FY2025; these segments continue to remain under pressure in the current year as well. While the growth started moderating on the back of the regulatory actions and tightening liquidity conditions, asset quality concerns have come to the forefront for the entities in the sector and would continue to have a dampening impact on the growth in the current year.

- Some of the systemic constraints for the NBFC sector growth have been eased in recent months, including a reduction in the risk weights for bank credit to the NBFCs back to earlier levels, easing interest rates scenario on the back of reduction in the policy rates, etc. These are likely to provide some support to the NBFC sector notwithstanding the other challenges.

Exhibit: Retail exposures of NBFCs & HFCs



- The NBFC+HFC retail exposure expanded by about 17 per cent. in FY2025 to about Rs. 31.6 trillion, pushing up its share to 59 per cent. by March 2025, up from 56 per cent. a year ago. Further, the retail share is expected to reach 60 per cent. by March 2026, a jump of 10 percentage points over the last decade (i.e. from 50 per cent. as of March 2017). The growth in NBFC-Infra and other wholesale exposures has been at a moderate pace over the last many years.

- It may also be noted that secured loans have grown at a relatively more moderate pace vis-à-vis unsecured loans during most years, though the gap in growth between the two segments has typically narrowed down under tight operating conditions. The same trend was seen in FY2025 and is expected to remain in FY2026 as well, given the persisting asset quality challenges that the unsecured loans segment is currently facing.

Exhibit: Trend in share of key asset segments

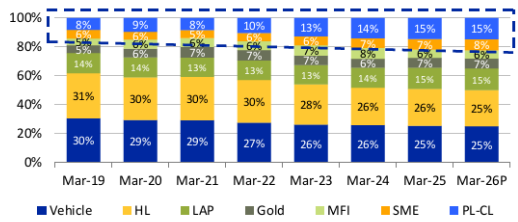


Exhibit: AUM Growth trend of unsecured segments

YoY	3-Year CAGR	FY2025	FY2026 P
MFI	27%	-11%	10-15%
SME	27%	29%	22-24%
PL/CL	41%	17%	17-19%

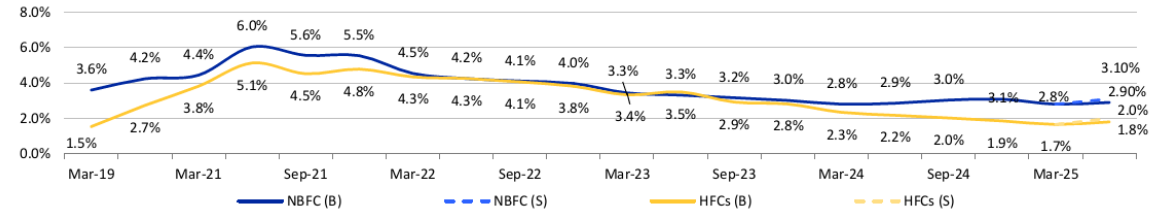
Source: ICRA Research; SME – Unsecured / Quasi-secured loans to small and medium scale enterprises

- It may be noted that the sustained robust growth in the unsecured segment resulted in its share in overall retail exposures expanding to 28 per cent. as of March 2025 from 19 per cent. six years ago (March 2019). Unsecured loans grew at a compounded annual growth rate (CAGR) of 25 per cent. over the past five years compared to 12 per cent. for secured loans.

- A sharp slowdown in growth of unsecured segments such as microfinance, and personal/consumption loans was witnessed in FY2025. Microfinance, personal/consumption loans and segments of SME loans are facing asset quality stress currently and consequently have tightened their underwriting/disbursements. Further, personal/consumption loans also have continued to face stress as the various recent regulatory scrutiny measures are impacting the capital and funding availability for entities in this segment. This resulted in a downward pressure on growth in the unsecured segment; however, given that the growth in the secured segments has also moderated, the overall share of unsecured segments would remain stable in the near term.

Asset Quality

Exhibit: Gross stage 3 (GS3) trend and outlook



Source: ICRA Research; Note: Data for 29 NBFCs and 14 HFCs (excluding infra); past data for HFCs is excluding HDFC; B – Base; S – Stressed

- Asset quality of the NBFCs came under pressure in FY2025, with delinquencies steadily inching up across most segments. However, there was some improvement in the headline asset quality metrics in Q4 FY2025, as entities preferred to undertake accelerated technical write-offs to maintain their delinquencies on-b/s under control. Notwithstanding this, ICRA expects the slippages in the sector to continue to remain elevated in the near term, especially in unsecured segments such as microfinance, unsecured/quasi-secured SME loans, and PL/CL. Secured segments such as vehicle financing, LAP, etc. would also continue to see moderate increases in delinquencies, as the asset quality performance in these segments normalises after a robust performance in the post-pandemic period. Further, ICRA believes that certain borrower segments in secured asset classes such as small-ticket LAP, commercial vehicles, 2W/3W loans, etc. could also have increased asset quality risks, given the significant overlap of various secured and unsecured loans seen at the household level, which has resulted in overleveraging of these borrowers. Overall, ICRA expects the delinquencies in the sector to increase by 10-30 bps in FY2026.

- The HFC GS3s have been on a steadily declining trend, coming down below the pre-pandemic levels recently. Given the relatively moderate and steady sectoral growth for HFCs, the asset quality is less impacted by seasoning-related concerns, especially in the prime home loans. However, ICRA notes that the asset mix in the sector has been on a gradual shift as the share of affordable housing (with modest customer risk profiles) has been on the rise; this segment could face some portfolio seasoning related impact, given the relatively higher pace of growth. Consequently, ICRA expects a modest increase in the overall sectoral GS3s from the current levels in FY2026.

Exhibit NBFCs- GS3+ Write offs (for the fiscal)

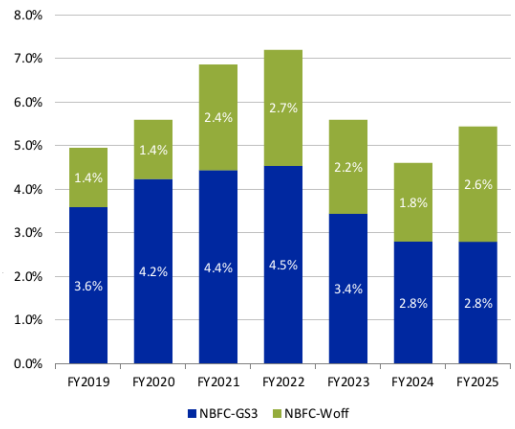
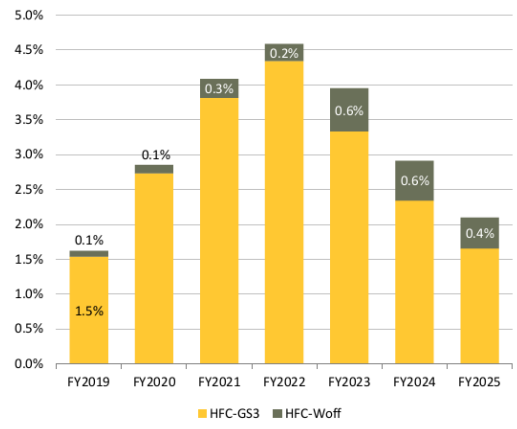


Exhibit : HFCs- GS3+ Write offs (for the fiscal)



Funding

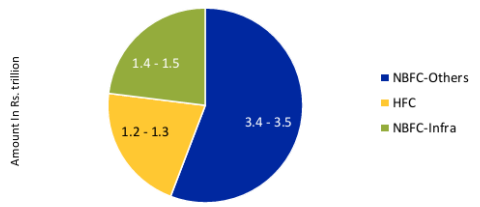
- Direct bank funding remains the largest source of borrowing for the sector; further, the share of the same was on a gradual rise over the past few years. However, in FY2025, credit flows to NBFCs from the banking system were tightened as the regulator expressed concerns regarding the elevated share of

banking system's exposures to the NBFCs. With the NBFCs resorting to fund-raising from other sources, share of funding through NCDs inched up in 9M FY2025 after many years of decline. Funding through the ECBs has also increased as entities looked for other alternative sources.

- The NBFCs with deposit licence have also steadily increased the funding from this avenue over the past few years. Share of short-term funding (commercial papers) has gradually reduced over the period.

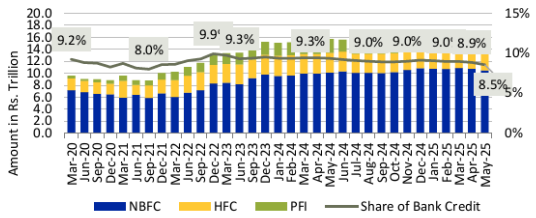
- As of December 2024, direct funding from banks (via term loans and working capital facilities) constituted close to half of the overall funding profile of the sector. In addition, banks also take exposures via investments in the NCDs/CPs, securitisation (DA/PTCs), and ECBs of entities. Overall, direct and indirect funding from banks total to around 65-70 per cent. of the overall funding profile of the sector (excluding NBFC-Infra).

Exhibit: Incremental funding requirement of the sector – FY2026



Source: ICRA Research

Exhibit: Bank credit to the sector



Source: RBI, ICRA Research; PFI- Public Finance Institutions

Exhibit: Borrowing profile of NBFCs

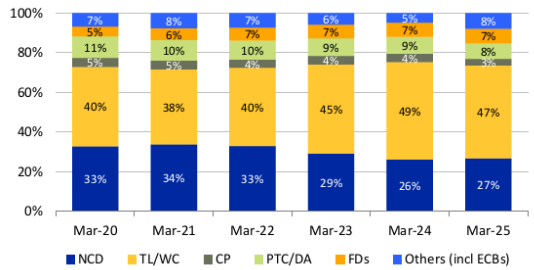
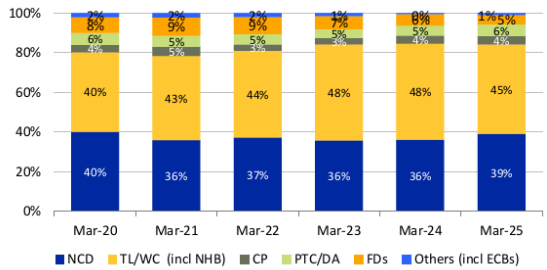


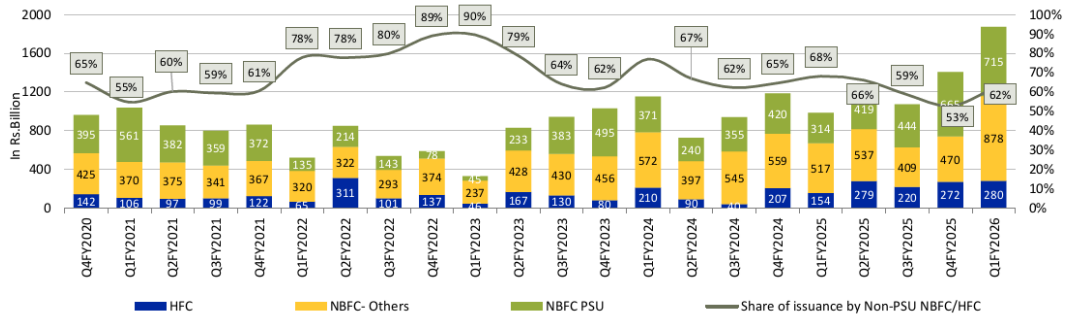
Exhibit: Borrowing profile of HFCs



- Bank credit to the sector significantly tightened in FY2025, in line with ICRA's expectations. However, the RBI, in steps, undertook some easing of liquidity conditions at the systemic level by first changing its stance to neutral from withdrawal of accommodation and subsequently reducing the policy interest rates; further, the risk weights for bank lending to NBFCs were also reduced back to 100 per cent. from 125 per cent. in April 2025. These measures are expected to provide some support to the incremental banking sector credit to NBFCs during FY2026.

- The overall banking sector credit growth is projected to be about 10.4-11.3 per cent. for FY2026. Deposit mobilisation has eased somewhat in recent months; however, the overall repricing of the deposits would be elongated, restricting the ability of banks from lowering their lending rates significantly to NBFCs in the near term. Incremental direct lending from banks is expected to recover in FY2026 to about 1.3-1.5 trillion, somewhat normalising from the Rs. 0.9 trillion seen in FY2025. This would be about 22 per cent. of the total base case incremental funding requirements of the sector in FY2026, vis-à-vis having met an estimated 17 per cent. of incremental funding requirements in FY2025 via direct lending. Funding through external commercial borrowings (ECBs) is likely to slow down in FY2026, though Bond/NCD issuances (net of repayments) are likely to be robust while securitisation would maintain their momentum.

Exhibit: Quarterly NCD trend



- The NCD issuances witnessed a spike in Q1 FY2026 reaching about Rs. 1.9 trillion, exceeding the previous all-time high of ~Rs. 1.4 trillion (excluding HDFC) during the previous quarter, i.e. Q4 FY2025. Large non-PSU NBFC issuers took advantage of the significant drop in market yields witnessed during the quarter and issued sizeable quantum of debentures. The NBFC-PSUs issuances also increased, though not the same extent as the non-PSU NBFCs. Typically Q1 has been a seasonally weak quarter for issuances; however, this trend did not materialise during the current year. Looking ahead, as bank funding costs continue to be relatively sticky, ICRA expects the market issuance volumes to continue to be robust for the remainder of the year.

Exhibit: ECB issuance approval trend

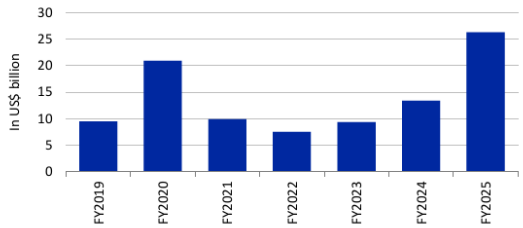
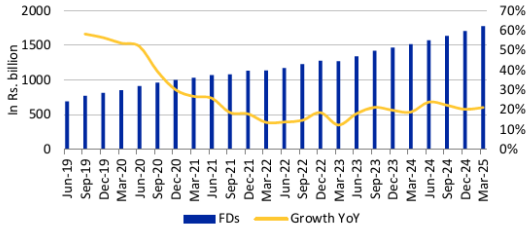


Exhibit: NBFC + HFC deposit outstanding trend



Source: SEBI, ICRA Research; Note: Deposit data of leading 4 NBFCs and 5 HFCs

- During FY2025, the tighter liquidity conditions in the domestic banking system prompted the increased pace of ECB approvals; as such, ECB issuances by the NBFCs in FY2025 were at an all-time high. On the contrary, in FY2026, the softening of domestic yields, slower pace of credit growth and sizeable hedging costs is likely to drive a shift in preference toward INR-denominated funding over foreign currency borrowings. Considering these dynamics, ICRA expects the gross ECB approvals in FY2026 to be lower than FY2025.

- Deposits have become an attractive source of funding for entities with deposit mobilisation licence, especially during FY2025 when the sector faced tight funding scenario from other sources. Over the past two years, deposit mobilisation has consistently happened at a faster pace than the overall sectoral growth, resulting in increasing share of NBFC funding from deposits.

Liquidity

Exhibit: Cash & liquid investments / Total Assets

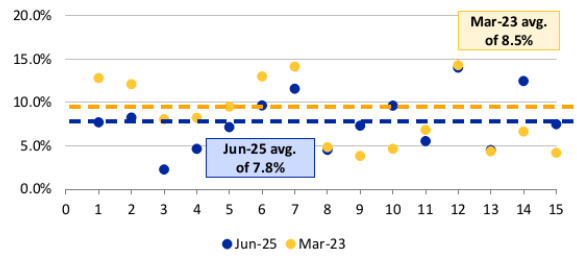
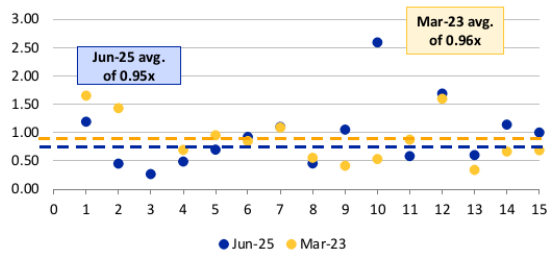


Exhibit: Cover for next three months of debt obligations

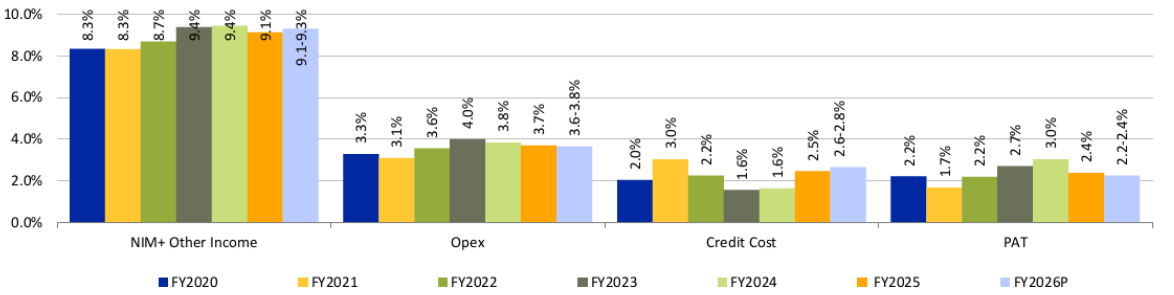


Source: ICRA Research; ICRA sample of 15 large NBFCs (non-Infra)

- Liquidity coverage of most large NBFCs had been on a moderating trend from FY2024 onwards, as entities tried to optimise the negative carry-on maintaining higher liquidity. Further, tightening of funding availability has also incentivised entities in reducing their liquidity to an extent to prioritise growth. However, entities have increased the on-b/s liquidity to an extent, especially in the last two quarters.
- Reliance on short tenor borrowings such as commercial papers has been moderate. As a result, while the cash coverage has slightly reduced over the last two years, the ALMs of most NBFCs are well placed with positive cumulative mismatches for at least up to 12 months.

Earnings

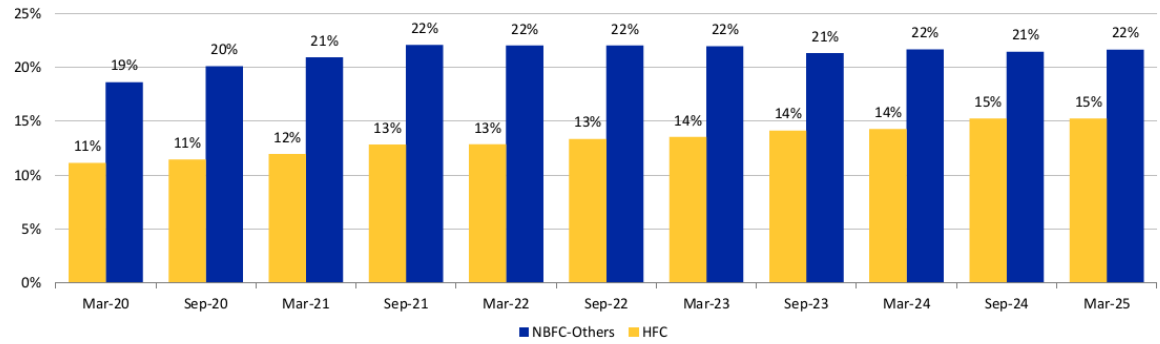
Exhibit: Key earnings parameters



- The net interest margin (NIM) of the NBFCs saw a moderation in FY2025, on the back of uptick in the weighted avg. CoF. Yields have stabilised as entities are expected to incrementally maintain their product mix. It may be noted that in the previous years, increasing share of higher yielding segments had supported in offsetting the increasing CoF. In FY2026, with the systemic interest rates on a downward trend, the CoF of entities would also witness a moderation. Given that the NBFCs typically lend on fixed rates, they're likely to benefit from some improvement in NIMs during the current year.
- Operating costs are expected to remain range-bound in the current year. However, it may be noted that they're higher than long-term averages as the share of smaller tickets and unsecured loans, which have relatively higher operational requirements, increased in recent years. However, credit costs would continue to remain at elevated levels in FY2026, as entities continued to be weighed down by asset quality concerns. Overall, the net profitability of the NBFCs is expected to moderate slightly in FY2026.

Capitalisation

Exhibit: Capital profile (net worth/AUM)



- Capital profile for both the NBFCs (non-Infra) and the HFCs is adequate for near to medium term growth.
- Incrementally, ICRA expects the sector to witness a slower growth and moderation in earnings in the near term. However, the net impact on the capital profile is likely to be negligible as growth slowdown is capital accretive, which would offset the impact of the moderation in earnings.

Loan against Property (LAP) and SME Finance – Trends and Outlook

Exhibit: GS3 movement in overall LAP + SME segment

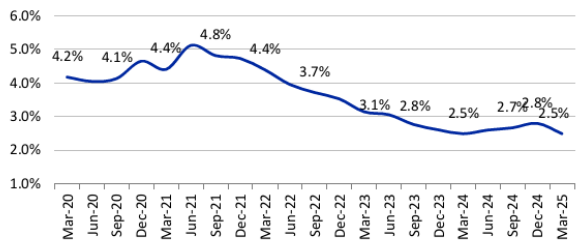
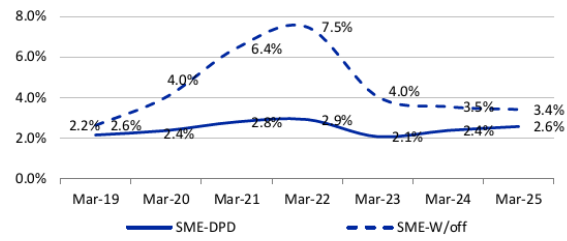


Exhibit: GS3 movement in SME (unsecured / quasi-secured) segment

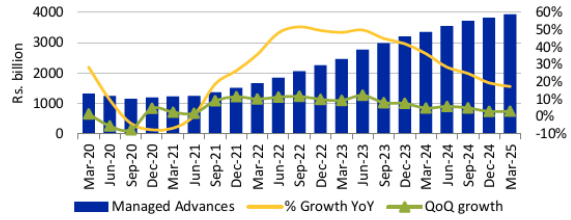


Source: ICRA Research, company/company investor presentations; LAP – Loan against property; SME – Small and medium-sized enterprises

- The segmental AUM stood at Rs. 5.3 trillion as of March 2025, with LAP and SME (unsecured/quasi-secured) accounting for about 56 per cent. and 44 per cent. share of the AUM respectively. The segment's growth continues to remain healthy with 30 per cent. YoY growth in FY2025, though it slowed down vis-à-vis FY2024, when the growth was at 38 per cent. YoY. Entities lowered their disbursements in response to the asset quality pressure seen at the industry level. The NBFCs have continued to penetrate deeply in the rural markets, expanding their base by adding both new-to-credit customers as well as those graduating from microfinance and gold loans. ICRA notes that a predominant portion of the LAP segment is towards business purposes and hence the segment has been relatively less impacted by the higher risk weight dispensation for consumer credit.
- Smaller entities expanded at a much higher pace in the recent past. However, faced with elevated asset quality stress and their tightened policies, they have slowed down *vis-à-vis* the past. Growth in larger entities is also expected to moderate, though to a smaller extent. In FY2026, growth in the LAP segment is expected to slow down to 20-22 per cent. YoY while the SME segment (unsecured/quasi-secured) is likely to grow at a slightly faster pace of 22-24 per cent. YoY.

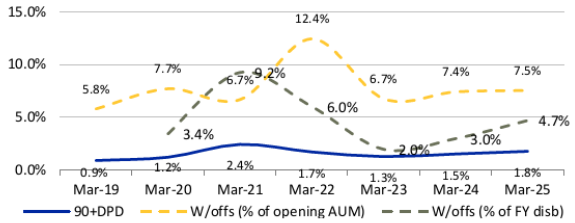
Personal and Consumer Finance – Trends and Outlook

Exhibit: Personal / consumption finance AUM trend



Source: ICRA Research; includes personal loans, consumer durables and credit cards

Exhibit: 90 dpd and loan loss – Personal / consumption finance

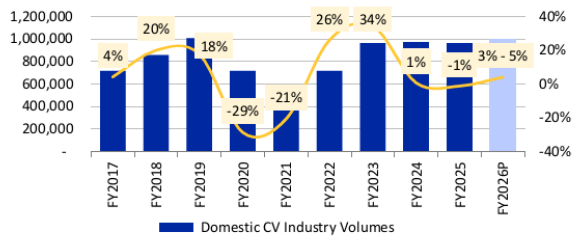


Source: ICRA Research; data pertains to fintech / digital lenders

- Overdues in the overall LAP + SME segment saw some moderation in Q4 FY2026, after having been on an increasing trend over the previous three quarters. Collections have typically been more buoyant in Q4 on the back of seasonal factors.
- Asset quality in the LAP loans has benefitted from the secured nature of this segment, which resulted in low ultimate loan losses. For entities operating with higher ticket size LAP, the recoveries are expected to be supported by the SARFAESI. Delinquencies in this sub-segment have started inching up in the current year.
- The SME sub-segment continues to see elevated write-offs, though delinquency levels have largely remained range-bound. Entities in this segment typically undertake accelerated write-offs, given the unsecured nature of exposures.
- Borrowers have been facing cash flow issues, coupled with overleveraging through multiple loans. In addition, with AUM growth slowdown and the resultant portfolio seasoning, ICRA expects the write-offs to increase to some extent over the next few quarters. The SME sub-segment has seen some usage of Central Government-promoted credit guarantee schemes such as CGTMSE, CGFMU, etc. which helped reduce the ultimate credit losses to some extent.

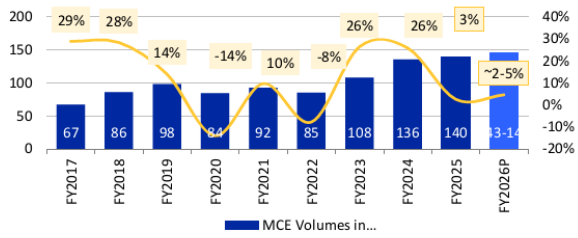
Commercial Vehicle (CV) and Construction Equipment (CE) – Trends and Outlook

Exhibit: Domestic CV industry growth outlook



Source: SIAM, ICRA Research

Exhibit: CE industry growth outlook (domestic + exports)

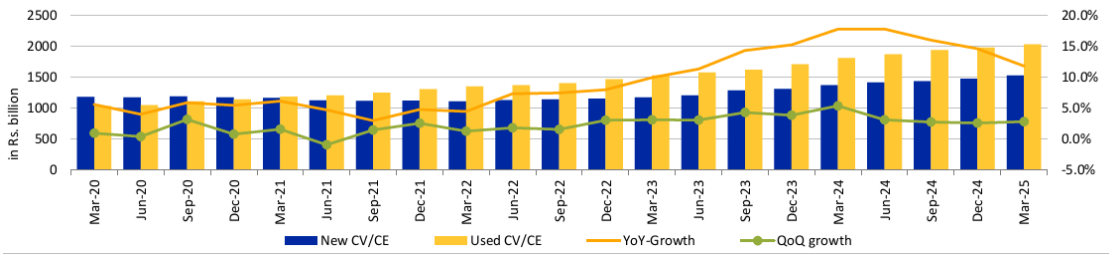


Source: ICRA Research, ICEMA; volumes for earthmoving, road construction, material handing, concreting and mining equipment; Note- Exports constitute only 8-10% of total industry volumes

- ICRA expects the Indian CV industry volumes to see a modest YoY growth of 3-5 per cent. in FY2026, following a 1 per cent. decline in FY2025. In Q1 FY2026, the volumes saw a modest growth of 1.0 per cent. on a YoY basis, impacted to an extent by regional disruptions and geopolitical situation. The anticipated improvement in construction and infrastructure activities, expectation for the rural demand to remain stable along with replacement demand stemming out of ageing fleets and Government mandates are the likely driving factors to sustain the sales volume during FY2026. The M&HCV volumes may grow 0-3 per cent. YoY in FY2026 on increased demand from construction and mining sectors, after a 4 per cent. decline in FY2025. Domestic LCV volumes are likely to grow 3-5 per cent. YoY in FY2026, after declining by 3 per cent. in FY2025; the improved growth is anticipated to be supported by a recovery in e-commerce activity.

- The CE industry is estimated to have seen a marginal volume decline of 1 per cent. YoY in Q1 FY2026, following a muted volume growth of 2-3 per cent. YoY in FY2025 as early onset of monsoons in some regions of the country disrupted the construction and mining activities. Further, increased costs on account of transition to stage V emission norms and mandatory safety features, which became effective from January 2025, are likely to be passed on to the customer over the next few quarters. This, coupled with seasonality slowdown during rainy season and subdued awarding activity for infrastructure projects, will weigh on the domestic demand sentiments for the CE industry during H1. Incrementally, some improvement is expected in new project awards and execution towards H2 FY2026 would support CE demand. ICRA, therefore, maintains its volume forecast for FY2026 at 2-5 per cent. YoY growth.

Exhibit: AUM movement in NBFC-CV/CE segment

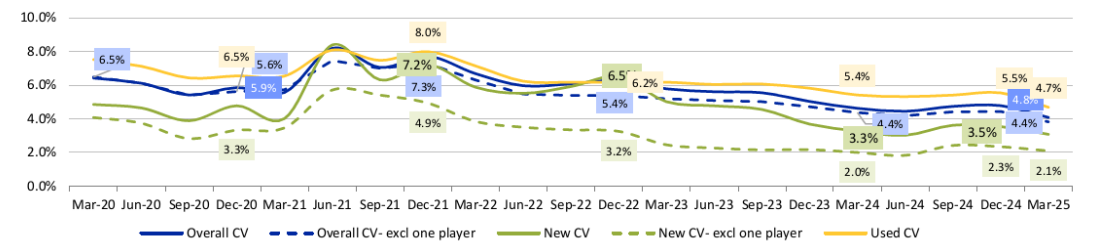


- The overall CV/CE AUM grew by about 12 per cent. YoY in FY2025 to Rs. 3.6 trillion as of March 2025. The growth was lower than anticipated in Q4 FY2025, a seasonally strong quarter. Subdued demand and lower Government infrastructure activity had impacted the performance during the quality.

- Within the CV/CE segment, the new CV/CE AUM of the NBFCs is estimated to have increased by 11 per cent. YoY in FY2025, supported by elevated vehicle prices even as volumes remained subdued. The new CV/CE segment faces sizeable competition from a few private banks, which have been increasing their market share aggressively in the previous years. However, during the current year, the NBFCs have largely held on to their market share, as many of these banks also slowed down their segmental growth.

- AUM growth in the used CV/CE segment, which is predominantly an NBFC forte, was also slow at 12 per cent. YoY in FY2025. Used vehicles would continue to gain more traction with steady improvement in the quality and number of marketable used vehicles over time. First time and marginal vehicle owners typically find owning used vehicles advantageous, given the significant price rise witnessed in the new vehicle segment. Overall, ICRA expects the AUM growth for the sector to be moderate at 12-14 per cent. in FY2026. ICRA estimates that the population of medium and heavy commercial vehicles (M&HCVs), older than 15 years at ~1.2 million units as on 31 March 2025, offer a significant potential for scrappage and replacement demand over the medium term.

Exhibit: GS3 of NBFC-CVs



- The delinquencies in this segment started inching up from Q1 FY2025 onwards, after having been on a downtrend for close to 10 quarters. Especially, the new vehicles sub-segment, which constitutes about

45 per cent. of the overall NBFC CV AUM, has started experiencing a relatively higher uptick, given the larger ticket sizes of these loans vis-à-vis used vehicles.

- However, in Q4 FY2025, one large new vehicle lender undertook sizeable technical write-offs, which resulted in the GS3 in the new CV segment declining significantly. Further, one of the large used vehicle lender also undertook accelerated technical write-offs, which also contributed to the reduction in used vehicle delinquencies as well.

- In terms of vehicle categories, performance of LCVs/SCVs (which constituted about one-third of the AUM in the segment) started getting impacted early during FY2025, on the back of overcapacities amidst increased availability of competing products such as e3Ws and slowdown in e-commerce activity, along with incremental weakness seen in small business cash flows. Asset quality performance in the larger vehicles, i.e., M&HCV, segment (which constituted around two-thirds of the overall AUM in the segment) weakened towards H2 FY2025 after having remained relatively stable in the early part of the previous year. Going forward, ICRA expects the CV segment to face moderate asset quality pressures in the current year as well, on the back of the seasoning impact on the portfolio and volatility in borrower cash flows.

Passenger Vehicle (PV) – Trends and Outlook

Exhibit: Passenger vehicle industry market – Growth estimates

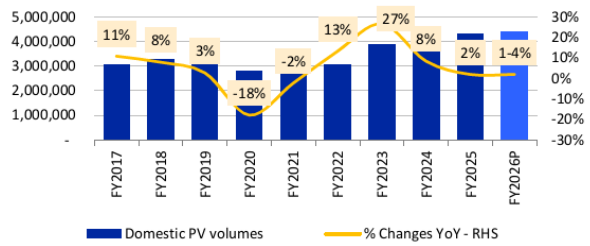
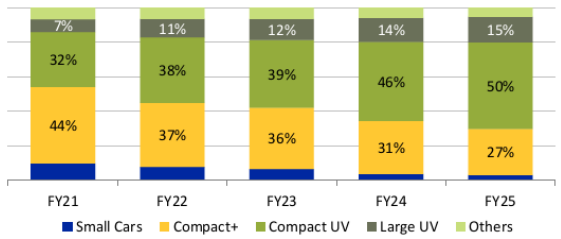


Exhibit: Segment-wise mix

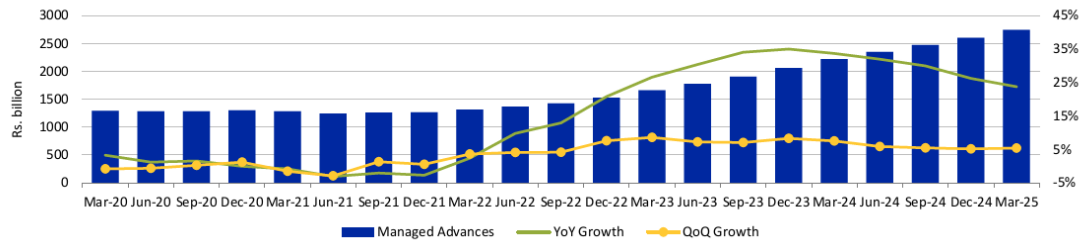


Source: SIAM, Indian pre-owned car market study, Frost & Sullivan, ICRA Research

- The domestic passenger vehicle (PV) industry sustained its sales volumes in FY2025 (YoY growth of 2 per cent.) reaching all-time high volumes of 4.3 million units during the year. Retail sales continues to sustain the sales volume growth in Q1 FY2026 (2.6 per cent. YoY); however, there was some loss in the sales momentum on a month-on-month basis during June 2025. Customer demand was dampened due to heavy rains and tight financing conditions, though high discounts being offered by the OEMs to promote sales lent some support. For the rest of FY2026, ICRA expects the sales volumes to remain stable supported by expectations for the rural demand to be sustained on the back of healthy rainfall, coupled with other factors such as the reduction in the income-tax rates, which would boost the disposable incomes of individuals and aid customer demand.

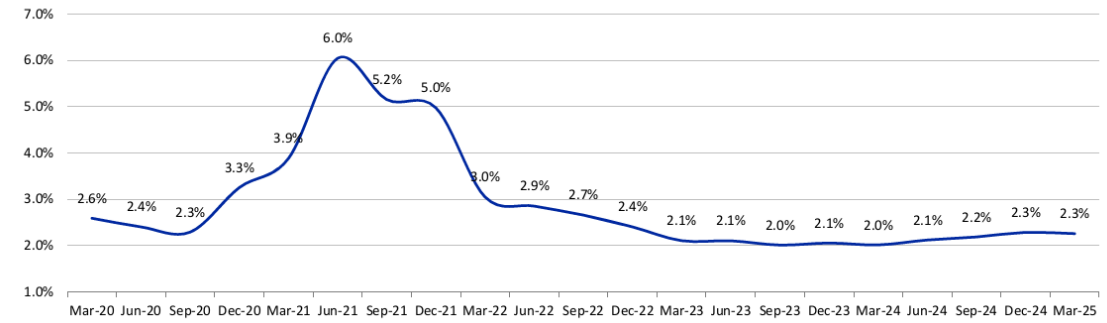
  The utility vehicle (UV) segment continues to expand its share in the overall industry sales, led by the shift in customer preferences and a slew of new model launches. The demand for the entry-car segment, on the other hand, remains muted. The penetration of alternative fuels, such as CNG and electric, is steadily on the rise aided by introduction of new models and an expanding network. Demand for used cars is increasing, supported by the growth of organised players offering enhanced accessibility and reliable services/products.

Exhibit: AUM movement in NBFC-PV segment



- The NBFC-PV AUM expanded at a healthy 24 per cent. YoY during FY2025, albeit lower than the growth witnessed in the previous year. On a sequential basis, AUM growth remained largely stable throughout FY2025, with the segmental AUM reaching Rs. 2.7 trillion as of March 2025.
- Within this, during FY2025, the used PV segment AUM grew YoY by 30 per cent., significantly higher than the new PV segment growth of 20 per cent. YoY. New vehicle sales sustained at relatively stable levels during FY2025; however, the AUM expansion in this sub-segment was supported by the continuing shift towards costlier models (both compact and large UVs), and sharp increase in car prices seen over the last two years. It may be noted that the NBFCs operating in this segment face competitive pressure from banks, which have access to cheaper funds and can offer credit at attractive rates to prime salaried borrowers for the purchase of new vehicles. As such, the NBFCs largely focus on semi-urban and rural borrowers and the used car segment vis-à-vis banks, which have typically increased their share in the salaried and new car segments. As a result, the used PV segment for NBFCs has been growing at significantly faster rates than the new PV segment and currently accounts for more than 40 per cent. of the NBFC-PV AUM.
- ICRA expects the AUM growth to moderate to 17-19 per cent. in FY2026, as the base impact of the strong growth over the last two years weighs in.

Exhibit: GS3 movement in PV segment



- Delinquencies in the PV segment remained stable in Q4 FY2025 on a sequential basis. Although, on a YoY basis, they inched up by about 30 bps during FY2025. Incrementally, the levels could see modest weakening as the growth slows down and seasoning impact continues over the next few quarters. Further, the increasing share of used vehicle financing in this segment could also impact the delinquency profile over the long term, given the modest customer profiles.
- Notwithstanding, ICRA notes that the customers in the new vehicles segment (especially for new vehicles purchased for personal consumption) have relatively healthy credit profiles compared to other auto loans (such as 2-wheelers), which would support the overall asset quality performance in this segment.

2W Industry – Trends and Outlook

Exhibit: Indian domestic 2W industry growth prospects

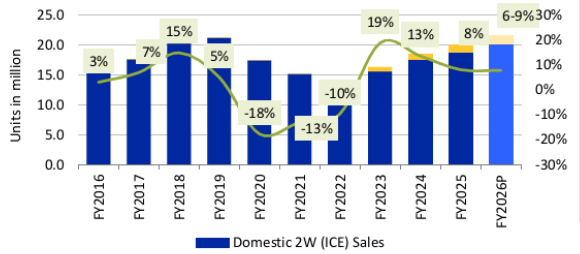
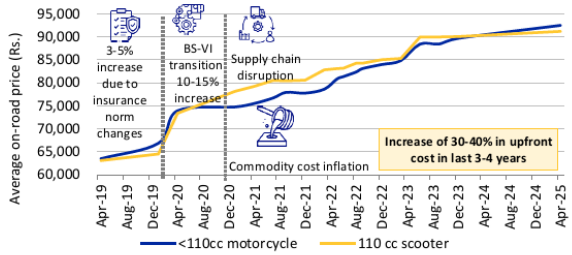


Exhibit: Trend in on-road prices of 2Ws

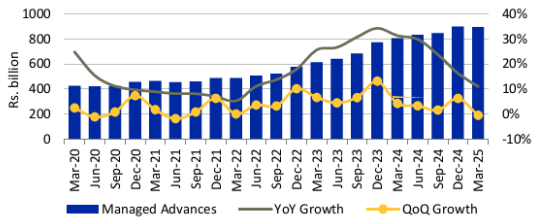


Source: SIAM, ICRA Research; Note: The low speed e2Ws, generally with a lead acid battery, do not need to be registered

- The domestic two-wheeler (2W) volumes grew by 8 per cent. YoY in FY2025, lower than the growth seen in the previous two years. The sales volume moderated further to 5 per cent. YoY in Q1 FY2026. The industry volumes are yet to recover to the peak witnessed in FY2019, despite continued growth since FY2022 onwards, though volumes are expected to reach close to the same in FY2026. ICRA projects the volume growth for the industry to be tempered at 6-9 per cent. in FY2026; key support factors include steady replacement demand and expectations for recovery in rural incomes, given the expectations of a normal monsoon. Elevated ownership cost, and inflationary pressures remain the key constraints on the incremental growth rates. Over the last 3-4 years, upfront vehicle costs have increased by 30-40 per cent.

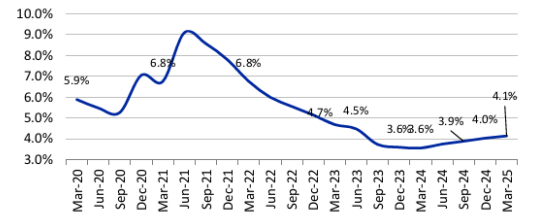
- EV adoption continues to increase supported by the Government's strategy to promote the development of an EV ecosystem. The seamless availability of rare earth magnets remains monitorable, given the recent imposition of export curbs by China. Over the long term, the industry is expected to undergo a structural change as e2Ws have firmly established themselves in the market. In addition, ICRA also notes the sustained trend of premiumisation, resulting in the share of the premium segment reaching around 20 per cent. of the overall motorcycle volumes.

Exhibit: AUM movement in NBFC 2W segment



Source: ICRA Research, NBFCs, investor presentations; Estimates applied where data is not available

Exhibit: GS3 movement in 2W segment



Source: ICRA's sample set of 9 entities, ICRA Research; for cases where data is not available, best estimates are used

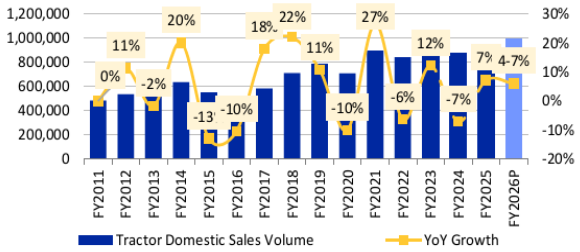
- The total NBFC AUM of the 2W segment stood at about Rs. 900 billion as of March 2025, up by a 11 per cent. YoY and flat on a OoO basis, moderating after two successive years of strong growth. Disbursements during O4 were relatively subdued in this segment, given that the industry sales volumes were lower both on a OoO and YoY basis. ICRA expects the growth to be slightly better at 14-16 per cent. in FY2026, on the back of expectations for a recovery in rural demand towards the second half of the year.

- The 90+dpd increased slightly by 10 bps in O4 FY2025 and by 50 bps overall during FY2025, to reach 4.1 per cent. as of March 2025. Previously, the segment has been benefitting from an improving asset quality performance for two successive years. However, as the growth slowed down and seasoning impact kicked in, asset quality performance also moderated during FY2025. Further, borrowers in this segment typically have a marginal credit profile and may have other forms of debt such as gold loans

and microfinance loans at the household levels. With a section of such borrowers facing overleveraging issues coupled with subdued cash flows during the year, asset quality performance was relatively subdued. In the near term, while overleveraging issues would continue to persist, some improvement in the rural cash flows on the back of healthy monsoons expected in FY2026 would support the asset quality.

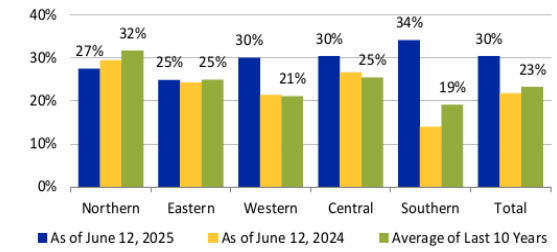
Tractor Industry – Trends and Outlook

Exhibit: Annual trend in tractor domestic sales volume



Source: ICRA Research

Exhibit: Region-wise storage status (as % of full reservoir level)



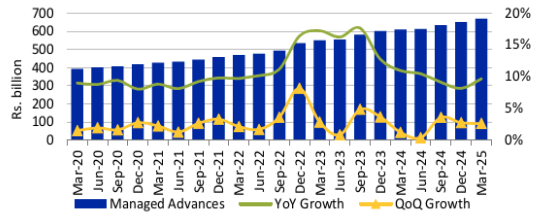
Source: ICRA Research, Central Water Commission; Historical average means average storage of last 10 years

- Sales volumes grew by 7 per cent. YoY in FY2025, recovering from a decline in the previous year. In Q1 FY2026, volumes growth sustained at 6 per cent. YoY on account of positive farmer sentiments and timely arrival of the monsoons. They are expected to sustain during the remainder of the year, with the industry forecasted to grow by 4-7 per cent. YoY.

- The country received excess rainfall, at 141 per cent. of the Long Period Average (LPA), during the pre-monsoon season, even as the distribution was quite varied. While the southern peninsula and Central India received excess rainfall, the Northwest regions saw deficient rainfall during this period. Aided by excess precipitation during the pre-monsoon season, the overall storage position remained adequate - higher than last year as well as the decadal average across most regions (barring north). The third Advance Estimates, released in May 2025, indicate a healthy YoY increase of 4.5 per cent. in rabi crop output. Kharif sowing also has seen a positive start to the season, with a 1.5 per cent. YoY increase as of 13 June 2025. This provides optimism regarding improved agri-economy and demand for tractors.

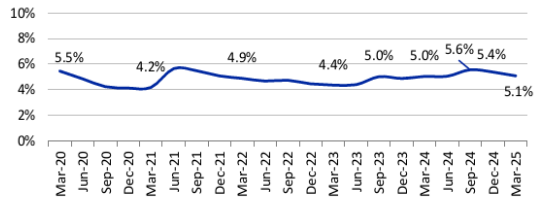
- The Cabinet Committee on Economic Affairs (CCEA) on May 28, 2025, approved a modest hike in the MSP of kharif crops for marketing season 2025-2026, with a YoY increase ranging from 1.0 per cent. to as high as 13.9 per cent. This is to ensure remunerative prices to the farmers for their produce and aiding agri income in the ongoing fiscal. Notably, the MSPs announced for all crops are higher when compared with their mandi prices in April 2025, auguring well for the farm sentiments.

Exhibit: AUM movement in NBFC tractor segment



Source: Sample of 8 NBFCs, ICRA Research; wherever data is not available, best estimates are used

Exhibit: GS3 movement in tractor segment



Source: Sample of 8 NBFCs, ICRA Research; wherever data is not available, best estimates are used

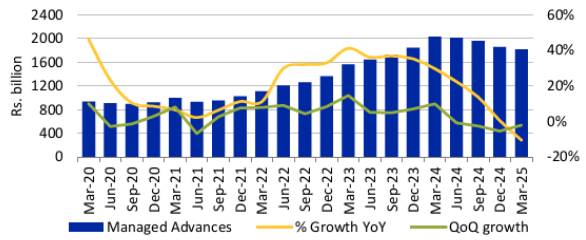
- The total NBFC AUM of the tractor segment stood at about Rs. 670 billion as of March 2025, higher on a YoY basis by 10 per cent. After a weak Q1 FY2025, there was a sequential uptick in the remainder of the year, supported by healthy monsoon and reservoir levels across most parts of the country. In the near

term, the growth in this segment would continue to remain moderate as the industry demand for new tractors is expected to remain modest. Entities in the sector have maintained a cautious stance on disbursements, especially in a few geographies due to asset quality concerns. However, better pricing and used vehicles segment are expected to support the growth to an extent. ICRA forecasts the growth for this segment to improve marginally in FY2026 to about 11-13 per cent.

- Tractor financing has historically had higher delinquencies than other segments, given the modest credit profile and seasonal cash flows of the customers. The delinquencies in this segment improved during H2 FY2025, after having witnessed a spike by about 60 bps in H1 FY2025 on account of farm distress seen in some states on the back of uneven rainfall spread. The improvement in the delinquencies in H2 was supported by a positive kharif harvest, with farmer sentiments further sustained by a healthy rabi season. In the near term, asset quality metrics are expected to remain range-bound around the current levels, on the back of continued momentum in the current year's kharif sowing trends.

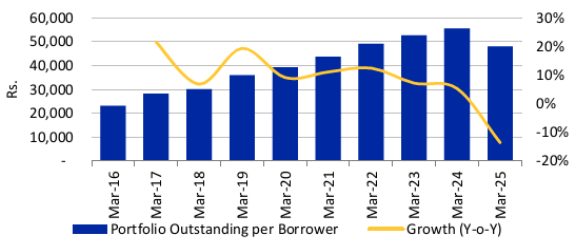
Microfinance – Trends and Outlook

Exhibit: Microfinance AUM (MFI and other NBFCs) trend



Source: MFIN, ICRA Research

Exhibit: Trend in growth of portfolio outstanding per borrower (excl. SHG)



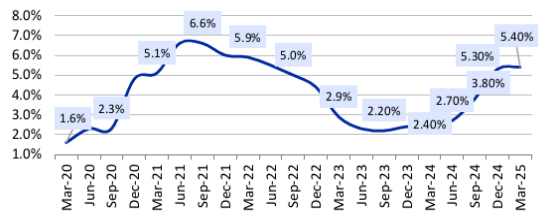
Source: MFIN Micrometer, Sa-dhan reports, data from multiple entities, ICRA Research

- The microfinance segment AUM continued to decline during Q4 FY2025 as well, with a QoQ reduction of 2 per cent. On an YoY basis, the AUM declined from a peak of Rs. 2.03 trillion by about 11 per cent. during FY2025 to reach Rs. 1.82 trillion. Amid operational challenges and asset quality concerns, entities have continued to tighten their underwriting norms and, consequently, disbursements as well.

- The MFIN guardrails 1.0 were implemented starting from Q2 FY2025. Consequently, loan outstanding per borrower declined by 14 per cent. YoY in FY2025 (5 per cent. growth in FY2024) from the peak of about Rs. 55,000 seen as of March 2024, as borrowers were forced to deleverage steadily.

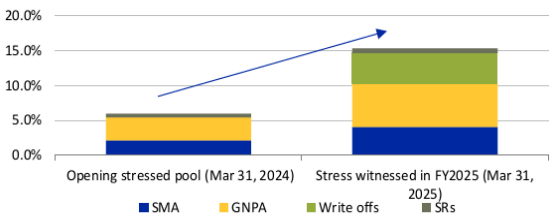
- Further, with additional guardrails implemented from April 2025 onwards, borrowers having loans from more than three lenders were ineligible for incremental funding. In addition, unsecured retail loans are also included in cap of total indebtedness, which would make more borrowers ineligible for incremental funding. ICRA expects these to play out over the next six months, with any pick-up likely to be back-ended (Q4 FY2026), Consequently, ICRA expects a modest AUM growth of 10-15 per cent. in FY2026.

Exhibit: GS3 movement in microfinance (MFI and other NBFCs) segment



Source: MFIN, ICRA Research; Please refer to this link for detailed trends for the sector

Exhibit: Overall stress in microfinance sector*



Source: ICRA's sample set of companies comprising 4 banks, 6 small finance banks, 2 NBFCs and 12 NBFC-MFIs; ICRA Research

- Overdues of the NBFC-MFIs have been increasing since September 2023 onwards, after having been on a declining trend for the previous two years. ICRA expects the asset quality stress to peak during FY2026; improvement in performance is expected to be more back-ended, i.e., towards Q4 FY2026. Entities which have been witnessing weaker asset quality performance on a relative basis have taken significant accelerated write-offs in FY2025 and would continue the same in FY2026 as well.

- Overall stress (SMA + GNPA + write-offs + SR) in FY2025 surged to 15.3 per cent. vis-à-vis opening stressed pool (SMA + GNPA + SR) of 5.9 per cent. as of March 2024 on account of significant deterioration in asset quality in the microfinance sector. The sector is facing challenges stemming from borrower overleveraging, sociopolitical disruptions, and operational challenges, largely related to employee attrition. Stress is expected to remain elevated in the near term amid rising rejection rates, resulting in lower incremental credit and liquidity available with borrowers.

- As per the Reserve Bank of India (Non-Banking Financial Companies – Microfinance Institution) Directions, 2025 dated 28 November 2025, on review of qualifying assets criteria, the NBFC-MFIs are now required to maintain qualifying assets of minimum 60 per cent. of the total assets over the earlier requirement of 75 per cent. This shall improve NBFC-MFIs' loan diversity, thereby augmenting their credit risk profile, and enabling them to meet other credit requirements of their end borrowers.

BUSINESS

Some of the information contained in this section, including information with respect to the Company's plans and strategies, contain forward-looking statements that involve risks and uncertainties. Please refer to the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to such statements and the section "Investment Considerations" for a discussion of certain factors that may affect the Company's business, financial condition or results of operations. The Company's actual results may differ materially from those expressed in or implied by these forward-looking statements.

The Company's fiscal year ends on 31 March of each year, and references to a particular fiscal year are to the twelve months ended 31 March of that year. Unless otherwise indicated, the financial information included herein is based on the Company's consolidated financial information for fiscal years 2024 and 2025 and the six month period ended 30 September 2025. For further information, please refer to the audited consolidated financial statements disclosed elsewhere in this Offering Circular.

Overview

The Company was registered with Reserve Bank of India ("**RBI**") as a Non Banking Financial Company (Core Investment Company) ("**CIC**"). Subsequently, the RBI granted a certificate of registration dated 2 August 2024 to the Company bearing registration number N-13.02012 for converting the Company from NBFC – core investment company to NBFC – investment and credit company and to carry on the business of a non-banking financial institution without accepting public deposits. The Company was later classified as an Upper Layer NBFC under the SBR Directions, with approximately Rs. 2.4 trillion of assets under management ("**AUM**") as of 30 September 2025.

On 6 August 2024, RBI also granted a certificate of registration to the Company bearing registration number N-13.02489 to carry on the factoring business without accepting public deposits.

The Company was also recently listed on the BSE and the NSE, and its market capitalisation at the close of trading on 30 November 2025 was Rs. 1,393.0 billion on the NSE and Rs. 1,391.9 billion on the BSE.

The Company is promoted by and is a subsidiary of Tata Sons Private Limited and is the flagship financial services company of the Tata group, which is a diversified global business group serving a wide range of customers across varied sectors such as IT, steel, automobiles, power, chemicals, telecommunications and hospitality.

The Company conducts its lending business with its material and wholly owned subsidiary, Tata Capital Housing Finance Limited ("**TCHFL**"), which is registered as a Housing Finance Company ("**HFC**") with the National Housing Bank ("**NHB**"), and is classified as a Middle Layer NBFC.

The Company's key lending business lines can be categorised as follows:

- **Retail financing:** The Company's Retail Finance vertical offers a wide range of loans to salaried and self-employed individuals and owners of small businesses ('**Retail Customers**'), including home loans, loans against property, personal loans, business loans, two-wheeler loans, car loans, commercial vehicle loans, construction equipment loans, loans against securities, microfinance loans and education loans. As at 30 September 2025, Retail Finance had Gross Loans of Rs. 1,460,280.5 million, comprising 61 per cent. of our Total Gross Loans.

- **SME financing:** The Company's SME Finance vertical provides financing solutions to businesses with latest available turnover of less than or equal to Rs. 2.5 billion, offering supply chain finance, equipment finance, leasing solutions, term loans, cleantech and infrastructure finance and developer finance. As at

30 September 2025, SME Finance had Gross Loans of Rs. 652,317.2 million, comprising 27 per cent. of our Total Gross Loans.

- **Corporate Finance:** The Company's Corporate Finance vertical provides financing solutions to businesses with latest available turnover of more than Rs. 2.5 billion, offering term loans, cleantech and infrastructure finance and developer finance. As at 30 September 2025, Corporate Finance had Gross Loans of Rs. 287,006.4 million, comprising 12 per cent. of our Total Gross Loans.

Apart from its lending business, the Company also has the following additional non-lending businesses:

- **Distribution of Insurance and Credit Cards:** The Company holds a corporate agent (composite) licence from IRDAI for the distribution of insurance products comprising life, general and health insurance to customers, and as at 30 June 2025, the Company had over 8.6 million insurance policies in force through partnerships with 19 insurance partners across life, general and health categories. Since 2009, the Company has been distributing "Tata Corporate Cards", which are white label corporate credit cards issued by SBI Cards and Payment Services Limited, and as at 31 March 2025, there are 250,000+ active "Tata Corporate Cards".

- **Wealth Management Services:** Through 'Tata Capital Wealth', the Company offers wealth management services for high-net-worth individuals and retail clients. The Company managed a total AUM of Rs. 72.9 billion as at 30 September 2025.

- **Private Equity Funds**: Since inception, the Company has set up seven thematic funds, namely Tata Capital Growth Funds I & II, Tata Capital Healthcare Funds I & II, Tata Capital Innovations Fund, Tata Capital Special Situations Fund and Tata Opportunities Fund, with the Indian domiciled Funds being registered with SEBI as venture capital funds/alternative investment funds. The Company sponsors the AIF/SEBI registered funds and acts as their investment manager, while the Company's step-down subsidiary in Singapore, TCAPL, regulated by the Monetary Authority of Singapore, acts as an investment manager to offshore funds. As at 30 September 2025, the Company has raised over Rs. 78 billion across domestic funds and offshore funds, with 53 deals in over 15 years.

- **Advisory business**: The Company offers finance and advisory services in the form of wealth management, portfolio management and leasing solutions. In addition to these, the Company also offers finance and advisory services for projects in renewable energy, energy efficiency, waste management, water management and infrastructure finance.

- **Presence in Singapore**: Tata Capital Pte. Ltd. ("**TCPL**"), a wholly-owned subsidiary of the Company has been established in Singapore and is responsible for the Company's international presence and activities. TCPL's wholly-owned subsidiary in Singapore, Tata Capital Advisors Pte. Ltd. ("**TCAPL**"), acts as an investment manager to the private equity funds set up in Singapore, with the Company acting as TCAPL's advisor.

- Tata Securities Limited ("**Tata Securities**") is a wholly-owned subsidiary of the Company. Tata Securities has been empanelled with several asset management companies operating in India and it is currently engaged in the business of distribution of mutual fund units.

The Company has a robust marketing and distribution network which provides customers with a diversified financial services platform, with a presence in 27 States and Union Territories through 1,479 branches as of the six months ended 30 September 2025. The Company's consolidated total income for Fiscal Years 2024 and 2025, and the six months ended 30 September 2025 was Rs. 181,983.8 million, Rs. 283,698.7 million and Rs. 154,413.0 million respectively. The Company's consolidated profit after tax for the year Rs. 31,502.1 million in Fiscal Year 2024, Rs. 36,646.6 million for Fiscal Year 2025, and Rs. 20,872.1 million for the six months

ended 30 September 2025. The total gross loans of the Company increased from Rs. 1,612,310.8 million in Fiscal Year 2024 to Rs. 2,265,529.6 million for Fiscal Year 2025 and stood at Rs. 2,399,604.2 million for the six months ended 30 September 2025.

Out of these secured loans constituted 79.0 per cent. and 81.0 per cent. of the Company's consolidated total gross loans outstanding as at 31 March 2025 and the six months ended 30 September 2025. The Company's capital to risk (weighted) assets ratio ("**CRAR**"), as at the six months ended 30 September 2025 was 17.3 per cent., with Tier I at 13.7 per cent. and Tier II at 3.6 per cent., compared to RBI's stipulated minimum requirement of 15 per cent. as per the Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025. The Company's gross stage 3 loans and net Stage 3 loans ratio were 1.9 per cent. and 0.8 per cent. respectively as at 31 March 2025.

History

The Company was incorporated on 8 March 1991 as "Primal Investments and Finance Limited" and the name of the Company was changed to "Tata Capital Limited" with effect from 8 May 2007. The Company had actively commenced its business operations in September 2007. The Company was allotted corporate identity number L65990MH1991PLC060670 by the RoC. The Company is a subsidiary of Tata Sons Private Limited, the ultimate holding company of the Tata group. The Company was registered with RBI as a Systemically Important Non-Deposit Accepting Non-Banking Financial Company for providing fund and fee based financial services.

The Company made an application to RBI to register itself as a CIC, approval for which was received on 10 May 2012. Pursuant to the Scheme of Arrangement ("**Scheme**") between the Company and Tata Capital Financial Services Limited ("**TCFSL**"), wholly owned subsidiary of the Company, becoming effective on 27 March 2012, and for the purpose of converting itself into a CIC, the Company transferred at book value, its non-CIC business to TCFSL with effect from 1 April 2011, being the appointed date.

Merger of Tata Capital Financial Services Limited and Tata Cleantech Capital Limited

The Board of Directors of the Company at its meeting held on 28 March 2023 approved a Scheme of Arrangement for amalgamation of TCFSL and Tata Cleantech Capital Limited ("**TCCL**") with the Company (the "**TCFSL & TCCL Merger**"). The Hon'ble National Company Law Tribunal ("**NCLT**"), pursuant to an order dated 24 November 2023, approved the TCFSL & TCCL Merger with the appointed date of 1 April 2023.

The TCFSL & TCCL Merger became effective on 1 January 2024 and consequently:

- The entire business of TCFSL and TCCL stood merged with and vested in the Company and the Company carries on all the business activities previously undertaken by TCFSL and TCCL.
- From the aforesaid appointed date till the aforesaid effective date, the business carried on by TCCL and TCFSL shall be deemed to have been carried on for and on behalf of and in trust for the Company.
- All the shares of TCFSL and TCCL held by the Company (either directly and/or through nominees) stand cancelled without any further application, act or deed. Further, the Company has issued equity shares to other member(s) of TCCL as per the share exchange ratio determined and based on the valuation reports and the fairness opinions.
- The holders of Non-Convertible Debentures ("**NCDs**") of TCFSL and TCCL have become holders of NCDs of the Company on the same terms, including the coupon rate, tenure, redemption price, quantum and nature of security, safeguarding the interest of the NCD holders.

The Company is headquartered in Mumbai, India and has subsidiaries in India, Singapore and London. Since commencement of business, the Company along with its subsidiaries has grown from an asset financier to a diversified financial services provider organised under fund and fee based business lines.

Recent developments

Merger with Tata Motors Finance Limited

The Board of Directors of the Company at its meeting held on 4 June 2024 approved a Scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("**TMFL**") with the Company (the "**TMFL Scheme of Arrangement**"). The Hon'ble National Company Law Tribunal ("**NCLT**"), Mumbai Bench, pursuant to an order dated 1 May 2025, approved the TMFL Scheme of Arrangement with the appointed date of 1 April 2024 ("**Appointed Date**").

The TMFL Scheme of Arrangement became effective on 8 May 2025 ("**Effective Date**") and consequently:

- The entire business of TMFL, including all of its assets, liabilities and undertakings, stood merged with and vested in the Company and the Company carries on all the business activities previously undertaken by TMFL.
- From the Appointed Date till the Effective Date, the business carried on by TMFL shall be deemed to have been carried on for and on behalf of and in trust for the Company.
- The Company issued and allotted 183,867,495 Equity Shares to TMF Holdings Limited as per the share exchange ratio determined and based on the valuation reports and the fairness opinions.
- The holders of borrowings of TMFL have become holders of borrowings of the Company on the same terms, safeguarding the interest of the lenders.
- The holders of Non-Convertible Debentures (NCDs) of TMFL have become the holders of NCDs of TCL on the same terms, including the coupon rate, tenure, redemption price, quantum, nature of security, adequately safeguarding the interest of the NCD holders.

Pursuant to the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 dated 28 November 2025, the Company is identified as NBFC-Upper Layer (NBFC-UL) and pursuant to the requirement of all NBFCs-UL to be mandatorily listed within three years of identification as NBFC-UL, the Company's equity shares were listed on BSE Limited and the National Stock Exchange of India Limited on 13 October 2025.

Prior to the merger, TMFL operated under the "Tata Group" brand as a wholly-owned subsidiary of TMF Holdings Limited ("**TMFHL**"), which was, in turn, a wholly-owned subsidiary of Tata Motors Limited ("**TML**").

Through the merger of TMFL with the Company, the Company has strengthened its presence in the commercial vehicle and passenger car financing markets. The merger consolidated the lending businesses of the Company and TMFL, creating a larger unified financial services entity with wider geographical reach, and stronger capital and asset base. This has helped the Company in achieving greater scale and diversification with the potential to unlock business synergies. It has complemented and expanded Company's portfolio of vehicle finance products, across both commercial and passenger vehicles. The combined product offering has better equipped the Company to target the entire auto financing market. The merger has also enhanced the Company's positioning as a leading full stack vehicle finance provider, enabling the Company to serve a broader customer base through an expanded distribution network.

Key Strengths

Unified financial services platform

The Company's customers benefit from its integrated financial services platform, offering a cross section of financial services and products, including retail, small and medium enterprises, microfinance, car and two-wheeler loans, business loans, construction equipment finance, leasing finance, housing loans, loans against property, loans against securities, builder loans, personal loans, insurance products, education loans and marketing of Tata cards. This suite of 25+ lending products caters to the financial requirements of a wide range of customers, with loan offerings to customers comprising a wide range of ticket sizes ranging from Rs. 10,000 to over Rs. 1 billion, as at 30 September 2025. This has enabled it to build a diversified loan portfolio in which no single lending product contributed more than 20 per cent. of Total Gross Loans, as at 30 September 2025. The Company's merger with TMFL in May 2025 furthers this goal by creating a larger unified financial services entity with a wider geographical reach, and a stronger capital and asset base.

The Company believes its management structure enables it to leverage relationships across its lines of business. The Company's product knowledge and multi-channel delivery model enhances the Company's ability to cross-sell its services. The Company's focus on coverage and ability to provide innovative solutions enables it to establish long-term relationships with corporate and retail clients. The Company's business model is based on providing services where it employs dedicated relationship and product managers for each key business line. This enables the Company to create capabilities and expertise for each product, which the Company believes benefit customers in achieving their desired final objective.

Diversified and balanced mix of businesses

Apart from lending and insurance services, the Company offers private wealth management services which include investment opportunities in mutual funds and private equity funds. The Company therefore provides integrated financial services while maintaining a diversified and balanced mix of businesses. The Company continues to explore further opportunities to set up new businesses and widen its product portfolio to include products and services that would complement the Company's current offerings and that would help the Company leverage its existing expertise. The Company believes that its presence in diverse lines of businesses across asset classes enables it to mitigate risks arising from product and client concentration.

Robust internal processes and risk management framework

The Company believes that it has strong internal controls and risk management systems to assess and monitor risks across its various business lines. The Company's board of directors ("**Board of Directors**") has constituted various committees including the Risk Management Committee and the Audit Committee to monitor and manage risk. The Company's processes have been standardised with the objective of providing a high quality of service and ensuring efficiency. This is achieved by facilitating the integration of the Company's workforce, processes and technology. The Company's key business processes are regularly monitored by the respective heads of its business and/or operations. The Company believes that it has the necessary internal controls and risk management systems in place to assess and monitor risks across various business lines. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. All new lines of business and product launches follow a rigorous internal approval process that requires assessing risk, client suitability, understanding regulations and internal policy compliance, prior to launch. The Company believes that it has effective procedures for evaluating and managing the market, credit and other relevant risks. Furthermore, the strength of the Company's risk management practice is reflected in its superior asset quality coupled with a higher provision coverage ratio compared to its peers.

Underwriting

The Company's underwriting team operates independently of its sales function, and adheres to defined credit policies in extending loans, having adopted a product-based approach, whereby it tailors its underwriting processes for each lending product to enable it to better assess customer credit risk and offer its customers customised products, while managing its risks. For each lending product, the Company has adopted a rule-based underwriting or high touch methods or a combination of both.

Collection

The Company's collections infrastructure is integral to maintaining its asset quality, and the Company relies on a mix of in-house collections team, and external agencies, which are deployed across pre-delinquency management, early delinquency, and recovery stages. The Company's collections strategy is supported by machine learning based tools, advanced analytics models and a skilled workforce which enable it to identify customers at risk of delinquency and deploy targeted intervention strategies.

Synergy and parentage of Tata group

The Tata group is a global enterprise, headquartered in India, and has its presence in a number of sectors. The Tata group's long-standing operations in various sectors such as steel, motors, chemicals, hospitality and financial services have resulted in establishing 'Tata' as a recognised brand. The Company believes that the relationships that Tata group has developed provides the Company with instant brand recognition. The Tata group has a strong presence in financial services, including offering lending products through the Company, insurance services mainly through Tata AIA Life Insurance Company Limited and Tata AIG General Insurance Company Limited, and asset management services through Tata Asset Management Private Limited, and the Company benefits from its relationship with Group companies and dealer and vendor partners within the Group ecosystem. The Board of Directors of the Company has three non-executive directors who are senior representatives of Tata Sons Private Limited including Tata group's Chief Financial Officer, who is the Chairman of the Board of Directors of the Company. Additionally, the support from Tata Sons Private Limited is also manifested by way of regular capital infusion to support growth of the Company since inception.

Diversified sources of funding and low funding costs

The Company has secured a 'BBB/Stable' rating from S&P and 'BBB-' with stable outlook rating from Fitch. The Company has also secured ratings from CRISIL, ICRA, CARE and India Ratings, and its commercial papers are rated by CRISIL, ICRA and India Ratings, as at 30 September 2025. Over the years, the Company has developed a diversified funding base and has established strong relationships with its lenders. The Company's lenders include public sector undertakings and private banks, mutual funds, insurance companies, provident funds, pension funds and other financial institutions including multilateral agencies. As at 31 March 2025, no single lender contributed to more than 10 per cent. of the Company's total borrowings. This diversification ensures that the Company spreads it risk across various funding channels, which can act as a safeguard against market volatility and sector-specific downturns. The Company benefits from being part of the broader Tata group, with strong brand association. This benefits the Company as it gives considerable comfort to the Company's lenders and enables it to borrow funds at competitive rates.

Widespread operational network

Omni-Distribution Channel

The Company believes that the scale of its operational network provides it with a competitive advantage. As of the six months ended 30 September 2025 the Company had a pan-India presence through 1,479 branches spanning 1,087 locations across 27 States and Union Territories. The reach of the Company's offices allows the Company to service its existing customers and attract new customers as a result of personal relationships cultivated through proximity and frequent interaction by the Company's employees. This widespread office

network reduces its reliance on any one region in India and allows the Company to apply best practices developed in one region to other regions. The Company's geographic diversification also mitigates some of the regional, climatic and cyclical risks. In addition, the Company's extensive office network benefits from a de-centralised approval system, which allows each office to grow its business organically as well as leverage its customer relationships. The Company services multiple products through each of its offices which reduces operating costs and improves total sales.

External Partnerships

The Company offers its partners API integration with its IT systems, enabling it to directly source customer information from its partners' IT interfaces and its partners to seamlessly onboard customers, and this functionality enables the Company's partners to act as a force multiplier and function as an extension of the Company's branch network to reach underpenetrated markets in an asset-light manner.

Digital Platforms

The Company's digital platforms comprise its website, mobile apps and other communication channels, in addition to external interfaces through its partnerships with external agents and other partners.

Digital and analytics are at the core of our business, driving high quality experience and business outcomes.

Digital and analytics form the foundation of the Company's approach to business. The Company has integrated technology across the entire customer lifecycle for all lending products in its three business verticals, including onboarding, underwriting, collections, customer servicing and cross-selling, to enable it to meet the evolving needs of its customers, enhance customer experience and drive sustainable business growth and operational efficiency.

Customer trust, data privacy and security are of paramount importance to the Company. The Company's cybersecurity and information security frameworks are overseen by dedicated committees, such as the IT Strategy Committee, IT Steering Committee, and Information Security Committee, to ensure compliance with relevant RBI guidelines for NBFCs, IT laws, data privacy laws and other applicable laws and regulations. All critical infrastructure assets are securely hosted on cloud infrastructure under the supervision of the Company's security operations centre and as at 30 September 2025, 100 per cent. of the Company's applications (excluding those of TMFL) were hosted on a hybrid cloud infrastructure, enabling on-demand resource allocation, disaster recovery, and collaboration efficiency.

Strong and experienced management team

The Company believes that the expertise, financial acumen and industry knowledge of its Board of Directors and senior management team has enabled the Company to accelerate the growth of its business. The Company's senior management team has experience in various lines of businesses operated by the Company with a track record of successfully growing businesses. In addition, the Company's product and operational leaders also have experience in the finance industry. The Company believes that the industry knowledge of its management team and professionals, who are supported by a qualified pool of employees, assists the Company with (i) obtaining a distinct competitive advantage; (ii) developing products and enabling the Company to focus on geographical expansion; and (iii) reducing cost and executing its business plans. For further details, please see the section "*Management*".

Business Strategies

Consolidating the Company's existing lines of business

The Company intends to maintain high growth and profitability by increasing the scope and intensity of the activities in its existing lines of business with added focus on its nascent business lines. The Company plans to grow its portfolio in the retail, small and medium enterprises and corporate segments by strengthening and expanding the Company's relationships with its customers, leveraging its vast network of vendors, dealers, customers and its digital initiatives and launching new products and services and developing distribution channels.

Exploring new business opportunities

The Company intends to continue building a diversified business by identifying suitable business opportunities with strong long-term prospects for growth and profitability and to offer products and services across a broad spectrum of financial services. The Company believes that this will enable it to maintain growth and profitability by further limiting its dependence on any particular line of business. In furtherance of this objective, the Company has over the years made foray into microfinance loans, micro business loans which are a sub-variant of business loans to traders, service providers and manufacturers and has also recently launched education loans to enable students to pursue higher education, both in India and abroad.

Continue to maintain our credit ratings and a diversified liability mix to optimise our borrowing costs

The Company intends to diversify its funding sources in order to optimise its borrowing costs, and in turn, the price competitiveness of its lending products. The Company will continue to leverage long-term debt instruments, such as NCDs and external commercial borrowings ("**ECBs**"), to enhance its avenues of funding and obtain funds at competitive prices. The Company will continue to broaden its liability base to extend the tenor of its borrowings and maintain a prudent approach towards asset and liability management across all time buckets in order to mitigate liquidity risks. This will enable the Company to maintain its credit ratings and maintain or lower its borrowing costs.

Leveraging the Company's technology advantage

The Company plans to continue investing in technology to significantly enhance its technical capabilities across its products and service offerings. The Company believes that it has the technological platform and IT systems in place to support significant growth in customer base and lines of business. The Company believes that technology will enable it to respond effectively to the needs of its customers and meet competitive challenges.

Further, digital transformation continues to be an area of focus for the Company as it aims to create best-in-class digital platforms and products. This in turn enables the Company to provide superior and more personalised customer experiences and greater operational efficiency across the lending value chain. The Company intends on keeping data analytics at the core of its digital transformation strategy to anticipate customer needs and also improve cross-selling capabilities.

Expanding the Company's client base and geographical presence

The Company intends to expand the scale of its operations, explore new distribution channels and increase its reach and customer base. The Company's focus is on expanding the scale of the Company's operations to other cities in India, which the Company believes present opportunities in terms of clients and revenues.

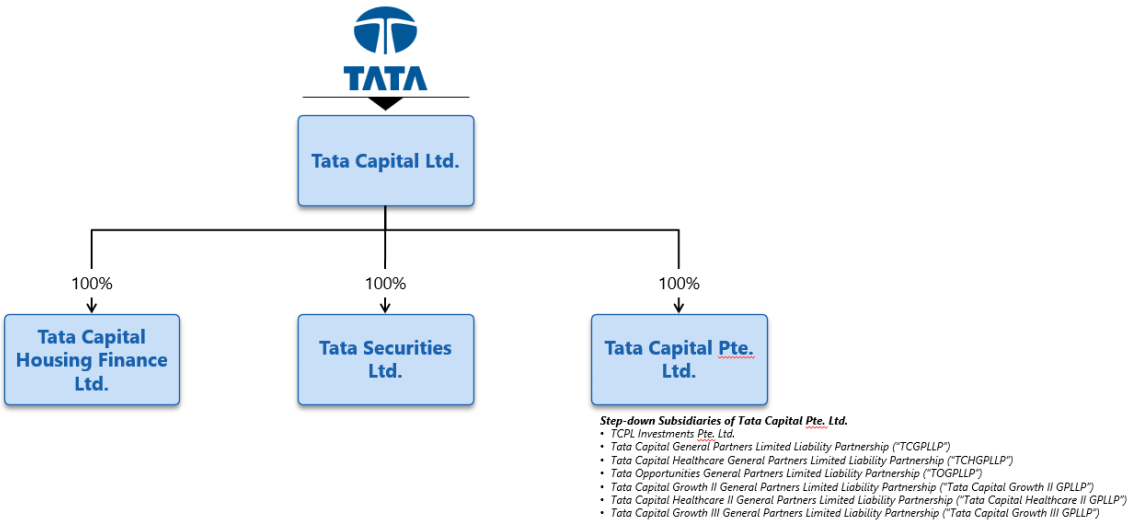
Attaining and retaining talented professionals

The Company believes that people are the most important asset in financial services. Their reputation, talent, integrity and dedication contribute significantly to the success of a business. The Company believes that a strong team-based approach will enable it to attract and retain employees. The Company has been successful in

attracting key professionals from Indian and foreign financial services organisations and intends to continue to seek talent to further enhance and grow its business.

Corporate Structure

The chart below sets out the key subsidiaries in the Company as at the date of this Offering Circular:



Our Businesses

We operate Lending and Non-lending businesses. In our Lending Business, we provide loans to Retail, SME and Corporate Customers. Our Non-lending Businesses include distribution of third-party products such as insurance and credit cards, providing wealth management services, and acting as a sponsor and investment manager to PE funds.

The following table provides a breakdown of income from our Lending Business and Non-lending Business for the Fiscals/periods indicated.

	For the six month period ended 30 September				**Fiscal**			
	2025		**2024**		**2025**		**2024**	
	(t in million)	*(% of total income)*	*(t in million)*	*(% of total income)*	*(t in million)*	*(% of total income)*	*(t in million)*	*(% of total income)*
Particulars								
Lending Business	149,230.0	96.6%	130,514.6	94.9%	276,465.8	97.5%	176,350.2	96.9%
Non-lending Business.....	5,183.0	3.4%	6,984.2	5.1%	7,232.9	2.5%	5,633.6	3.1%
Total income.....	**154,413.0**	**100.0%**	**137,498.8**	**100.0%**	**283,698.7**	**100.0%**	**181,983.8**	**100.0%**

Our Lending Business

We offer a range of financing products catering to a diverse set of customers with a focus on Retail Customers and SME Customers. Together, loans to such customers formed 88 per cent. of our Total Gross Loans as at 30 September 2025. Retail Finance had Gross Loans of Rs. 1,460,280.5 million, comprising 61 per cent. of our

Total Gross Loans, as at 30 September 2025. SME Finance had Gross Loans of Rs. 652,317.2 million, comprising 27 per cent. of our Total Gross Loans, as at 30 September 2025.

Corporate Finance had Gross Loans of Rs. 287,006.4 million, comprising 12 per cent. of our Total Gross Loans, as at 30 September 2025. We have a diversified product suite comprising 25+ products, as at 30 September 2025.

The following provides details of our key lending products:

Retail Loan Offerings

Home Loans: We offer home loans to salaried and self-employed individuals through our Material Subsidiary TCHFL. Our Home Loans serve a wide range of financing needs, including funding purchase of new homes, construction and resale of properties, balance transfer of existing loans and top-up loans for existing borrowers. Our Gross Loans under Home Loans grew from Rs. 308,532.3 million as at 31 March 2024 to Rs. 412,665.9 million, as at 30 September 2025. Home Loans comprised 17.2 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 3.2 million.

Loans Against Property: We offer secured loans largely to salaried and self-employed individuals catering to metro, tier 1 & tier 2 cities, and deeper geographies. These loans are primarily secured by residential and commercial properties and are typically used to finance personal or business expenditures. We source Loans Against Property through a mix of distribution channels including our in-house sales team and channel partners. Our Gross Loans under Loans Against Property grew from Rs. 201,865.5 million as at 31 March 2024 to Rs. 295,180.1 million, as at 30 September 2025. Loans Against Property comprised 12.3 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 1.68 million.

Commercial Vehicle Loans: We offer loans to finance the purchase of commercial vehicles and to refinance existing owned commercial vehicles such as heavy commercial vehicles, medium and light commercial vehicles, and small commercial vehicles. These loans are primarily disbursed to individuals, small fleet operators, market load operators and strategic customers who operate large fleets. We source commercial vehicle loans primarily through a mix of distribution channels including dealers of OEMs and DSAs, and also through our in-house sales team. Our Gross Loans under Commercial Vehicle Loans grew from Rs. 19,840.8 million as at 31 March 2024 to Rs. 237,577.0 million, as at 30 September 2025. Our Gross Loans under Commercial Vehicle Loans include Commercial Vehicle Loans acquired through the TMFL Scheme of Arrangement. Commercial Vehicle Loans comprised 9.9 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 1.59 million.

Personal Loans: We offer unsecured personal loans to individuals, primarily salaried individuals, to meet their personal needs such as marriage, home renovation, travel, medical exigencies or general purposes. While we source Personal Loans across channels, our focus remains on increasing sourcing through our digital platforms and in-house sales teams. Further, we leverage an analytics-driven cross-sell model to enhance customer retention and engagement. Our Gross Loans under Personal Loans grew from Rs. 149,366.5 million as at 31 March 2024 to Rs. 152,461.8 million, as at 30 September 2025. Personal Loans comprised 6.4 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 0.4 million.

Business Loans: We provide business loans to our customers to support their working capital requirements, asset acquisitions, business growth, establishment of new businesses or ancillary units, and other specific business requirements catering to self-employed and professional individuals. Part of our portfolio is covered with government-backed schemes such as Credit Guarantee Fund Trust for Micro and Small Enterprises ("**CGTMSE**") and Credit Guarantee Fund for Micro Units ("**CGFMU**"). Our Gross Loans under Business Loans grew from Rs. 76,893.0 million as at 31 March 2024 to Rs. 96,382.7 million, as at 30 September 2025.

Business Loans comprised 4.0 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 1.30 million.

Two-Wheeler Loans: We offer loans to salaried and self-employed individuals for the purchase of two-wheelers. Our Gross Loans under Two-Wheeler Loans grew from Rs. 54,270.4 million as at 31 March 2024 to Gross Loans of Rs. 73,699.3 million, as at 30 September 2025. Two-Wheeler Loans comprised 3.1 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 0.11 million.

Construction Equipment Loans: We offer loans to finance the purchase of different types of construction equipment and machinery required across diverse sectors such as construction, infrastructure, mining, ports, as well as earthmoving and material handling equipment. The borrowers of these loans are individual operators, as well as small and large fleet operators. We offer our customers financing facilities for purchase of both new and used equipment. We source these loans through our in-house sales team and through partnerships with OEMs and DSAs. Our Gross Loans under Construction Equipment Loans grew from Rs. 54,425.8 million as at 31 March 2024 to Rs. 59,497.8 million, as at 30 September 2025. Construction Equipment Loans comprised 2.5 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 7.91 million.

Car Loans: We offer loans to salaried and self-employed individuals for the purchase of passenger cars and to refinance existing owned passenger cars. We source Car Loans through our in-house sales team, dealers and DSAs. Our Gross Loans under Car Loans grew from Rs. 37,710.9 million as at 31 March 2024 to Rs. 58,200.2 million, as at 30 September 2025. Car Loans comprised 2.4 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 0.66 million.

Loans Against Securities: We offer loans secured by a pledge of the borrowers' invested securities including stocks, mutual funds, bonds and other securities. We source this business primarily through our in-house sales teams. Our Gross Loans under Loans Against Securities grew from Rs. 28,941.2 million as at 31 March 2024 to Gross Loans of Rs. 43,523.0 million, as at 30 September 2025. Loans Against Securities comprised 1.8 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 3.44 million.

Microfinance Loans: We offer Microfinance loans under the joint liability group model to women from low-income groups who typically have limited access to traditional resources for financing. We have an expansive branch network catering to Microfinance customers who are typically self-employed and home-based entrepreneurs engaged in small-scale income generating activities such as farming, food processing and trade. We source these loans through our in-house sales team and have a dedicated collection team. Part of our portfolio is covered with government-backed credit guaranteed schemes like CGFMU. Our Gross Loans under Microfinance Loans grew from Rs. 18,341.1 million as at 31 March 2024 Rs. 24,010.5 million, as at 30 September 2025. Microfinance Loans comprised 1.0 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 0.05 million.

Education Loans: We offer loans to enable students to pursue higher education at institutions in India and overseas. Our Gross Loans under Education Loans were Rs. 6,067.2 million as at 30 September 2025. Education Loans comprised 0.3 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 3.55 million.

Secured Business Loans: We offer secured business loans to micro-enterprises, which are backed by property as collateral. Our underwriting approach incorporates both formal and informal income assessments, ensuring broader credit access for small business owners. All of our Secured Business Loans are sourced by our in-house sales team and serviced by our in-house collections team. Our Gross Loans under Secured Business Loans was Rs. 1,014.8 million as at 30 September 2025. Secured Business Loans comprised 0.04 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 0.95 million.

SME & Corporate Loan Offerings

Term Loans: We offer term loans to our SME and Corporate customers, typically to fund brownfield and greenfield projects, capital investments such as machinery, working capital requirements or other general purposes. We are currently well diversified across sectors such as auto, electronics, pharmaceuticals, healthcare, steel, fast-moving consumer goods ("**FMCG**") and education and endeavor to remain a robust and diversified book. We source Term Loans primarily through our in-house sales teams and DSAs. Our Gross Loans under Term Loans grew from Rs. 253,161.3 million as at 31 March 2024 to Rs. 391,643.8 million, as at 30 September 2025. Term Loans comprised 16.3 per cent. of our Total Gross Loans as at September 2025. These loans have an average ticket size of Rs. 303.18 million.

Cleantech and Infrastructure Finance: In 2011, our erstwhile subsidiary TCCL was set up by our Company and International Finance Corporation, headquartered in Washington D.C., USA, with a primary focus on green and sustainable financing. In Cleantech and Infrastructure Finance, we provide term loans to finance projects in renewable energy, energy efficiency, electric mobility, waste management, water management sectors and other infrastructure projects. We source Cleantech and Infrastructure Finance primarily through our in-house sales team. We have formed deep partnerships with global climate investors, who provide us with consistent access to long-tenure, low-cost capital. Our Gross Loans under Cleantech and Infrastructure Finance grew from Rs. 142,183.4 million as at 31 March 2024 to Rs. 207,243.5 million, as at 30 September 2025. Cleantech and Infrastructure Finance comprised 8.6 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 1,406.46 million.

Supply Chain Finance: We offer working capital solutions to distributors and dealers in the form of channel finance and factoring and to the suppliers in the form of vendor finance, to finance the purchase of goods and services of reputed Corporates and OEMs. We have dedicated teams that onboard, engage and build partnerships with corporates, which act as anchors, and frontline sales teams that manage our ecosystem relationships. We sourced Supply Chain Loans through our in-house sales team. Our Gross Loans under Supply Chain Finance grew from Rs. 131,650.2 million as at 31 March 2024 to Rs. 154,966.1 million, as at 30 September 2025. Supply Chain Finance comprised 6.5 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 32. 4 million.

Developer Finance: We offer loans to real estate developers through our Material Subsidiary TCHFL. These loans are secured by way of mortgage and/or hypothecation over the underlying project and its cash flows, project inventory, land and development rights, where applicable. We source developers primarily through our in-house sales team. We maintain direct sourcing relationships targeting top developers in each location, with focus on mid-market residential projects. We have a dedicated project monitoring and asset management team. Our Gross Loans under Developer Finance grew from Rs. 92,775.0 million as at 31 March 2024 to Gross Loans of Rs. 136,275.0 million, as at 30 September 2025. Developer Finance comprised 5.7 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 651.50 million.

Leasing Solutions: We offer leasing solutions for multiple categories of assets, such as cars, IT assets, commercial vehicles, construction equipment, plant and machinery, electric vehicles etc. These solutions are tailored to a wide range of customer profiles covering SMEs & corporates, including multi-national corporations. To cater to customer requirements, we also offer operating lease/rental solutions, which are recorded as Fixed Assets in our books. We source this business primarily through our in-house sales teams and our partnerships with OEMs. Our Gross Loans under Leasing Solutions grew from Rs. 22,847.8 million as at 31 March 2024 to Gross Loans of Rs. 29,699.5 million, as at 30 September 2025. Leasing Solutions comprised 1.2 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 180.65 million.

Equipment Finance: We offer loans to finance the purchase of equipment ranging from heavy machinery to office equipment across diverse sectors such as engineering, plastics, packaging, printing, healthcare and pharmaceuticals. We source these loans primarily through our in-house sales team and through our partnerships with OEMs. We sourced Equipment Finance Loans through our in-house sales team. Our Gross Loans under Equipment Finance grew from Rs. 19,376.3 million as at 31 March 2024 to Rs. 19,495.7 million, as at 30 September 2025. Equipment Finance comprised 0.8 per cent. of our Total Gross Loans as at 30 September 2025. These loans have an average ticket size of Rs. 15.97 million.

Funding Process for Loans

Initial evaluation

The Company adheres to stringent credit policies when extending loans to customers. The Company undertakes due diligence which includes analysing the know-your-client check, audited financial statements, verifying bank account statements for the previous six months, checking the Credit Bureau and other database and examining the credit history of the borrower. For companies and institutions, the Company also analyses their systems, operations, industry and policies. The Company also conducts a site verification, market reference checks and interviews. After the Company completes its internal verification procedures, all documents submitted by the prospective customer are checked and verified. Thereafter, any discrepancies and/or gaps in such documentation are highlighted and sent to the prospective customer for corrections, explanations and re-submissions, as required.

Loan approval and disbursement process

The Company's loan approval process is documented and de-centralised to ensure operational efficiency. The concerned official evaluates a loan proposal based on recommendations from the sourcing credit officer and supporting documentation. In addition, the Company's officials also consider other factors in the approval process including site visit reports, details gathered from interviews, length of residence, past repayment record, and income sources. After the credit history, credentials, information and documents have been submitted by the prospective customer and have been verified to the Company's satisfaction, the applications are approved at the appropriate credit approval level. Generally the lower value loans are sanctioned at the credit manager level, and for the larger exposure, it is referred to various management and the board level committee. The applicant is intimated of the outcome of the approval process. If approved, the applicant is provided details of the loan amount, terms and conditions of such financing, including the rate of interest and the application of interest during the tenor of the loan. After sanctioning a loan, the Company executes the relevant agreements in relation to the loan and the creation of security, if any, with the customer. Margin money and other charges are collected prior to disbursement. The loan amount is disbursed as a lump sum or in instalments depending on the terms and conditions of the loan.

Loan administration and monitoring

The customer (and guarantor, if any) execute(s) the documents for the creation of security and the loan agreement which sets out the terms of the loan. A loan repayment schedule is attached as a schedule to the loan agreement, which sets out the periodic repayment terms. The Company tracks loan repayments of its customers on a monthly basis, based on the outstanding tenor of loans, number of instalments due and defaults, if any. The Company ensures that all customer accounts are reviewed by an office manager at regular intervals, with customers who have larger exposures or missed payments being reviewed more frequently. Company has robust portfolio management practices to track the performance of the loan portfolio.

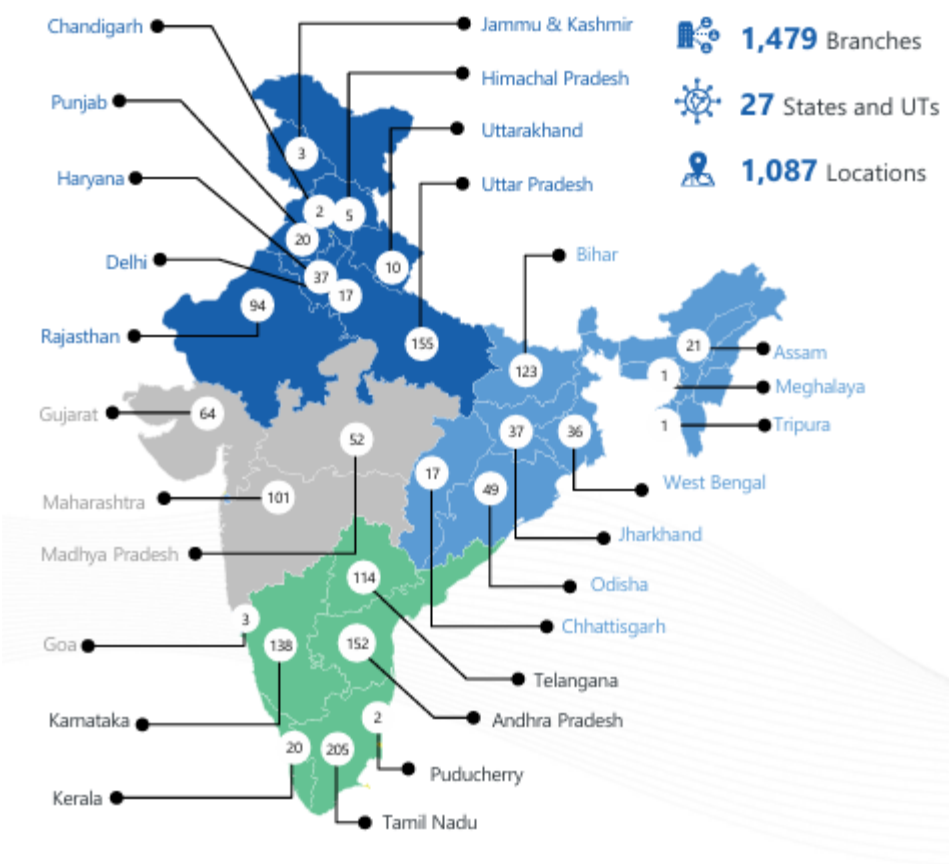
Collection and recovery

The Company's collection mechanism is built around maintaining customer relationships and adequate care is taken to ensure timely repayment while maintaining cordial relationships. For effective recovery management,

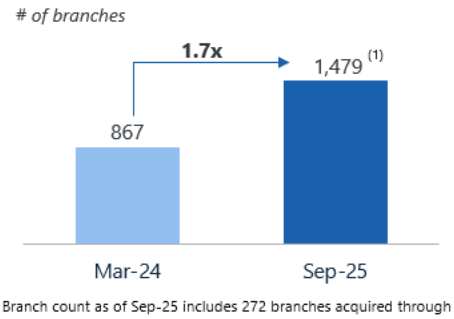
all early delinquent customers are managed by a dedicated team which undertakes methodical customer visits for the recovery of dues. In the event that the Company's customers are unable to make payments and are re-designated to a higher delinquency level, a specified team of collection officers is deployed to manage delinquent accounts. In addition to making visits to the Company's customers, the Company's team utilises legal proceedings for the seizure of collateral, re-payment of dues and other recovery-related proceedings.

Branch and Distribution Network

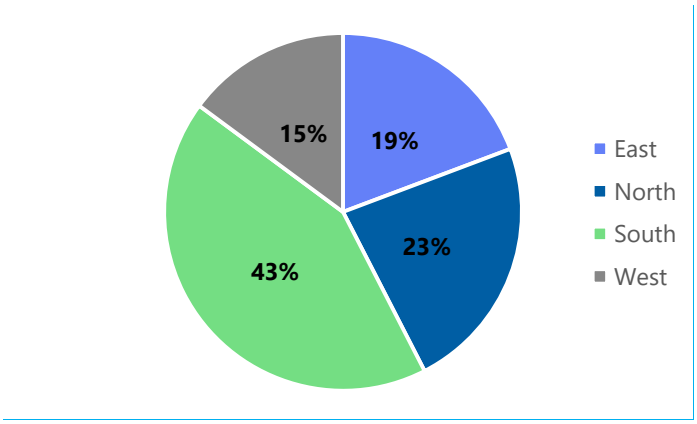
As of the six months ended 30 September 2025 the Company had a pan-India presence through 1,479 branches spanning 1,087 locations across 27 States and Union Territories. The map below indicates the number of the Company's branches in each state as of the six months ended 30 September 2025:



The following diagrams provide additional details about our branch network:



(1) Branch count as of Sep-25 includes 272 branches acquired through merger of erstwhile TMFL



The following table sets forth the distribution of the Company's branches by State/Union Territory, as at the dates indicated:

	As at 30 September	As at 31 March	
	2025	2025	2024
Particulars			
Andhra Pradesh	152	147	75
Assam	21	18	6
Bihar	123	119	64
Chandigarh	2	3	3
Chhattisgarh	17	18	8
Delhi	17	17	11
Goa	3	3	2
Gujarat	64	71	48
Haryana	37	45	32
Himachal Pradesh	5	6	2
Jammu & Kashmir	3	4	2
Jharkhand	37	39	23
Karnataka	138	137	76

	As at 30 September	As at 31 March	
	2025	2025	2024
Kerala	20	22	12
Madhya Pradesh	52	51	28
Maharashtra	101	108	68
Meghalaya	1	1	0
Odisha	49	55	30
Puducherry	2	3	2
Punjab	20	21	11
Rajasthan	94	96	58
Tamil Nadu	205	212	131
Telangana	114	107	75
Tripura	1	1	0
Uttar Pradesh	155	144	79
Uttarakhand	10	12	7
West Bengal	36	36	14
Total	**1,479**	**1,496**	**867**

Distribution of Branches by Region

The following table sets forth the distribution of the Company's branches by region, as at the dates indicated:

	As at 30 September	As at 31 March	
	2025	2025	2024
Particulars			
North[(1)]	343	348	205
South[(2)]	631	628	371
East[(3)]	285	287	145
West[(4)]	220	233	146
Total	**1,479**	**1,496**	**867**

Notes: Regions are divided based on the below distribution of the states.

(1) North Region includes the states of Chandigarh, Delhi, Haryana, Himachal Pradesh, Jammu & Kashmir, Punjab, Rajasthan, Uttar Pradesh and Uttarakhand.

(2) South Region includes the states of Andhra Pradesh, Karnataka, Kerala, Puducherry, Tamil Nadu and Telangana.

(3) East Region includes the states of Assam, Bihar, Chhattisgarh, Jharkhand, West Bengal, Odisha, Meghalaya and Tripura.

(4) West Region includes the states of Goa, Gujarat, Madhya Pradesh and Maharashtra.

Scale-related Metrics

The following table sets forth the number of the Company's total branches, locations, employees and customers, as at the dates indicated:

	As at 30 September	As at 31 March	
	2025	2025	2024
Particulars			
Branches[(1)]	1,479	1,496	867
Locations[(2)]	1,087	1,102	642
Employees[(3)]	29,992	29,397	19,250
Customers[(4)] (*in millions*)	7.7	7.0	4.5

Notes:

(1) Number of Branches: Total number of operational branches as at the last day of the relevant Fiscal/period.

(2) Number of Locations: Total number of operational locations based as at the last day of the relevant Fiscal/period.

(3) Number of Employees: Total number of on-roll employees as at the last day of the relevant Fiscal/period.

(4) Number of Customers: Total number of customers to whom the Company has advanced credit up to the last day of the relevant Fiscal/period since the commencement of the Company's lending operations in 2007.

Key Operational and Financial Parameters

The following tables set forth certain information relating to the financial performance and key performance indicators of the Company's business as carried out by the Company on a consolidated basis:

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions, except ratios and percentages)		*(Unaudited)*
Equity attributable to owners of the Company	234,171.3	331,918.1	362,839.4
Total borrowings	1,481,852.9	2,084,149.3	2,128,880.1
Other Liabilities	50,915.6	68,582.7	70,558.8
Property, plant and equipment	8,329.3	15,132.6	20,228.7
Investment property	30.2	31.3	30.4
Cash and cash equivalents	67,711.6	94,782.0	33,386.2
Investments	79,020.2	87,177.9	81,512.5

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions, except ratios and percentages)		*(Unaudited)*
Other Assets	1,611,848.5	2,287,526.3	2,427,120.5
Assets under management ("**AUM**")	1,612,310.8	2,265,529.6	2,399,604.2
Revenue from operations	181,748.2	283,127.4	154,019.9
Finance costs	95,682.3	150,296.4	80,412.0
Impairment on financial instruments	5,922.6	28,268.3	16,817.5
Profit for the year/period from continuing operations (after tax)	33,269.6	36,550.2	21,599.0
Tata Capital Limited (Standalone)			
Gross NPA (per cent.)	1.7%	2.3%	2.9%
Net NPA (per cent.)	0.4%	1.0%	1.4%
Tier I Capital Adequacy Ratio (per cent.)	11.9%	12.8%	13.7%
Tier II Capital Adequacy Ratio (per cent.)	4.9%	4.1%	3.6%
Tata Capital Housing Finance Limited			
Gross NPA (per cent.)	0.9%	0.8%	0.8%
Net NPA (per cent.)	0.4%	0.3%	0.3%
Tier I Capital Adequacy Ratio (per cent.)	15.8%	16.8%	15.6%
Tier II Capital Adequacy Ratio (per cent.)	3.0%	2.2%	1.9%

Credit Ratings

The Company's credit ratings as at the date of this Offering Circular are set forth below.

Facility	CRISIL Ratings Limited	ICRA Limited	CARE Ratings Limited
Non-convertible debentures	AAA/Stable	AAA (Stable)	AAA; Stable
Preference shares	AAA/Stable	—	—
Commercial paper	A1+	A1+	A1+
Total bank loan facilities rated – Long-term rating/Short term rating	AAA/Stable/A1+	AAA (Stable)/A1+	AAA; Stable
Long-term principal protected market linked debentures	PP MLD AAA/Stable	—	—
Perpetual bonds	AA+/Stable	AA+ (Stable)	AA+; Stable
Subordinated debt	AAA/Stable	AAA (Stable)	AAA; Stable
Retail bond/Public debentures – non-	AAA/Stable	AAA (Stable)	AAA; Stable

Facility	CRISIL Ratings Limited	ICRA Limited	CARE Ratings Limited
convertible debentures			

In addition, S&P assigned 'BBB-' long-term and 'A-3' short-term issuer credit ratings to the Company in February 2024, with a stable outlook on the long-term rating. Fitch also assigned the Company long-term foreign- and local-currency Issuer Default Ratings ("**IDRs**") of 'BBB-', with a stable outlook. In August 2024, S&P revised its outlook on the long-term rating from stable to positive. Subsequently, in August 2025, S&P upgraded the long-term rating from 'BBB-/Positive' to 'BBB/Stable' and the short-term rating from 'A-3' to 'A-2'.

Capital to risk-weighted Assets Ratio ("CRAR")

The following table sets out the CRAR, as at the dates indicated:

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions, except ratios and percentages)		*(Unaudited)*
Tata Capital Limited (Standalone)			
Tier I Capital.....	142,655.3	217,864.6	246,596.8
Tier II Capital	58,381.4	69,934.4	63,527.5
Total Capital	201,036.7	287,799.0	310,124.3
Total Risk Weighted Assets	1,202,297.6	1,702,424.7	1,788,104.6
Capital Adequacy Ratio (as a Percentage of Total Risk Weighted Assets (per cent.))	16.7%	16.9%	17.3%
Tier I Capital.....	11.9%	12.8 %	13.7%
Tier II Capital	4.9%	4.1 %	3.6%
Tata Capital Housing Finance Limited			
Tier I Capital.....	62,920.3	84,858.4	91,614.4
Tier II Capital	11,875.5	11,108.2	10,868.3
Total Capital	74,795.8	95,966.6	102,482.7
Total Risk Weighted Assets	397,874.1	504,784.9	585,927.5
Capital Adequacy Ratio (as a Percentage of Total Risk Weighted Assets (per cent.))	18.8 %	19.0%	17.5%
Tier I Capital.....	15.8 %	16.8 %	15.6%
Tier II Capital	3.0 %	2.2 %	1.9%

Note:

– As per RBI, the minimum CRAR requirement consisting of Tier I and Tier II capital shall be 15 per cent. As per NHB, minimum CRAR requirement is 13 per cent. as on 31 March 2020; 14 per cent. on or before 31 March 2021 and 15 per cent. on or before 31 March 2022 and thereafter.

NPA

The following table sets forth the details of the Company's NPAs as at 31 March 2024 and 2025 and 30 September 2025:

	As at 31 March		As at 30 September
	2024	2025	2025
	(Rs. millions, except ratios and percentages)		*(Unaudited)*
Tata Capital Limited (Standalone)			
Gross NPAs (A)	18,704.3	37,217.5	47,947.0
Provisions (B)	14,659.3	21,810.0	25,148.9
Net NPAs	4,045.0	15,407.5	22,798.0
AUM	1,092,654.3	1,596,745.5	1,656,872.1
Gross NPA to AUM (per cent.)	1.7%	2.3%	2.9%
Net NPA to AUM (Net off provisions) (per cent.)	0.4%	1.0%	1.4%
NPA Coverage Ratio (B/A) (per cent.)	78.4%	58.6%	52.5%
Tata Capital Housing Finance Limited			
Gross NPAs (A)	4,938.9	5,125.3	5,747.1
Provisions (B)	2,865.1	2,963.0	3,194.1
Net NPAs	2,073.8	2,162.3	2,553.0
AUM	520,420.8	669,548.4	743,496.3
Gross NPA to AUM (per cent.)	0.9%	0.8%	0.8%
Net NPA to AUM (Net off provisions) (per cent.)	0.4%	0.3%	0.3%
NPA Coverage Ratio (B/A) (per cent.)	58.0%	57.8%	55.6%

Risk Management

The Company has built a robust risk management framework with strong risk fundamentals and continues to monitor the internal and external risks arising out of macro-economic factors, regulatory changes and geo-political scenario. The Board of Directors of the Company has led by laying down and approving the strategic plans and objectives for effective risk management. The Risk Management Committee of the Board has the responsibility relating to monitoring and reviewing risks.

A comprehensive Enterprise Risk Management ("**ERM**") Framework has been adopted across the Company which uses defined key risk indicators based on quantitative and qualitative factors. A two-dimensional quantitative data management tool – Heat Map – has been implemented, which enables the management to have a comprehensive view of 11 identified key risk areas based on their probability and impact. These are: Credit Risk, Market Risk, Liquidity Risk, Fraud, Process, People, Outsourcing, Technology, Business Continuity, Compliance and Governance, Cyber Security and Reputation Risk. The key risk indicators, as part of the ERM Framework are aligned with the strategic objectives and business developments.

Changes in internal and external operating environment, digitalisation, technological advancements and agile way of working have increased the significance of fraud, information and cyber security and operational risks. At the Company there is continued focus on increasing operational resilience and mitigation of these risks.

Internal Audit and Control System

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The Company's internal audit function is required to provide an independent assessment to the Board of Directors on the effectiveness of implementation of the Company's risk management framework, including the overall adequacy of the internal control system and compliance with internal policies and procedures. The internal audit reports are then discussed with the management and are reviewed by the Company's Audit Committee.

Further, the Company's management has laid down an internal financial control framework covering the set of standards, processes and structures across the organisation with reference to financial and non-financial controls to ensure that controls are adequate and are operating effectively. An internal finance control framework has been established in line with the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Treadway Commission ("**COSO**") and Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Testing is performed for each control through an independent firm, on behalf of the Company's management confirming adequacy and effectiveness of controls and highlighting material deficiencies or design ineffectiveness of controls, if any.

Information Technology

The Company has continued to invest in cutting edge technologies to drive its core system modernisation, digital and data initiatives. The Company has upgraded its retail core lending system to provide new and advanced functionalities which will further optimise and improve the business performance. The Company continues to build additional integrations with FinTech partners to enhance its customer offerings. This is in line with the Company's endeavour to deliver best in class customer experience and drive operational efficiencies.

The Company is in the process of launching a unified credit management system to provide an industry-leading, agile, comprehensive digital lending platform that caters to all business segments. This serves as a single loan origination system which processes customer credit profile data and encapsulates reusable and configurable components to enable quick go-to-market. The IT policies and procedures are reviewed and updated periodically to replicate the changes as in real time and remain in line with regulatory guidelines.

Further, to maintain the integrity and availability of critical business information required to continue operations, information resources are backed up as per documented backup plans. The backups are maintained as per retention requirements and are tested periodically to ensure that they are usable for recovery purposes as and when necessary. The restoration procedures are tested and updated regularly to ensure that they are effective and that they can be completed within the required timeframe for operational procedures for recovery. To ensure that critical business functions are able to continue functioning in the event of major failures or disasters, the Company has formulated a disaster recovery plan. This plan documents the recovery time objectives and recovery point objectives of IT applications supporting critical business functions. The plans are reviewed and tested through disaster recovery drills on an annual basis.

Digital Platform and Analytics

Digital transformation continues to be an area of continuous focus for the Company with an objective to provide superior and more personalised customer experiences, greater operational efficiency across the lending value chain and become a relevant player in India's growing digital ecosystem.

Further, the Company has launched digital only products and services across customer segments. For example, Moneyfy is a digital only wealth management application which allows customers to carry out all their investments in an instant manner. Almost all customer processes starting from on-boarding to underwriting to disbursements are done in a paperless manner for retail loans. Similarly, for SME and corporate customers, a new loan origination system was launched which will simplify the customer journey further and enable quicker processing and sanction of loans. The Company has implemented API-driven automation to streamline the onboarding and underwriting process for retail, SME and corporate customers by auto-filling PAN, GST, and CIN details, fetching KYC records, Vahan records, MCA data and other third-party API relevant to decision making, thus significantly reducing processing time. Several machine-learning based scorecards are in use for underwriting as well as debt servicing of loans. Use of these advanced algorithms has helped the Company assess creditworthiness and mitigate risks, make faster and accurate lending decisions and to set up a more efficient debt servicing strategy. Using data analytics and creating multiple touchpoints for customers helped in building a better consumer connect. The Company has a dedicated team of data science and data engineering experts who enable seamless data-led personalised customer service delivery.

Competition

The Company operates in a highly competitive industry and faces competition in all the segments of its business. Given the diversity of the Company's businesses and the products and services which each of those offer, the Company's competitors include established Indian and foreign commercial banks, NBFCs, housing finance companies, small finance banks, microfinance companies and private unorganised and informal financiers who primarily operate in local markets. Additionally, customer relationships, the capabilities of employees, service quality, market focus, pricing and recruitment and retention of skilled professional human resources influence the competitive intensity in the Company's business segment.

Human Resources

The Company recognises people as its most valuable asset. The Company considers talent management as the key tool that provides an integrated means of identifying, selecting, developing and retaining top talent within the organisation. It is focused on creating a high performance work culture where meritocracy is recognised and employees are motivated to realise their full potential. Regular endeavours are planned on behavioural and leadership traits through learning and development interventions and job rotations for employees in the Company's talent pool. The Company's learning and development initiatives include executive development programmes, e-learning and various classroom-based training programmes.

Intellectual Property

The logo "TATA" and the trademark associated with the logo "Tata" are not registered in the Company's name. The right to use the name "Tata" has been granted to the Company by Tata Sons Private Limited (formerly known as Tata Sons Limited) through an agreement dated 14 March 2024 with Tata Sons Private Limited for the use of the "Tata" trademark and logo. For further details, please see the section "*Risk Factors – The Company derives certain benefits as part of the Tata group. If the Company is unable to continue to benefit*

from its relationship with Tata group and the "Tata" brand, this may result in loss of goodwill and increased costs."

Insurance

The Company believes that it maintains all material insurance policies that are customary for companies operating in similar businesses including buildings, IT equipment, directors and officers liability policy, bodily injury, property damage and claims for wrongful acts.

Legal Proceedings

The Company is party to various legal proceedings which arise in the ordinary course of its operations. It is not involved in any legal proceedings and disputes, and no proceedings are threatened, which may have, or have had, a material adverse effect on the business, financial condition or operations of the Company. See "*Legal Investment Considerations.*"

Property

The Company's registered office is located at 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai – 400 013, Maharashtra.

Further, as of 30 September 2025, the Company had a pan-India presence through 1,479 branches spanning 1,087 locations across 27 States and Union Territories which have been mostly leased by the Company.

Corporate Social Responsibility ("CSR")

The Company's CSR vision is to establish a collaborative and inclusive approach for social and environmental development initiatives, fostering shared value for the broader community, aligned with the core purpose of the Tata group. The Company has constituted a Corporate Social Responsibility Committee of the Board for formulating and recommending to the Board of Directors of the Company the CSR policy and the annual action plan. Further, the Company shall also make a conscious endeavour to encourage its employees, partners and customers to foster a sense of commitment towards social and environmental causes.

The Company shall allocate and utilise 2 per cent. or more of the average net profits made during three immediately preceding financial years towards CSR projects and initiatives, as specified under the provisions of the Companies Act, 2013 and the rules framed thereunder. Any surplus arising out of CSR programmes and projects shall not form part of the business profit of the Company and will be ploughed back for CSR initiatives.

In relation to the CSR focus areas, emphasis shall be placed on the following programmes:

- Climate Action – Projects centred on establishing water security and energy security which aim to ensure the availability of essential resources and enhance the resilience of communities and the environment through mitigation and/or adaptation.
- Healthcare – Projects addressing eradicating blindness and cancer care and treatment.
- Education and Skilling – Initiatives focusing on scholarships, financial literacy and responsible citizenship.

Given the Company's nationwide presence, CSR projects will aim to prioritise the socially and economically disadvantaged segments of society in both urban and rural areas.

SELECTED STATISTICAL INFORMATION

The following information should be read together with the Company's financial statements included in this Offering Circular and the sections titled "Business" to the extent that the financial results and financial condition are discussed in those sections. All computations have been derived from financial information which has been prepared in accordance with Ind-AS. Footnotes appear at the end of each related section of tables.

Selected Statistical Information of the Company

Particulars	As at 30 September / For the six month period ended 30 September	As at 31 March / Fiscal	
	2025	2025	2024
	(Rs. in million, except as otherwise indicated)		
Total Assets	2,562,278.3	2,484,650.1	1,766,939.8
Average Total Assets[(1)]	2,523,464.2	2,312,995.0	1,561,600.4
Total Equity[(2)]	350,809.4	313,838.1	234,171.3
Average Total Equity[(3)]	332,323.8	289,752.5	203,785.0
Total Borrowings[(4)]	2,128,880.1	2,084,149.3	1,481,852.9
Average Total Borrowings[(5)]	2,106,514.7	1,936,285.4	1,307,606.0
Average Total Net Loans[(6)]	2,284,707.2	2,046,362.4	1,372,746.4
Total Assets to Total Equity (times)[(7)]	7.3	7.9	7.5
Total Borrowings to Total Equity (times)[(8)]	6.1	6.6	6.3
Interest Income[(9)]	139,113.7	257,197.7	163,664.7
Finance Cost[(10)]	80,412.0	150,296.4	95,682.3
Net Interest Income[(11)]	58,701.7	106,901.3	67,982.4
Fee Income[(12)]	12,413.9	23,456.0	12,728.5
Investment Income[(13)]	2,885.4	3,045.0	5,590.6
NIM + Fee Income Margin[(14)]	71,115.6	130,357.3	80,710.9
Total Income[(15)]	154,413.0	283,698.7	181,983.8
Net Total Income[(16)]	74,001.0	133,402.3	86,301.5
Operating Expenses[(17)]	28,321.1	56,134.2	36,242.0
Credit Cost[(18)]	16,817.5	28,268.3	5,922.6
Profit After Tax[(19)]	20,872.1	36,646.6	31,502.1
Profit After Tax YoY Growth[(20)]	35.8%	16.3%	4.0%
Basic Earnings Per Equity Share *(in Rs.)*[(21)]	5.2	9.3	8.6
Net Asset Value Per Share *(in Rs.)*[(22)]	87.6	79.5	63.2
Average Yield[(23)]	12.1%	12.6%	11.9%
Average Cost of Borrowings Ratio[(24)]	7.6%	7.8%	7.3%
Net Interest Margin Ratio[(25)]	5.1%	5.2%	5.0%
NIM + Fee Income Ratio[(26)]	6.2%	6.4%	5.9%
Cost to Income Ratio[(27)]	38.3%	42.1%	42.0%
Operating Expenses Ratio[(28)]	2.5%	2.7%	2.6%
Credit Cost Ratio[(29)]	1.5%	1.4%	0.4%

Notes:

(1) ***Average Total Assets****: Simple average of Total Assets as at the last day of the relevant Fiscal and Total Assets as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Assets as at the last day of the relevant Fiscal; and (b) Total Assets as at the last day of the immediately preceding Fiscal plus the Total Assets acquired through the TMFL Scheme of Arrangement as of the acquisition date.*

(2) ***Total Equity****: Equity attributable to owners of the Company reduced by Instruments entirely equity in nature as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(3) ***Average Total Equity****: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date.*

(4) ***Total Borrowings****: Debt securities, Borrowings (Other than debt securities) and Subordinated liabilities as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September 2025.*

(5) ***Average Total Borrowings****: Simple average of Total Borrowings as at the last day of the relevant Fiscal and Total Borrowings as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Borrowings as at the last day of the relevant Fiscal; and (b) Total Borrowings as at the last day of the immediately preceding Fiscal plus Total Borrowings acquired through the TMFL Scheme of Arrangement as of the acquisition date.*

(6) ***Average Total Net Loans****: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date.*

(7) ***Total Assets to Total Equity****: Total Assets divided by Total Equity.*

(8) ***Total Borrowings to Total Equity****: Total Borrowings divided by Total Equity*

(9) ***Interest Income****: Interest Income as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(10) ***Finance Cost****: Finance Cost as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(11) ***Net Interest Income****: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal.*

(12) ***Fee Income****: Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(13) ***Investment Income****: Dividend Income, Net gain on fair value changes and Net gain on derecognition of associates as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(14) ***NIM + Fee Income Margin****: Sum of Net Interest Income and Fee Income for the relevant Fiscal.*

(15) ***Total Income****: Total Income as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(16) ***Net Total Income****: Total Income reduced by Finance Cost for the relevant Fiscal.*

(17) ***Operating Expenses****: Aggregate of Employee Benefit Expenses, Depreciation, amortization and impairment, and Other expenses as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(18) ***Credit Cost****: Impairment on financial instruments as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(19) ***Profit After Tax****: Profit for the relevant Fiscal attributable to Owners of the Company as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(20) ***Profit After Tax YoY Growth****: Percentage growth in Profit After Tax for the relevant Fiscal over Profit After Tax for the immediately preceding Fiscal.*

(21) ***Basic Earnings Per Equity Share****: Basic Earnings Per Equity Share as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025.

(22) ***Net Asset Value Per Share****: Total Equity divided by number of equity shares as at the last day of relevant Fiscal. For Fiscal 2025 the number of equity shares includes 183,867,495 shares to be issued to shareholders of TMFL, pursuant to the TMFL Scheme of Arrangement.*

(23) ***Average Yield****: Interest Income as a percentage of Average Total Net Loans. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(24) ***Average Cost of Borrowings Ratio****: Finance Cost as a percentage of Average Total Borrowings for the relevant Fiscal. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(25) ***Net Interest Margin Ratio****: Net Interest Income as a percentage of Average Total Net Loans. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(26) ***NIM + Fee Income Ratio****: NIM + Fee Income Margin as a percentage of Average Total Net Loans. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(27) ***Cost to Income Ratio****: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal.*

(28) ***Operating Expenses Ratio****: Operating Expenses as a percentage of Average Total Net Loans. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(29) ***Credit Cost Ratio****: Credit Cost as a percentage of Average Total Net Loans. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

Return On Equity and Assets

	As at 30 September/ For the six month period ended 30 September	As at 31 March/Fiscal	
	2025	2025	2024
		(%)	
Particulars			
Interest Income[(1)] as a percentage of Average Total Net Loans[(2)]	12.1%	12.6 %	11.9 %
Finance Cost[(3)] as a percentage of Average Total Net Loans[(2)]	7.0%	7.3 %	7.0 %
Net Interest Income[(4)] as a percentage of Average Total Net Loans[(2)]	5.1%	5.2 %	5.0 %
Fee Income[(5)] as a percentage of Average Total Net Loans[(2)]	1.1%	1.1 %	0.9 %
NIM + Fee Income[(6)] as a percentage of Average Total Net Loans[(2)]	6.2%	6.4 %	5.9 %

	As at 30 September/ For the six month period ended 30 September	As at 31 March/Fiscal	
	2025	2025	2024
		(%)	
Employee Benefit Expense[7] as a percentage of Average Total Net Loans[2]	1.2%	1.4 %	1.3 %
Other Operating Expense[8] as a percentage of Average Total Net Loans[2]	1.3%	1.4 %	1.3 %
Credit Cost[9] as a percentage of Average Total Net Loans[2]	1.5%	1.4 %	0.4 %
Profit Before Tax as a percentage of Average Total Net Loans[2]	2.5%	2.4 %	3.2 %
Cost to Income Ratio[10][13]	38.3%	42.1%	42.0%
Return On Equity[11][13]	12.5%	12.6%	15.5%
Return On Assets[12][13]	1.8%	1.8%	2.3%

Notes:

(1) ***Interest Income****: Interest Income as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025*. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(2) ***Average Total Net Loans****: Simple average of Total Net Loans as at the last day of the relevant Fiscal and Total Net Loans as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Net Loans as at the last day of the relevant Fiscal; and (b) Total Net Loans as at the last day of the immediately preceding Fiscal plus the Total Gross Loans acquired through the TMFL Scheme of Arrangement as of the acquisition date.*

(3) ***Finance Cost****: Finance Cost as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025*. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(4) ***Net Interest Income****: Interest Income for the relevant Fiscal reduced by Finance Cost for the relevant Fiscal. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(5) ***Fee Income****: Rental income, Fees and Commission income, Net Gain on derecognition of financial instruments and Other Income as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025*. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(6) ***NIM + Fee Income****: Sum of Net Interest Income and Fee Income for the relevant Fiscal. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(7) ***Employee Benefit Expense****: Employee Benefit Expense as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30*

September/for the six month period ended 30 September 2025. *Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(8) ***Other Operating Expenses****: Aggregate of Depreciation, amortization and impairment, and Other expenses as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025. *Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(9) ***Credit Cost****: Impairment on financial instruments as reported in the Audited Consolidated Financial Statements as at 31 March/ Fiscal 2024 and 2025 and Consolidated Unaudited Financial Information as at 30 September/for the six month period ended 30 September* 2025. *Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(10) ***Cost to Income Ratio****: Operating Expenses as a percentage of Net Total Income for the relevant Fiscal. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(11) ***Return On Equity****: Profit after tax as a percentage of Average Total Equity. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

(12) ***Average Total Equity****: Simple average of Total Equity as at the last day of the relevant Fiscal and Total Equity as at the last day of the immediately preceding Fiscal. For Fiscal 2025, in the case of TCL: Simple average of: (a) Total Equity as at the last day of the relevant Fiscal and; (b) Total Equity as at the last day of the immediately preceding Fiscal plus equity shares issued less Goodwill arising on amalgamation and Settlement of Pre-existing relationship pursuant to the TMFL Scheme of Arrangement as at the acquisition date.*

(13) ***Return On Assets****: Profit after tax as a percentage of Average Total Net Loans. Figures for the six months period ended September 30, 2025 are presented on an annualised basis.*

Fiscal 2025 includes the impact of the Rights issue of Equity Shares aggregating approximately ₹15,039.1 million that we consummated on March 21, 2025. Excluding the impact of this item, our Return on Equity would have been 13.0% and 14.7% (excluding TMFL) for Fiscal 2025.

Asset Quality

Stage-Wise Loans and Impairment Loss Allowance

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
	(Rs. in million, except otherwise indicated)		
Particulars			
Total Gross Loans:			
Gross Stage 1 Loans (A)	2,300,472.9	2,183,208.7	1,559,626.2
Gross Stage 2 Loans (B)	45,437.3	39,978.1	29,041.4
Gross Stage 3 Loans (C)	53,694.0	42,342.8	23,643.2
Total Gross Loans (D=A+B+C)	**2,399,604.2**	**2,265,529.6**	**1,612,310.8**

	As at 30 September	As at 31 March	
	2025	2025	2024
	(Rs. in million, except otherwise indicated)		
Impairment Loss Allowance – Total Gross Loans:			
Impairment Loss Allowance – Gross Stage 1 Loans (E)	13,175.8	13,472.8	10,486.3
Impairment Loss Allowance – Gross Stage 2 Loans (F)	5,535.9	5,818.7	4,521.6
Impairment Loss Allowance – Gross Stage 3 Loans (G)	28,343.1	24,773.0	17,524.4
Total Impairment Loss Allowance – Total Gross Loans (H=E+F+G)	**47,054.8**	**44,064.5**	**32,532.3**
Net Loans:			
Net Stage 1 Loans (I = A-E)	2,287,297.1	2,169,735.9	1,549,139.9
Net Stage 2 Loans (J = B-F)	39,901.4	34,159.4	24,519.8
Net Stage 3 Loans (K = C-G)	25,350.9	17,569.8	6,118.8
Unamortised loan sourcing fees (L)	11,125.0	8,940.2	7,356.9
Unamortised loan sourcing costs (M)	8,486.3	6,978.8	5,183.9
Total Net Loans (N = D-H-L+M)	**2,349,910.7**	**2,219,503.7**	**1,577,605.5**

Impairment Loss Allowance by Stage

	As at 30 September		As at 31 March			
	2025		2025		2024	
	(Rs. in million)	*Percentage of Total Gross Loans (%)*	*(Rs. in million)*	*Percentage of Total Gross Loans (%)*	*(Rs. in million)*	*Percentage of Total Gross Loans (%)*
Stage 1	13,175.8	0.6%	13,472.8	0.6%	10,486.3	0.7%
Stage 2	5,535.9	12.2%	5,818.7	14.6%	4,521.6	15.6%

	As at 30 September		As at 31 March			
	2025		2025		2024	
	(Rs. in million)	*Percentage of Total Gross Loans (%)*	*(Rs. in million)*	*Percentage of Total Gross Loans (%)*	*(Rs. in million)*	*Percentage of Total Gross Loans (%)*
Stage 3	28,343.1	52.8%	24,773.0	58.5%	17,524.4	74.1%
Total Impairment Loss Allowance	**47,504.8**	**2.0%**	**44,064.5**	**1.9%**	**32,532.3**	**2.0%**

Stage 3 Loans and Ratio

	As at 30 September	As at 31 March	
	2025	2025	2024
	(Rs. in million, except otherwise indicated)		
Particulars			
Gross Stage 3 Loans[(1)]	53,694.0	42,342.8	23,643.2
Gross Stage 3 Loans Ratio[(2)]	2.2%	1.9%	1.5%
Net Stage 3 Loans[(3)]	25,350.9	17,569.8	6,118.8
Net Stage 3 Loans Ratio[(4)]	1.1%	0.8%	0.4%
Provision Coverage Ratio ("**PCR**")[(5)]	52.8%	58.5%	74.1%

Notes:

(1) **Gross Stage 3 Loans**: Total Gross Loans which are more than 90 DPD from their contractual payments or as prescribed by applicable regulations and includes Purchased or Originated Credit Impaired Loans ("**POCI**").

(2) **Gross Stage 3 Loans Ratio**: Ratio of Gross Stage 3 Loans as a percentage of Total Gross Loans as at the last day of the relevant Fiscal/period.

(3) **Net Stage 3 Loans**: Gross Stage 3 Loans as reduced by impairment loan allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal/period.

(4) **Net Stage 3 Loans Ratio**: Gross Stage 3 Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as a percentage of Total Gross Loans as reduced by impairment allowances provided on Gross Stage 3 Loans as at the last day of the relevant Fiscal/period.

(5) **Provision Coverage Ratio**: Impairment allowances provided on Gross Stage 3 Loans as a percentage of Gross Stage 3 Loans as at the last day of the relevant Fiscal/period.

Capital to Risk Weighted Assets Ratio

As per the SBR Directions read with the Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 dated 28 November 2025 ("**Prudential Norm Directions**"), the Company has been categorised as a 'NBFC – Upper Layer' and is required to maintain a minimum capital ratio, consisting of Tier I and Tier II capital, of not less than 15.0 per cent. of its total risk weighted assets on balance sheet and risk adjusted value of off-balance sheet items, of which Tier I Capital should be at least 10.0 per cent and Tier II capital at any point of time, shall not exceed 100 percent of Tier I capital. Further, the Company is required to maintain Common Equity Tier 1 (CET1) capital of at least 9.0 per cent. of total risk weighted assets, as per the Prudential Norm Directions.

The following table sets forth the Company's CRAR and other statistics relating to capital adequacy of the Company on a standalone basis, as at the dates and for the years/periods indicated on a standalone basis, calculated as per the Prudential Norm Directions:

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
	(Rs. in million, except otherwise indicated)		
Particulars			
Tier I Capital[(1)] (A)	246,596.8	217,864.6	142,655.3
Tier II Capital[(2)] (B)	63,527.5	69,934.4	58,381.4
Total Capital (Tier I and Tier II)[(3)] (C=A+B)	**310,124.3**	**287,799.0**	**201,036.7**
Total risk weighted assets[(4)] (D)	**1,788,104.6**	**1,702,424.7**	**1,202,297.6**
CRAR[(5)] (E = C/D)	17.3%	16.9%	16.7%
CRAR – Tier I[(6)] (F=A/D)	13.7%	12.8%	11.9%
CRAR - Tier II[(7)] (G=B/D)	3.6%	4.1%	4.9%

Notes:

(1) **Tier I Capital:** Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/period.

(2) **Tier II Capital**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/period.

(3) **Total Capital (Tier I and Tier II):** Computed from the standalone financial statements of the Company as the total of Tier I Capital and Tier II Capital, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/period.

(4) **Total risk weighted assets**: Computed from the standalone financial statements of the Company in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/period.

(5) **Capital Risk Adequacy Ratio (CRAR)**: Computed from the standalone financial statements of the Company, as the sum of CRAR - Tier I and CRAR - Tier II.

(6) **Capital Risk Adequacy Ratio – Tier I (CRAR – Tier I**): Computed from the standalone financial statements of the Company as Tier I Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/period.

(7) **Capital Risk Adequacy Ratio – Tier II (CRAR – Tier II)**: Computed from the standalone financial statements of the Company as Tier II Capital divided by total risk weighted assets, in accordance with relevant RBI guidelines as at the last day of the relevant Fiscal/period.

Reconciliation of GAAP to Non-GAAP Financial Information

Reconciliation of Average Total Assets

	For the six months period ended 30 September/ As at 30 September	Fiscal/As at 31 March	
	2025	**2025**[(1)]	**2024**
		(Rs. in million)	
Particulars			
Opening Total Assets (A)	2,484,650.1	2,141,339.9	1,356,261.0
Closing Total Assets (B)	2,562,278.3	2,484,650.1	1,766,939.8
Average Total Assets (C = (A+B)/2)	**2,523,464.2**	**2,312,995.0**	**1,561,600.4**

Note:

(1) The Opening Total Equity for Fiscal 2025 is not equal to the Closing Total Equity for Fiscal 2024 due to the impact of the Company's acquisition of TMFL.

Reconciliation of Average Total Equity

	For the six months period ended 30 September/ As at 30 September	Fiscal/As at 31 March	
	2025	**2025**[(1)]	**2024**
		(Rs. in million)	
Particulars			
Opening Total Equity (A)	313,838.1	265,666.9	173,398.6
Closing Total Equity (B)	350,809.4	313,838.1	234,171.3
Average Total Equity (C = (A+B)/2)	**332,323.8**	**289,752.5**	**203,785.0**

Note:

(1) The Opening Total Equity for Fiscal 2025 is not equal to the Closing Total Equity for Fiscal 2024 due to the impact of the Company's acquisition of TMFL.

Reconciliation of Total Assets to Total Equity

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
	(Rs. in million, except as stated otherwise)		
Particulars			
Total Assets (A)	2,562,278.3	2,484,650.1	1,766,939.8
Total Equity (B)	350,809.4	313,838.1	234,171.3
Total Assets to Total Equity (*times*) (C = (A/B)	7.3	7.9	7.5

Reconciliation of Total Borrowings

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
		(Rs. in million)	
Particulars			
Debt securities (A)	902,050.1	801,415.7	605,036.8
Borrowings (other than debt securities) (B)	1,135,512.5	1,186,204.0	791,428.8
Subordinated liabilities (C)	91,317.5	96,529.6	85,387.3
Total Borrowings (D = A+B+C)	**2,128,880.1**	**2,084,149.3**	**1,481,852.9**

Reconciliation of Average Total Borrowings

	For the six months period ended 30 September/ As at 30 September	Fiscal/As at 31 March	
	2025	**2025**[(1)]	**2024**
		(Rs. in million)	
Particulars			
Opening Total Borrowings (A)	2,084,149.3	1,788,421.4	1,133,359.1
Closing Total Borrowings (B)	2,128,880.1	2,084,149.3	1,481,852.9
Average Total Borrowings (C = (A+B)/2)	**2,106,514.7**	**1,936,285.4**	**1,307,606.0**

Note:

(1) Includes Total Borrowings acquired through the TMFL Scheme of Arrangement as at the acquisition date.

Reconciliation of Total Borrowings to Total Equity

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
	(Rs. in million, except as stated otherwise)		
Particulars			
Total Borrowings (A)	2,128,880.1	2,084,149.3	1,481,852.9
Total Equity (B)	350,809.4	313,838.1	234,171.3
Total Borrowings to Total Equity *(times)* (C=A/B)	**6.1**	**6.6**	**6.3**

Reconciliation of Average Total Net Loans

	For the six months period ended 30 September/ As at 30 September	Fiscal/As at 31 March	
	2025	**2025**[(1)]	**2024**
		(Rs. in million)	
Particulars			
Opening Total Net Loans (A)	2,219,503.7	1,873,221.0	1,167,887.2
Closing Total Net Loans (B)	2,349,910.7	2,219,503.7	1,577,605.5
Average Total Net Loans (C = (A+B)/2)	**2,284,707.2**	**2,046,362.4**	**1,372,746.4**

Note:

(1) The Opening Total Equity for Fiscal 2025 is not equal to the Closing Total Equity for Fiscal 2024 due to the impact of the Company's acquisition of TMFL.

Reconciliation of Net Interest Income

	For the six months period ended 30 September	Fiscal	
	2025	**2025**	**2024**
		(Rs. in million)	
Particulars			
Interest Income (A)	139,113.7	257,197.7	163,664.7
Finance Cost (B)	80,412.0	150,296.4	95,682.3
Net Interest Income (C =A-B)	**58,701.7**	**106,901.3**	**67,982.4**

Reconciliation of Fee Income

	For the six months period ended 30 September	Fiscal	
	2025	**2025**	**2024**
		(Rs. in million)	
Particulars			
Rental income (A)	2,018.0	2,722.5	2,034.1
Fees and other commission income (B)	7,824.3	17,797.5	10,458.8
Other income (C)	393.1	571.3	235.6
Net Gain on derecognition of financial instruments (D)	2,178.5	2,364.7	-
Fee Income (I=A+B+C+D)	**12,413.9**	**23,456.0**	**12,728.5**

Reconciliation of NIM + Fee Income

	For the six months period ended 30 September	Fiscal	
	2025	**2025**	**2024**
		(Rs. in million)	
Particulars			
Net Interest Income (A)	58,701.7	106,901.3	67,982.4
Fee income (B)	12,413.9	23,456.0	12,728.5
NIM + Fee Income (C =A+B)	**71,115.6**	**130,357.3**	**80,710.9**

Reconciliation of Net Total Income

	For the six months period ended 30 September	Fiscal	
	2025	**2025**	**2024**
		(Rs. in million)	
Particulars			
Total Income (A)	154,413.0	283,698.7	1,81,983.8
Finance Cost (B)	80,412.0	150,296.4	95,682.3
Net Total Income (C = A-B)	**74,001.0**	**133,402.3**	**86,301.5**

Reconciliation of Average Yield

	For the six months period ended 30 September	Fiscal	
	2025[(1)]	**2025**	**2024**
		(Rs. in million)	
Particulars			
Interest Income (A)	139,113.7	257,197.7	163,664.7

	For the six months period ended 30 September	Fiscal	
	2025[1]	2025	2024
		(Rs. in million)	
Average Total Net Loans (B)	2,284,707.2	2,046,362.4	1,372,746.4
Average Yield (C = (A/B*100)	**12.1%**	**12.6%**	**11.9%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Average Cost of Borrowings Ratio

	For the six months period ended 30 September	Fiscal	
	2025[1]	2025	2024
		(Rs. in million except percentages)	
Particulars			
Finance cost (A)	80,412.0	150,296.4	95,682.3
Average Total Borrowings (B)	2,106,514.7	1,936,285.4	1,307,606.0
Average Cost of Borrowings Ratio (C = A/B*100)	**7.6%**	**7.8%**	**7.3%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Net Interest Margin Ratio

	For the six months period ended 30 September	Fiscal	
	2025[(1)]	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Net Interest Income (A)	58,701.7	106,901.3	67,982.4
Average Total Net Loans (B)	2,284,707.2	2,046,362.4	1,372,746.4
Net Interest Margin *Ratio (%)* C = A/B*100)	**5.1%**	**5.2%**	**5.0%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Cost to Income Ratio

	For the six months period ended 30 September	Fiscal	
	2025	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Operating Expenses (A)	28,321.1	56,134.2	36,242.0
Net Total Income (B)	74,001.0	133,402.3	86,301.5
Cost to Income Ratio (C = A/B)	**38.3%**	**42.1%**	**42.0%**

Reconciliation of Operating Expenses Ratio

	For the six months period ended 30 September	Fiscal	
	2025[(1)]	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Operating Expenses (A)	28,321.1	56,134.2	36,242.0
Average Total Net Loans (B)	2,284,707.2	2,046,362.4	1,372,746.4
Operating Expenses Ratio (C = A/B)	**2.5%**	**2.7%**	**2.6%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Operating Expenses

	For the six months period ended 30 September	Fiscal	
	2025	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Employee benefits expenses (A)	13,565.3	28,122.5	18,500.9
Depreciation, amortisation and impairment (B)	2,532.6	3,900.2	2,875.0
Other expenses (C)	12,223.2	24,111.5	14,866.1
Operating Expenses (D = A+B+C)	**28,321.1**	**56,134.2**	**36,242.0**

Reconciliation of Credit Cost

	For the six months period ended 30 September	Fiscal	
	2025[(1)]	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Credit Expenses (A)	16,817.5	28,268.3	5,922.6
Average Total Net Loans (B)	2,284,707.2	2,046,362.4	1,372,746.4
Credit Cost Ratio (C = A/B)	**1.5%**	**1.4%**	**0.4%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Return On Equity (ROE)

	For the six months period ended 30 September	Fiscal	
	2025[(1)]	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Profit after tax (A)	20,872.1	36,646.6	31,502.1
Average Total Equity (B)	332,323.8	289,752.5	203,785.0
Return On Equity *(%)* (C = A/B*100)	**12.5%**	**12.6%**	**15.5%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Return On Assets (ROA)

	For the six months period ended 30 September	Fiscal	
	2025[(1)]	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Profit after tax (A)	20,872.1	36,646.6	31,502.1
Average Total Net Loans (B)	2,284,707.2	2,046,362.4	1,372,746.4
Return On Assets *(%)* (C = A/B*100)	**1.8%**	**1.8%**	**2.3%**

Note:

(1) Figures for the six months period ended 30 September 2025 are presented on an annualised basis.

Reconciliation of Net Stage 3 Loans

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
		(Rs. in million)	
Particulars			
Gross Stage 3 Loans (A)	53,694.0	42,342.8	23,643.2
Impairment Allowance – Gross Stage 3 Loans (B)	28,343.1	24,773.0	17,524.4
Net Stage 3 Loans (C = A-B)	**25,350.9**	**17,569.8**	**6,118.8**

Reconciliation of Gross Stage 3 Loans Ratio

	As at 30 September	As at 31 March	
	2025	**2025**	**2024**
	(Rs. in million except percentages)		
Particulars			
Gross Stage 3 Loans (A)	53,694.0	42,342.8	23,643.2

	As at 30 September	As at 31 March	
	2025	2025	2024
	(Rs. in million except percentages)		
Total Gross Loans (B)	2,399,604.2	2,265,529.6	1,612,310.8
Gross Stage 3 Loans Ratio (C = A/B)	**2.2%**	**1.9%**	**1.5%**

Reconciliation of Net Stage 3 Loans Ratio

	As at 30 September	As at 31 March	
	2025	2025	2024
	(Rs. in million except percentages)		
Particulars			
Total Gross Loans (A)	2,399,604.2	2,265,529.6	1,612,310.8
Impairment Allowance – Gross Stage 3 Loans (B)	28,343.1	24,773.0	17,524.4
Gross Stage 3 Loans (C)	53,694.0	42,342.8	23,643.2
Net Stage 3 Loans Ratio (D = (C-B)/(A-B))	**1.1%**	**0.8%**	**0.4%**

Reconciliation of Provision Coverage Ratio (PCR)

	As at 30 September	As at 31 March	
	2025	2025	2024
	(Rs. in million except percentages)		
Particulars			
Impairment Allowance – Gross Stage 3 Loans (A)	28,343.1	24,773.0	17,524.4
Gross Stage 3 Loans (B)	53,694.0	42,342.8	23,643.2
Provision Coverage Ratio (PCR) (C = A/B)	**52.8%**	**58.5%**	**74.1%**

MANAGEMENT

Board of Directors

The general superintendence, direction and management of the Company's affairs and business are vested in the Company's Board of Directors.

The Company's Articles of Association set out that the number of directors of the Company shall be not less than three and not more than twelve. As at the date of this Offering Circular, the Company has eight directors on the Board of Directors, including one executive director, seven non-executive directors, of whom five are independent directors (including two women independent directors).

Details relating to Directors

Name, Designation, Age, DIN and Term	Nationality	Date of Appointment	Address	Other Directorships
Mr. Saurabh Agrawal Age: 56 years Chairman and Non-Executive Director DIN: 02144558 Term: Liable to retire by rotation	Indian	28 July 2017	2103, Artesia Building, Hind Cycle Marg, Worli, Mumbai 400 030	1) Tata Steel Limited 2) The Tata Power Company Limited 3) Gradis Trading Private Limited 4) Tata AIA Life Insurance Company Limited 5) Tata AIG General Insurance Company Limited 6) Tata Play Limited 7) Tata Sons Private Limited 8) Tata Digital Private Limited 9) Voltas Limited 10) Tata Power Renewable Energy Limited
Mr. Sujit Kumar Varma Age: 64 years Independent Director DIN: 09075212 Term: till 31 December 2028 (till first term of 5 years)	Indian	1 January 2024	Flat No. 1006, Tower 2, Casa Grande, Senapati Bapat Marg, Opposite Peninsula Corporate Park, Lower Parel, Mumbai 400 013	1) Uflex Limited 2) L&T Metro Rail (Hyderabad) Limited 3) Tata Capital Housing Finance Limited 4) Prime Securities Limited 5) Tata Communications Limited 6) Tata Asset Management Private Limited 7) Lloyds Metals and Energy Limited
Mr. Nagaraj Ijari Age: 66 years Independent Director DIN: 09390579 Term: till 31 March 2029	Indian	1 April 2024	Apartment No. B3, Chartered Gruha, No. 4 Assaye Road, Near Ulsoor Lake, Frazer Town, Sivan Chetty Gardens, Bengaluru – 560042	1) Tata Motors Global Services Limited 2) Tata Technologies Limited 3) Tata Capital Housing Finance Limited 4) Tata Technologies Europe Limited
Mr. Ramanathan Viswanathan Age: 61 years Independent Director DIN: 08289691 Term: till 26 March 2030	Indian	27 March 2025	43/29A Viswanathapuram Main Road, Kodambakkam, Chennai 600024, Tamil Nadu, India	Nil

Name, Designation, Age, DIN and Term	Nationality	Date of Appointment	Address	Other Directorships
Dr. Punita Kumar Sinha Age: 63 years Independent Director DIN: 05229262 Term: till 19 January 2030	American	20 January 2025	51 Gate House Road, Chestnut Hill MA, 02467, United States of America	1) Classic Legends Private Limited 2) Embassy Office Parks Management Services Private Limited 3) Paradigmarq Advisors Private Limited 4) Tata Asset Management Private Limited 5) Aadhar Housing Finance Limited 6) One Mobikwik Systems Limited 7) Ventive Hospitality Limited. 8) Marelli Holdings Co. Limited 9) The Asia Opportunities Offshore Fund 10) The Asia Opportunities Offshore Master Fund
Ms. Geetha Ravichandran Age: 62 years Independent Director DIN: 11072013 Term: till 12 August 2028	Indian	13 August 2025	Flat No. F 2 Bellview Apartments, 4th Main, 6th Cross, Defence Colony, Indira Nagar, Bengaluru 560 038, Karnataka, India	1) Sreshta Premium Developers Private Limited 2) VAF Aero Systems Private Limited 3) Shriram Trustees Limited 4) Knowledge Realty Office Management Services Private Limited (Acting on behalf of Knowledge Realty Trust)
Mr. Ankur Verma Age: 49 years Non-Executive Director DIN: 07972892 Term: Liable to retire by rotation	Indian	26 September 2025	B 1402, Hubtown Sunmist, Saiwadi, Andheri East, Mumbai – 400 069	1) Supermarket Grocery Supplies Private Limited 2) Tata 1MG Technologies Private Limited 3) Tata Digital Private Limited 4) Tata Electronics Private Limited 5) Infiniti Retail Limited 6) Tata Autocomp Systems Limited 7) Tata Play Limited 8) Tata Unistore Limited 9) Tata Elxsi Limited 10) Tata Communications Limited
Mr. Rajiv Sabharwal Age: 60 years Managing Director & CEO DIN: 00057333 Term: till 31 March 2028 (re-appointed for 5 years w.e.f. 1 April 2023)	Indian	1 April 2018	C – 183, Kalpataru Sparkle, Nanasaheb Dharmadhikari Road, Bandra East, Mumbai – 400 051	1) Tata Asset Management Private Limited 2) Tata Securities Limited 3) Tata Capital Housing Finance Limited 4) Tata Capital Pte. Ltd. 5) Tata Capital Advisors Pte. Ltd. 6) Finance Industry Development Council

Profile of Directors

Mr. Saurabh Agrawal is the Chairman and Non-Executive Director of our Company. He holds a Bachelor's degree in Chemical Engineering from the University of Roorkee and a post graduate diploma in Management

from the Indian Institute of Management, Calcutta. Presently, he also serves as the Executive Director and Group Chief Financial Officer of Tata Sons Private Limited. He has previously served as the Chief Strategy Officer – Corporate Strategy & Business Development Cell with Aditya Birla Management Corporation Private Limited and Head of Corporate Advisory and Finance (South Asia and SEA) with Standard Chartered Bank.

Mr. Sujit Kumar Varma is an Independent Director of our Company. He holds a Bachelor's of Arts degree in English honours from the Ranchi University. He is a Certified Associate of the Indian Institute of Bankers. He had been associated with the State Bank of India for 34 years in various capacities. He has held board positions in several banks, such as State Bank of India as the Deputy Managing Director (Corporate Accounts Group), SBI, New York branch as the Chief Executive Officer, SBI (Mauritius) Limited and State Bank of India (UK) Limited as Director.

Mr. Nagaraj Ijari is an Independent Director of our Company. He holds a Bachelor's degree in Technology (Textiles) from the Bangalore University and has completed the Advanced Management Program from the Harvard Business School. Prior to joining our Company, he was associated with Tata Consultancy Services Limited for more than 29 years and is experienced in the IT sector.

Dr. Punita Kumar Sinha is an Independent Director of our Company. She holds a Bachelor's of Technology degree in Chemical Engineering from Indian Institute of Technology, Delhi, and a Master's degree in Business Administration from Drexel University. She also holds a Ph.D in Finance from the Wharton School University of Pennsylvania, Philadelphia. She also holds a Chartered Financial Analyst Charter. She is the Co-founder of the Pacific Paradigm Advisors LLP and has also served as Senior Managing Director with Blackstone. She has several years of experience in the field of management and financial markets. She has also chaired the CFA Institute's Investment sub-committee. She has also served as an Independent Director on the boards of several companies including Infosys Limited and JSW Steel Limited. She has been awarded the Distinguished Alumni award by the Indian Institute of Technology, Delhi in 2012 and the Best Woman Director award by Asian Centre for Corporate Governance and Sustainability for 2016.

Mr. Ramanathan Viswanathan is an Independent Director of our Company. He holds a Bachelor's of Science degree in Mathematics from the University of Madras and a Master's of Science degree in Mathematics from the Annamalai University. He has also completed an Authentic Leadership Development Program at Harvard Business School and a Certification Programme in Information Technology and Cybersecurity for Board Members from the Institute for Development and Research in Banking Technology. He is also a Certified Associate of the Indian Institute of Bankers. He had been associated with the State Bank of India for 37 years in various capacities such as the Deputy Managing Director (Internal Audit Department), Deputy Managing Director and Group Compliance Officer, Chief General Manager (Commercial Clients Group- South), Chief Executive Officer (SBI, New York), Regional Manager, and Assistant General Manager and Head (Centralised Credit Processing Cell, MCRO). He has also served as President and Chief Operating Officer and Whole Time Director, SBI Capital Markets Limited and as Nominee Director in the subsidiaries of SBI Capital Markets Limited. He is experienced in the banking sector and has also handled commercial and investment banking functions.

Ms. Geetha Ravichandran is an Independent Director of our Company. She holds a Bachelor's of Science degree in Botany from the University of Madras, and a Master's of Arts degree in English from the Madurai Kamaraj University. She has served as the Principal Chief Commissioner of Income Tax for Tamil Nadu and Puducherry, and subsequently for Mumbai. She retired from the civil services as the Principal Chief Commissioner of Income Tax after a period of service of more than 35 years.

Mr. Ankur Verma is a Non-Executive Director of our Company. He holds a Bachelor's degree in Mechanical Engineering from the University of Delhi and a Post Graduate Diploma in Management from the Indian Institute of Management, Calcutta. He was previously associated with Infosys Technologies Limited and also with DSP

Merrill Lynch Limited as its Managing Director in Global Investment Banking. Presently, he also serves as the Group Chief Strategy Officer at Tata Sons Private Limited.

Mr. Rajiv Sabharwal is the Managing Director and CEO of our Company. He holds a Bachelor of Technology degree in Mechanical Engineering from Indian Institute of Technology, Delhi, and a Post Graduate Diploma in Management from Indian Institute of Management, Lucknow. He has previously served as a Partner at True North Managers LLP and as the Chairman of ICICI Home Finance Company Limited. He was also on the Board of ICICI Prudential Life Insurance Company Limited. He has also served as an Executive Director on the board of ICICI Bank Limited.

Relationship between the Directors

None of the Directors are related to each other.

Other understandings and confirmations

No Director of the Company is a director of or is otherwise associated in any manner with, any company that appears in the list of the vanishing companies as maintained by the Ministry of Corporate Affairs, wilful defaulter list maintained by RBI or Export Credit Guarantee Corporation of India Limited or any other regulatory or governmental authority.

Borrowing powers of the Board

Pursuant to a resolution passed by the members of the Company at the Annual General Meeting of the Company held on 19 July 2024 and in accordance with section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the Board has been authorised to borrow from time to time, as the Board may think fit, any sum or sums of money, notwithstanding that the moneys to be so borrowed together with the moneys already borrowed by the Company may exceed the aggregate of the paid-up share capital of the Company, securities premium and its free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business). The aggregate of the moneys that may be thus borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding shall not at any time exceed the limit of Rs. 2,000,000 million.

Pursuant to a resolution passed by the members of the Company at the Extraordinary General Meeting of Tata Motors Finance Limited held on 30 June 2023 and in accordance with section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the board of directors of Tata Motor Finance Limited has been authorised to borrow from time to time, as the board of directors of Tata Motor Finance Limited, may think fit, any sum or sums of money, notwithstanding that the moneys to be so borrowed together with the moneys already borrowed by Tata Motor Finance Limited may exceed the aggregate of the paid-up share capital of Tata Motor Finance Limited, securities premium and its free reserves (apart from temporary loans obtained from the bankers of Tata Motor Finance Limited in the ordinary course of business). The aggregate of the moneys that may be thus borrowed by Tata Motor Finance Limited together with the moneys already borrowed (apart from temporary loans obtained from bankers of Tata Motor Finance Limited in the ordinary course of business) and remaining outstanding shall not at any time exceed the limit of Rs. 760,000 million for fund-based facilities and Rs. 45,000 million for non-fund based facilities.

Pursuant to the scheme of arrangement for amalgamation of Tata Motors Finance Limited ("**TMFL**") with Tata Capital Limited ("**Scheme**") becoming effective from 8 May 2025, TMFL has merged with TCL with effect from the said date and accordingly, pursuant to the Scheme and pursuant to the provisions of sections 179 and 180 (1) (c) of the Companies Act, 2013, all the borrowing limits of TMFL have merged with TCL and therefore

the revised borrowing limits of TCL is Rs. 2,805,000 million which was approved by the Board by way of its resolution dated 28 October 2025. Furthermore, by way of the same resolution, the Board approved the overall security limits of the Company for creation of charge on its assets for an aggregate amount of up to Rs. 2,760,000 million.

Interest of the Company's Directors

The Company's Non-Executive Directors and Independent Directors may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board of Directors or a committee thereof, to the extent of commission, other remuneration and reimbursement of expenses payable to them. The Managing Director may be deemed to be interested to the extent of remuneration paid to him for services rendered as the officer of the Company.

The Company's Directors may also be deemed to be interested to the extent of the shares, if any, held by them or held by the companies, firms and trusts in which they are interested as directors, partners, members or trustees in the Company, and also to the extent of any dividend payable to them and other distributions in respect of the said shares as well as any employee stock options granted (if any) to the Directors, pursuant to the Employee Stock Purchase/Option Scheme of the Company.

Some of the Company's Directors may be deemed to be interested to the extent of any loans or advances provided or received from any body corporate, including companies, firms, and trusts, in which they are interested as directors, members, partners or trustees.

Further, except as otherwise stated in this Offering Circular, the Company has not entered into any contract, agreement or arrangement, other than in ordinary course of business, during the preceding two years from the date of this Offering Circular in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. For details relating to other interest of Directors in respect to other related party transactions, please refer to the audited consolidated financial statements of the Company for Fiscal Years 2024 and 2025 included elsewhere in this Offering Circular.

None of the Directors are interested in their capacity as a member of any firm or company and no sums have been paid or are proposed to be paid to any Director or to such firm of company in which he is interested, by any person, in cash or shares or otherwise, either to induce them or to help them qualify as a director or for services rendered by him or by such firm or company, in connection with the promotion or formation of the Company.

Except as disclosed in the Offering Circular, the Company's Directors do not have an interest in any venture that is involved in any activities similar to those conducted by the Company.

Except as disclosed in the Offering Circular and to the extent of remuneration and their shareholding in the Company, if any, the Company's Directors do not have any other interest in the business of the Company.

The Company's Directors have no interest in any immovable property acquired or proposed to be acquired by the Company in the preceding two years of the date of this Offering Circular nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to the Company.

Key Managerial Personnel of the Company

Mr Rajiv Sabharwal is the Managing Director ("**MD**") & CEO of the Company.

For further information, please refer to the section "*Management - Profile of Directors*".

Mr Rakesh Bhatia is the Chief Financial Officer of the Company.

He has been associated with the Company since 2 March 2020. He holds a bachelor's of commerce (honours course) degree from University of Delhi. Further, he is an associate member of Institute of Chartered Accountants of India and has also completed the professional degree from the Institute of Company Secretaries of India. He has previously served as the president and chief financial officer at Kamatan Farm Tech Private Limited and financial controller and rural business head at the Company. He has also previously worked with RvaluE Consulting, Tupperware India Private Limited, American Express (India) Private Limited, I-flex Solutions Limited, Escorts Yamaha Motor Limited and Industrial Development Bank of India. He also serves as a director on the board of International Asset Reconstruction Company Private Limited. During Fiscal 2025, he received a remuneration of Rs. 30.5 million*.

Ms Sarita Kamath is the Chief Legal and Compliance Officer & Company Secretary of the Company. She has been associated with the Company since 1 June 2009.

She holds a bachelor's degree in commerce from University of Mumbai and a bachelor of laws degree from the University of Mumbai. Further, she is also an associate member of the Institute of Company Secretaries of India. She has previously worked with Tata Services Limited and was transferred from Tata Services Limited to the Company as assistant vice president – legal of the Company, with effect from 1 June 2009. She is experienced in the legal, compliance and secretarial functions. During Fiscal 2025, she received a remuneration of Rs. 15.7 million*.

***** *Perquisites excludes the taxable value of perquisites on exercise of stock options.*

Corporate Governance

The Company has been complying with the requirements of the applicable rules, regulations, notifications, circulars, directions and guidelines including the Companies Act, 2013, as amended, the SEBI Listing Regulations, the Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025 dated 28 November 2025 ("**Financial Statements Directions**") and the applicable rules, regulations, notifications, circulars, directions and guidelines prescribed by SEBI and RBI in respect of corporate governance, including constitution of the Board of Directors and committees thereof. The corporate governance framework is based on an effective independent Board of Directors, separation of the Board of Directors' supervisory role from the executive management team and constitution of the various committees of the Board of Directors, as required under law. The Board of Directors is constituted in compliance with the Companies Act, 2013, the SEBI Listing Regulations, the Financial Statements Directions and in accordance with best practices in corporate governance. The Board of Directors functions either as a full Board or through various committees constituted to oversee specific operational areas.

As at the date of this Offering Circular, the Company's Board of Directors has constituted the following committees:

(a) Audit Committee;

(b) Nomination and Remuneration Committee;

(c) Risk Management Committee;

(d) Information Technology Strategy Committee;

(e) Corporate Social Responsibility Committee;

(f) Stakeholders Relationship Committee.

(g) Investment Credit Committee;

(h) Customer Service Committee;

(i) Special Committee for Monitoring & Follow-up of cases of Frauds; and

(j) Review Committee for Identification of Wilful Defaulters.

Audit Committee

The Audit Committee was constituted through a resolution passed by the Board on 27 November 2007 and the same has been reconstituted from time to time. As at the date of this Offering Circular, the Audit Committee comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Sujit Kumar Varma	Chairperson	Independent Director
Mr. Nagaraj Ijari	Member	Independent Director
Dr. Punita Kumar Sinha	Member	Independent Director
Mr. Ramanathan Viswanathan	Member	Independent Director
Ms. Geetha Ravichandran	Member	Independent Director
Mr. Ankur Verma	Member	Non-Executive Director

Terms of reference of the Audit Committee, include, *inter alia*:

(i) Review of the financial reporting process, the system of internal financial controls, the audit process, the Company's process for monitoring compliance with laws and regulations and the Code of Conduct;

(ii) To recommend the appointment and removal of the Auditors and their remuneration and discuss with the Auditors the nature and scope of their audit before commencement;

(iii) To examine the financial statements, financial results and the Auditors' Report thereon;

(iv) To evaluate the financial and risk management systems;

(v) To review the adequacy and performance of Risk Based Internal Audit function;

(vi) To perform activities and carry out functions as laid down in the Framework for Related Party Transactions adopted by the Board;

(vii) To review findings of internal investigations, frauds, irregularities, etc.;

(viii) To review the functioning of and compliance with the Company's Whistle Blower Policy;

(ix) To review the Compliance Policy of the Company and oversee its implementation;

(x) To review the compliance risk on a quarterly basis based on monitoring and testing results and approve the risk-based compliance testing and monitoring plan; and

(xi) Review the appointment/re-appointment, removal and terms of remuneration of the Chief Compliance Officer.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted through a resolution passed by the Board on 27 November 2007 and has been reconstituted from time to time. As at the date of this Offering Circular, the Nomination and Remuneration Committee comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Sujit Kumar Varma	Chairperson	Independent Director
Mr. Nagaraj Ijari	Member	Independent Director
Mr. Saurabh Agrawal	Member	Non-Executive Director

Terms of reference of the Nomination and Remuneration Committee, include, *inter alia*:

(i) To formulate the criteria for determining qualifications, fit & proper status, positive attributes and independence of a director and recommend to the Board;

(ii) To specify the manner and criteria for effective evaluation of performance of Board, its Committees and individual Directors including Independent Directors;

(iii) To formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors;

(iv) To devise a policy on diversity of Board of Directors;

(v) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board, their appointment and removal;

(vi) To decide whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

(vii) To recommend to the Board, all remuneration, in whatever form, payable to Senior Management;

(viii) Oversee the framing, review, implementation and recommend to the Board for its approval the Remuneration Policy for the Directors, KMPs, the Senior Management Personnel and other employees;

(ix) Review of the Compensation structure i.e. design of annual and long term compensation plan; and

(x) To decide commission payable to the Directors, subject to prescribed limits and approval of shareholders.

Risk Management Committee

The Risk Management Committee was constituted through a board resolution dated 27 November 2007 and has been reconstituted from time to time. As at the date of this Offering Circular, the Risk Management Committee comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Saurabh Agrawal	Chairperson	Non-Executive Director
Mr. Nagaraj Ijari	Member	Independent Director
Mr. Rajiv Sabharwal	Member	Managing Director & CEO

The Risk Management Committee has overall responsibility for overseeing the risk management activities of the Company, approving appropriate risk management procedures and measurement methodologies across the organisation as well as identification and management of strategic business risks.

Terms of reference of Risk Management Committee, include, *inter alia*:

(i) To assist the Board in its oversight of various risks: (i) Credit Risk (ii) Market & Liquidity Risk (iii) Operational Risk (iv) Strategic Risks (v) Compliance and Governance Risk (vi) Reputation Risk (vii) Information Security and Cyber Security Risk etc.;

(ii) To review and analyse risk exposure related to specific issues and provide oversight of risk across the Company;

(iii) To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems.

(iv) To ensure whether appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company; and

(v) To review the appointment, removal and terms of remuneration of the Chief Risk Officer.

Information Technology Strategy Committee

The Information Technology Strategy Committee was constituted through a resolution passed by the Board on 7 May 2018 and has been reconstituted from time to time. As at the date of this Offering Circular, the Information Technology Strategy Committee comprises the following Directors, among other employees of the Company:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Nagaraj Ijari	Chairman	Independent Director
Mr. Sujit Kumar Varma	Member	Independent Director
Dr. Punita Kumar Sinha	Member	Independent Director
Mr. Rajiv Sabharwal	Member	Managing Director & CEO

Terms of reference of the Information Technology Strategy Committee, include, *inter alia*:

(i) To ensure that the organisation has put an effective IT strategic planning process in place.

(ii) To guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the organisation towards accomplishment of its business objectives.

(iii) To review cyber security risks/arrangements/preparedness of the organisation.

(iv) To review the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company.

(v) To recommend the appointment of IT/Information Systems ("**IS**") Auditor.

(vi) To review the IT/IS Audit report and provide its observation/recommendations to the Board.

Corporate Social Responsibility ("CSR") Committee

The Corporate Social Responsibility Committee was constituted through a resolution passed by the Board on 7 March 2014 and has been reconstituted from time to time. As at the date of this Offering Circular, the Corporate Social Responsibility Committee comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Saurabh Agrawal	Chairman	Non-Executive Director
Mr. Nagaraj Ijari	Member	Independent Director
Ms. Geetha Ravichandran	Member	Independent Director
Mr. Rajiv Sabharwal	Member	Managing Director & CEO

Terms of reference of the CSR Committee, include, *inter alia*:

(i) To formulate and recommend to the Board, a CSR Policy which shall include the guiding principles for selection, implementation and monitoring of activities to be undertaken by the Company as specified in Schedule VII of the Act ("**CSR Activities**") as well as for formulation of the annual action plan by the Company;

(ii) To formulate and recommend to the Board an Annual Action Plan in pursuance of the CSR Policy and in accordance with the applicable Rules. Recommend alteration in such Plan to the Board of Directors, at any time during the financial year, based on the reasonable justification to that effect;

(iii) To recommend the amount of expenditure to be incurred on CSR activities;

(iv) To monitor the CSR Policy of the Company and expenditure of the subsidiaries from time to time and instituting a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company;

(v) To oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen; and

(vi) To oversee activities impacting the quality of life of the beneficiaries of the CSR projects.

Stakeholders Relationship Committee

A Shareholders/Investors Grievance Committee was constituted pursuant to resolution passed by our Board on 15 January 2009. This was renamed as the Stakeholders Relationship Committee ("**SRC**") pursuant to resolution passed by our Board on 8 May 2014. The SRC has been reconstituted from time to time. As at the date of this Offering Circular, the SRC comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Nagaraj Ijari	Chairperson	Independent Director
Dr. Punita Kumar Sinha	Member	Independent Director
Mr. Ramanathan Viswanathan	Member	Independent Director
Mr. Ankur Verma	Member	Non-Executive Director
Mr. Rajiv Sabharwal	Member	Managing Director & CEO

Terms of reference of the Stakeholders Relationship Committee, include *inter alia*:

(i) To review statutory compliances relating to the holders of securities issued by the Company.

(ii) To consider and resolve the grievances of the holders of securities issued by the Company, including complaints related to transfer/transmission of securities, non-receipt of Annual Report/declared dividends/Notices/payment of interest or principal amount on Non-Convertible Debentures ("**NCDs**") issued by the Company, issue of new/duplicate certificates, general meetings, etc.

(iii) To oversee compliances in respect of dividend payments/interest and principal payment on NCDs and transfer of unclaimed amounts to the Investor Education and Protection Fund, as applicable.

(iv) To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends/interest or principal amount on NCDs and ensuring timely receipt of dividend warrants/timely receipt of interest or principal amount on NCDs/annual reports/statutory notices by the shareholders of the Company.

(v) To oversee and review matters related to the transfer of securities issued by the Company.

(vi) To approve issuance of new/duplicate certificates of securities issued by the Company.

(vii) To review movements in shareholding and ownership structure of the Company.

(viii) To review of measures taken for effective exercise of voting rights by shareholders.

(ix) To ensure setting up of proper controls on the performance and adherence to service standards of the Company by the Registrar and Share Transfer Agent and oversee the same.

(x) Recommend measures for overall improvement of the quality of investor services.

(xi) To adopt and review policies/guidelines/process notes/framework etc. relating to the securities issued by the Company, as deemed necessary.

(xii) To monitor the implementation and outcome of debentures issued with liquidity window facility in terms of applicable SEBI circular.

Investment Credit Committee

The Investment Credit Committee ("**ICC**") was constituted with effect from 1 January 2024, through a resolution passed by the Board through Circular Resolution on 28 December 2023. As at the date of this Offering Circular, the Investment Credit Committee comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Ramanathan Viswanathan	Chairperson	Independent Director
Mr. Sujit Kumar Varma	Member	Independent Director
Ms. Geetha Ravichandran	Member	Independent Director
Mr. Rajiv Sabharwal	Member	Managing Director & CEO

Terms of reference of the Investment Credit Committee, include, *inter alia*:

(i) To approve financing/credit proposals, as per the authority granted by the Board to the ICC, from time to time.

(i) To approve investments in Debentures/Commercial Paper, Equity Shares, Preference Shares and other instruments, in terms of the Board approved Investment Policies.

(ii) To periodically review proposals approved by Management Credit Committee.

Customer Service Committee

The Customer Service Committee was constituted through a resolution passed by the Board on 13 February 2024 and has been reconstituted from time to time. As at the date of this Offering Circular, the Customer Service Committee comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Rajiv Sabharwal	Chairperson	Managing Director & CEO
Mr. Sujit Kumar Varma	Member	Independent Director
Mr. Ramanathan Viswanathan	Member	Independent Director

Terms of reference of the Customer Service Committee, include, *inter alia*:

(i) To monitor and bring about continuous improvements in the quality of services rendered to the customers and to ensure implementation of the guidelines issued by the regulatory authorities;

(ii) To oversee the functioning of the Service Council of the Company.

(iii) To review matters pertaining to customer service, grievance redressal, fair practices, recovery mechanism, outsourcing and other customer service related matters;

(iv) To review and monitor the steps and remedial actions taken by the Company to reduce the customer complaints;

(v) To review the compliances under the Fair Practices Code of the Company;

Special Committee for Monitoring and Follow-up of Cases of Frauds

The Special Committee for Monitoring and Follow-up of Cases of Frauds was constituted through a resolution passed by the Board on 6 August 2024 and has been reconstituted from time to time. As at the date of this Offering Circular, the Special Committee for Monitoring and Follow-up of Cases of Frauds comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Sujit Kumar Varma	Chairman	Independent Director
Dr. Punita Kumar Sinha	Member	Independent Director
Mr. Rajiv Sabharwal	Member	Managing Director & CEO

Terms of reference of the Special Committee for Monitoring and Follow-up of Cases of Frauds, include, *inter alia*:

(i) To oversee the effectiveness of the fraud risk management in the Company

(ii) To review and monitor cases of frauds, including root cause analysis and suggest mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds. The coverage and the periodicity of such reviews to be as per the Board approved Fraud Risk Management Policy of the Company. The coverage of such reviews may include, among others, categories/trends of frauds, industry/sectoral/geographical concentration of frauds, delay in detection/classification of frauds and delay in examination/conclusion of staff accountability, etc.

(iii) To carry out any other roles and responsibilities as mandated by the Board and/or any regulatory authority from time to time.

Review Committee for identification of Wilful Defaulters

The Review Committee for identification of Wilful Defaulters was constituted through a resolution passed by the Board on 25 October 2024 and has been reconstituted from time to time. As at the date of this Offering Circular, the Review Committee for identification of Wilful Defaulters comprises:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Rajiv Sabharwal	Chairman	Managing Director & CEO
Mr. Sujit Kumar Varma	Member	Independent Director
Dr. Punita Kumar Sinha	Member	Independent Director

Terms of reference of the Review Committee for identification of Wilful Defaulters, include, *inter alia*:

(i) To consider the proposal of the Review Committee for identification of Wilful Defaulters for classification of a person as a Wilful Defaulter after assessing the facts or material on record, including written representation and outcome of personal hearing, if any, take a decision and pass a reasoned order.

(ii) To carry out any other roles and responsibilities as mandated by the Board and/or any regulatory authority from time to time.

Relatives of Directors

No persons, who are relatives of Directors, hold office or place of profit in the Company.

REGULATION AND POLICIES IN INDIA

The following description is a summary of certain sector specific laws regulations and policies prescribed by the Government and other regulatory bodies which are applicable to the Company's business. The information detailed in this section has been obtained from publications available in the public domain, and may not be exhaustive. It is merely intended to provide general information and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on the current provisions of the Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

Taxation statutes, labour regulations, company regulations and debt recovery statutes which also apply to us as they do to any other Indian company and therefore have not been detailed below. For purposes of this section, references to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification are to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended from time to time. Investors should carefully consider the information described below, together with the information set out in the other sections of the Offering Circular (including the financial statements) before making an investment decision relating to the Notes, as any changes in the regulations and policies could have a material adverse effect on the Company's business.

LAWS AND REGULATIONS APPLICABLE TO NBFCs

The Reserve Bank of India Act, 1934

RBI regulates and supervises activities of non-banking financial companies ("**NBFCs**"). Chapter III B of the Reserve Bank of India Act, 1934 ("**RBI Act**") empowers the RBI to regulate and supervise the activities of all NBFCs in India. The RBI Act defines an NBFC under Section 45-I (f) as:

(i) *"a financial institution which is a company;*

(ii) *a non-banking institution which is a company and which has as its principal business the receiving of deposits, under any scheme or arrangement or in any other manner, or lending in any manner;*

(iii) *such other non-banking institution or class of such institutions as the RBI may, with the previous approval of the Central Government and by notification in the Official Gazette, specify."*

Section 45-I(c) of the RBI Act defines "financial institution" to mean any non-banking institution which, among other things, carries on the business of, or part of its business of, financing, by way of making of loans or advances or otherwise, of any activity other than its own; the acquisition of shares, stock, bonds, debentures, or securities issued by a Government or local authority or other marketable securities of a like nature, leasing, hire-purchase, insurance business, chit business but does not include any institution whose principal business is that of carrying out any agricultural or industrial activities or the sale/purchase/construction of immovable property.

The RBI has clarified through a press release dated 8 April 1999 that in order to identify a particular company as an NBFC, it will consider both the assets and the income pattern as evidenced from the last audited balance sheet of the company to decide its principal business. The company will be treated as an NBFC if (a) its financial assets are more than 50 per cent. of its total assets (netted off by intangible assets); and (b) income from financial assets should be more than 50 per cent. of the gross income. Both these tests are required to be satisfied as the determinant factor for principal business of a company.

Section 45-IA of the RBI Act makes it mandatory for every NBFC to get itself registered with RBI in order to

be able to function as an NBFC.

Every NBFC is required to submit to RBI a certificate, from its statutory auditor within one month from the date of finalisation of the balance sheet and in any case, not later than 31 December of that year, stating that it is engaged in the business of a non-banking financial institution requiring it to hold a certificate of registration.

Net Owned Fund

With effect from 1997, NBFCs were not permitted to commence or carry on the business of a non-banking financial institution without obtaining a Certificate of Registration ("**CoR**"). Under the SBR Directions, the RBI has prescribed net owned fund ("**NOF**") requirement of Rs. 100 million for NBFC - investment and credit companies (**NBFC-ICCs**) to commence or carry on the business of non-banking financial institution. Further, the NOF requirement for NBFC-Peer to Peer Lending Platform, NBFC-Account Aggregator and NBFCs with no public funds and no customer interface remains at Rs. 20 million under the SBR Directions. The RBI has specified glide path under the SBR Directions for existing NBFC-ICC to achieve NOF of at least Rs. 50 million by 31 March 2025 which must be further increased to Rs. 100 million by 31 March 2027.

NBFCs failing to achieve the prescribed level within the stipulated period shall not be eligible to hold the Certificate of Registration (CoR) as NBFCs.

For this purpose, the RBI Act has defined "**Net Owned Fund**" to mean:

Net Owned Fund —

(i) The aggregate of the paid-up equity capital and free reserves as disclosed in the latest balance sheet of the company, after deducting (i) accumulated balance of losses, (ii) deferred revenue expenditure, and (iii) other intangible assets; and

(ii) further reduced by the amounts representing,

  (a) investment by such companies in shares of (i) its subsidiaries, (ii) companies in the same group, (iii) all other NBFCs; and

  (b) the book value of debentures, bonds, outstanding loans and advances (including hire purchase and lease finance) made to, and deposits with (i) subsidiaries of such companies; and (ii) companies in the same group, to the extent such amount exceeds 10 per cent. of (a) above.

Reserve Fund

Under Section 45-IC of the RBI Act, every NBFC must create a reserve fund and transfer thereto a sum not less than 20 per cent. of its net profit every year, as disclosed in the statement of profit and loss account and before any dividend is declared. Such a fund is to be created by every NBFC irrespective of whether it is a NBFC-ND or not. Further, no appropriation can be made from the fund for any purpose by the NBFC except for the purposes specified by RBI from time to time and every such appropriation shall be reported to RBI.

RBI directions applicable on NBFCs

NBFCs are primarily governed by *inter alia* the RBI Act, the SBR Directions, the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Credit Facilities) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Credit Risk Management) Directions,

2025, the Reserve Bank of India (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025, the Reserve Bank of Inda (Non-Banking Financial Companies – Peer to Peer Lending Platform) Directions, 2025, the Reserve Bank of India (Non-Banking Financial Companies - Account Aggregator) Directions, 2025, the Master Direction – Reserve Bank of India (Commercial Paper and Non Convertible Debentures of original or initial maturity upto one year) Directions, 2024, the Reserve Bank of Inda (Non-Banking Financial Companies - Acceptance of Public Deposits) Directions, 2025 as amended, replaced and/or updated from time to time, and all other notifications, directions, guidelines, circulars or press notes, clarifications or letters issued by the RBI from time to time.

Although by definition, NBFCs are permitted to operate in a similar sphere of activities as banks, there are a few important and key differences. The most important distinctions are:

(i) A non-deposit taking NBFC cannot accept deposits repayable on demand. Only those NBFCs that hold a deposit accepting certificate of registration issued by RBI, and have a minimum investment grade credit rating of 'BBB–' from any of the SEBI-registered credit rating agencies, are allowed to accept/ hold public deposits up to a limit of 1.5 times of their Net Owned Funds;

(ii) NBFCs do not form part of the payment and settlement system and cannot issue cheques drawn on itself; and

(iii) The deposit insurance facility of Deposit Insurance and Credit Guarantee Corporation is not available to a depositor of NBFCs.

SBR Directions

As per the SBR Directions, a regulatory framework for NBFCs whereby NBFCs have been categorised into the following four layers based on their size, activity and perceived riskiness by RBI:

(i) NBFC- Base Layer ("**NBFC-BL**");

(ii) NBFC- Middle Layer ("**NBFC-ML**");

(iii) NBFC- Upper layer ("**NBFC-UL**"); and

(iv) NBFC- Top Layer ("**NBFC-TL**")

The NBFC- BL comprise of (a) non-deposit taking NBFCs below the asset size of Rs. 10,000 million; and (b) NBFCs undertaking the following activities: (i) NBFC-Peer to Peer Lending Platform, (ii) NBFC-Account Aggregator, (iii) Non-Operative Financial Holding Company; and (iv) NBFCs not availing public funds and not having any customer interface.

The NBFC- ML consist of (a) all deposit taking NBFCs ("**NBFC-Ds**"), irrespective of asset size; (b) non-deposit taking NBFCs ("**NBFC-ND**") with an asset size of Rs. 10,000 million and above; and (c) NBFCs undertaking the following activities: (i) Standalone Primary Dealers, (ii) Infrastructure Debt Fund - Non-Banking Financial Companies, (iii) Core Investment Companies ("**CICs**"), (iv) Housing Finance Companies ("**HFCs**") and (v) Non-Banking Financial Company - Infrastructure Finance Companies.

The NBFC-UL comprise of those NBFCs which are specifically identified by RBI as warranting an enhanced regulatory requirement based on a set of parameters and scoring methodology as provided in the SBR Directions. The top 10 eligible NBFCs in terms of their asset size shall always reside in the upper layer, irrespective of any other factor. Once an NBFC is classified as NBFC-UL, it is subject to enhanced regulatory requirement, at least for a period of five years from its classification in the upper layer, even in case it does not meet the parametric criteria in the subsequent year(s).

The NBFC -TL will ideally remain empty. This layer can get populated if RBI is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFC-ULs. Such NBFC shall move to the NBFC-TL from the Upper Layer.

NBFCs are also categorised by the RBI, based on the kind of activity that they conduct, such as: (i) investment and credit companies ("**NBFC-ICC**"); (ii) infrastructure finance companies; (iii) infrastructure debt funds; (iv) micro finance institutions ("**NBFC-MFI**"); (v) factors; (vi) core investment companies; (vii) non-operative financial holding companies; (viii) mortgage guarantee companies; (ix) account aggregators; (x) peer-to-peer lending platforms; (xi) standalone primary dealer; and (xii) housing finance companies.

Reserve Bank of India (Non-Banking Financial Companies – Prudential Norms on Capital Adequacy) Directions, 2025 dated 28 November 2025 ("Prudential Norm Directions")As per Prudential Norm Directions, every NBFC-Upper Layer is required to maintain (a) a minimum Common Equity Tier 1 (CET1) capital of 9 per cent of the aggregate RWAs; and (b) a minimum CRAR of 15 per cent of the aggregate RWAs. Further, NBFCs primarily engaged in lending against gold jewellery (such loans comprising 50 per cent. or more of their financial assets) are required to maintain a minimum Tier I capital of 12 per cent. and CRAR of 15 per cent. of aggregate risk weighted assets of on-balance sheet and of risk adjusted value of off-balance sheet items. The Tier II Capital of any NBFC, at any point of time, shall not exceed 100 per cent of Tier 1 capital.

Reserve Bank of India (Non-Banking Financial Companies - Concentration Risk Management) Directions, 2025 dated 28 November 2025 ("Credit Concentration Norms")

In order to ensure better risk management and avoidance of concentration of credit risks, RBI has, in terms of the Reserve Bank of India (Non-Banking Financial Companies - Concentration Risk Management) Directions, 2025 dated 28 November 2025, prescribed credit exposure limits for NBFCs in respect of their lending to single/group borrowers. NBFCs in the upper layer shall put in place a comprehensive board approved policy on concentration risk management, which shall *inter alia* include: (1) conditions under which exposure beyond 20 per cent (for NBFCs other than IFCs) / 25 per cent (for IFCs) to a single counterparty; (2) policy to determine the existence of a group of connected counterparties; (3) internal exposure limits (in addition to SSE internal limits) on other important sectors to which credit is extended; and (4) limits for exposure to the NBFC sector. Credit exposure to a single counterparty shall not exceed 20 per cent. of the Company's available eligible capital base at all times. The board of directors of the NBFC-Upper Layer may allow an additional five per cent. exposure beyond 20 per cent. but at no time higher than 25 per cent. of the NBFC's eligible capital base, subject to the following conditions: (a) the NBFC has a policy approved by its board of directors setting out conditions under which exposure beyond 20 per cent. may be considered; and (b) the NBFC shall record in writing the exceptional reasons for which exposure beyond 20 per cent is being allowed in a specific case.

Provided further that an NBFC-Upper Layer may exceed the exposure limit by five per cent of its Tier I capital for exposure to a single counterparty, if the additional exposure is on account of infrastructure 'loan and / or investment. However, single counterparty limit shall not exceed 25 per cent in any case for NBFC.

The credit exposure to a group of connected counterparties shall not exceed 25 per cent. of the NCFC-UL's available eligible capital base at all times. However, such NBFC may exceed the exposure limit by 10 per cent. of its Tier I capital for exposure to a group of connected counterparties, if the additional exposure is on account of infrastructure loans and/or investment.

Reserve Bank of India (Non-Banking Financial Companies – Income Recognition, Asset Classification and Provisioning) Directions, 2025 dated 28 November 2025 ("IRAC Directions")

Every NBFC (except microfinance loans of non-banking finance companies-microfinance institutions), after taking into account the time lag between an account becoming non-performing, its recognition, the realisation of the security and erosion overtime in the value of the security charged, is required to make provisions against

standard assets, sub-standard assets, doubtful assets and loss assets in the manner provided in the IRAC Directions. The IRAC Directions require that every NBFC shall, after taking into account the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, classify its lease/hire purchase assets, loans and advances and any other forms of credit into the following classes:

(i) Standard assets;

(ii) Sub-standard assets;

(iii) Doubtful assets; and

(iv) Loss assets.

Further, such class of assets would not be entitled to be upgraded merely as a result of rescheduling, unless it satisfies the conditions required for such upgradation as laid out in the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025. At present in accordance with the IRAC Directions, every NBFC-UL is required to make a provision for standard assets at following rates for the funded amount outstanding.

Category of Assets	**Rate of Provision**
Individual housing loans and loans to Small and Micro Enterprises (SMEs)	0.25 per cent
Housing loans extended at teaser rates	2 per cent which will decrease to 0.40 per cent after 1 year from the date on which the rates are reset at higher rates (if the accounts remain 'standard')
Advances to Commercial Real Estate – Residential Housing (CRE-RH) Sector	0.75 per cent
Advances to Commercial Real Estate (CRE) Sector (other than CRE-RH)	10 per cent
Restructured advances	As stipulated in the Reserve Bank of India (Non-Banking Financial Company – Resolution of Stressed Assets) Directions, 2025
All other loans and advances not included above, including loans to Medium Enterprises	0.40 per cent

The provision towards standard assets need not be netted from gross advances but shall be shown separately as 'Contingent Provisions against Standard Assets' in the balance sheet.

Reserve Bank of India (Non-Banking Financial Companies – Asset Liability Management) Directions, 2025 dated 28 November 2025 ("ALM Directions")

NBFCs, in terms of the ALM Directions, are required to have in place an asset liability management ("**ALM**") system for measuring, monitoring and managing their liquidity, interest rate, equity, and foreign exchange risks. This involves the categorisation of all assets and liabilities into different maturity profiles and evaluating these items for any mismatches in any particular maturities, especially in the short term. The ALM system rests on the functioning of ALM information systems within the NBFC, ALM organisation including an Asset Liability Committee ("**ALCO**") and ALM support groups, and the ALM process including liquidity risk management, funding strategies, prudential limits, system for measuring, assessing and reporting / reviewing liquidity, framework for stress testing; liquidity planning under alternative scenarios / formal contingent funding plan, nature and frequency of management reporting, and periodical review of assumptions used in liquidity projection.

The ALCO consisting of the NBFC's top management shall be responsible for ensuring adherence to the policies and the risk tolerance/limits set by the Board as well as implementing the liquidity risk management strategy of the NBFC. The role of the ALCO with respect to liquidity risk should include, *inter alia*, to decide on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for managing liquidity risk, and overseeing the liquidity positions of all branches.

The ALM Support Group consisting of the operating staff shall be responsible for analysing, monitoring and reporting the liquidity risk profile to the ALCO. Such support groups will be constituted depending on the size and complexity of liquidity risk management in an NBFC.

The ALM Directions mainly address liquidity and interest rate risks. In case of structural liquidity, the net cumulative negative mismatches in the maturity buckets 1-7 days, 8-14 days, and 15- 30 days shall not exceed 10 per cent., 10 per cent. and 20 per cent. respectively of the cumulative cash outflows in the respective time buckets. Further, all NBFCs with an asset size of Rs. 1000 million and above are required to adhere to the guidelines for liquidity risk management provided under the ALM Directions

Reserve Bank of India (Non-Banking Financial Companies– Credit Facilities) Directions, 2025 dated 28 November 2025("Credit Facilities Directions")

Microfinance Loans

The Credit Facilities Directions outline several key regulations for NBFCs including microfinance institutions and housing finance companies. Microfinance loans governed by these regulations are defined as collateral-free loans given to households with an annual household income up to Rs. 0.3 million. In relation to micro-finance loans, NBFC must have board-approved policies for assessing household income and ensuring that the outflows on account of repayment of monthly loan repayment obligations do not exceed 50 per cent. of the household's monthly income. Additionally, the NBFC shall put in place a Board approved policy regarding pricing of microfinance loans which shall, *inter alia*, cover the following: a well-documented interest rate model/approach for arriving at the all-inclusive interest rate, delineation of the components of the interest rate such as any cost of funds, risk premiums, margins, etc. in terms of the quantum of each component based on objective parameters, the range of spread of each component for a given category of borrowers and ceiling on the interest rate and all other charges applicable to such microfinance loans.

There shall be no prepayment charge levied on the microfinance loans as per the Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 dated 28 November 2025 ("**Business Conduct Directions**"). Charges, if any, for delayed payment shall be applied on the overdue amount and not on the entire loan amount.

The Business Conduct Directions also mandate that a fair practices code for microfinance loans to be put in place with the approval of the Board and the same should be displayed on its website. The fair practices code should be issued in a language understood by the borrower. There shall be a standard form of loan agreement for micro finance loans and loan cards in a language understood by the borrower. The NBFCs shall have a board approved policy regarding the conduct of the employees and a system for the staff recruitment, training and monitoring. In relation to microfinance loans, recovery practices must be fair, with mechanisms in place to identify borrowers facing repayment difficulties and prohibitions on harsh recovery methods.

Digital Lending

The Credit Facilities Directions apply to all digital lending activities of NBFCs. Digital lending means a remote and automated lending process by use of seamless digital technologies for customer acquisition, credit assessment, loan approval, disbursement, recovery and associated customer service, carried out through digital lending apps/platforms ("**DLAs**") and through lending service providers ("**LSP**") engaged via a contractual

agreement. NBFCs shall conduct enhanced due diligence before entering into arrangements with LSPs for digital lending and shall ensure that outsourcing to LSP shall in no manner dilute or absolve the NBFC of its obligations under any statutory or regulatory provision, and the NBFC shall remain fully responsible and liable for all acts and omissions of the LSP. NBFCs shall provide a key fact statement as per the extant applicable Directions, ensure that there is no automatic increase in credit limit, ensure disbursement of loan only into the bank account of the borrower, ensure that all repayments are executed directly into the NBFC's bank account without any pass-through account/ pool account of any third party, including the accounts of LSP, and that any fees, charges, reimbursements, etc. payable to LSP are paid directly by the NBFC and are not charged to or collected from the borrowers separately by LSP.

NBFCs must ensure that DLAs collect data only on a need-based basis with prior and explicit consent of the borrower having audit trail, ensure that LSPs will not store personal information except some basic minimal data, and ensure that no biometric data is stored/collected by NBFC and LSP and that all data is stored only in servers located within India. NBFCs shall report to credit information companies about any lending done through their DLAs and/or DLAs of LSPs and report all DLAs whether their own or of LSPs on the Centralised Information Management System portal of RBI. NBFCs may enter into default loss guarantee arrangements only with an LSP/other lender engaged as a LSP, and shall put in place a board approved policy for such DLG arrangements.

Project Finance

The Credit Facilities Directions provides for a harmonised framework for financing of projects in infrastructure and non-infrastructure sectors (including commercial real estate & commercial real estate- residential housing) by the NBFC. The Credit Facilities Directions shall not apply to projects where financial closure has been achieved as on October 1, 2025, though any fresh credit event and/or change in material terms thereafter shall follow the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025.

Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 dated 28 November 2025 ("Business Conduct Directions")

In accordance with the Business Conduct Directions, all NBFCs having customer interface should mandatorily adopt the guidelines on fair practices to be adhered to while conducting business. The guidelines require that all communications to the borrower shall be in the vernacular language or a language as understood by the borrower. Also, loan application forms shall include necessary information which affects the interest of the borrower, so that a meaningful comparison with the terms and conditions offered by other NBFCs can be made and an informed decision can be taken by the borrower. The loan application form shall indicate the documents required to be submitted with the application form. Such NBFCs should also give notice to the borrower in the vernacular language or a language as understood by the borrower of any change in the terms and conditions including disbursement schedule, interest rates, service charges, prepayment charges etc. Such NBFCs shall also ensure that changes in interest rates and charges are effected only prospectively.

In accordance with the Business Conduct Directions, all NBFCs must formulate appropriate internal procedures for determining interest rates, processing, penal and other charges.

The rate of interest and the approach for gradations of risk shall be made available on the website of the NBFC or published in the relevant newspapers. The information published shall be updated whenever there is any change in the interest rate. In the matter of recovery of loans, such NBFCs shall not resort to undue harassment methods which include persistently bothering the borrowers at odd hours, using muscle power for recovery of loans etc. Such NBFCs shall also ensure that their staff are adequately trained to deal with the customers in an appropriate manner.

In order to regulate charging of excessive interest rates, the board of each NBFC shall adopt an interest rate model considering the various relevant factors such as cost of funds, margin and risk premium and determine the rate of interest to be charged for loans and advances. The rate of interest and the approach for gradation of risk and the rationale for charging different rates of interest for different categories of borrowers are required to be disclosed to the borrowers in the application form and communicated explicitly in the sanction letter. Furthermore, the rate of interest would have to be annualised so that the borrower is aware of the exact rates that would be charged to the account.

Reserve Bank of India (Non-Banking Financial Companies - Know Your Customer ("KYC") Directions, 2025 dated 28 November 2025, as amended ("RBI KYC Directions")

The RBI KYC Directions are applicable to all categories of NBFCs for all layers, however, the RBI KYC Directions are not applicable for 'NBFCs not having any customer interface'. In terms of the RBI KYC Directions, every NBFC is required to formulate a KYC policy which is duly approved by the board of directors of such entity or a duly constituted committee thereof. The KYC policy formulated in terms of the RBI KYC Directions is required to include four key elements, being customer acceptance policy, risk management, customer identification procedures and monitoring of transactions. It is advised that all NBFCs ensure that a proper legal framework on anti-money laundering and countering the financing of terrorism is put in place to ensure compliance with the Prevention of Money-Laundering Act, 2002, the Prevention of Money Laundering (Maintenance of Records) Rules, 2005, including regulatory instructions in this regard and shall provide a bulwark against threats arising from money laundering, terrorist financing, proliferation financing and other related risks. The RBI KYC Directions provide for a simplified procedure for opening accounts by NBFCs. It also provides for an enhanced due diligence procedure.

It has prescribed detailed instructions in relation to, *inter alia*, the due diligence of customers, record management and reporting requirements to the Financial Intelligence Unit — India. The RBI KYC Directions have also issued instructions on sharing of information while ensuring secrecy and confidentiality of information held by NBFCs. The regulated entities must also adhere to the reporting requirements under the Foreign Account Tax Compliance Act and common reporting standards. The RBI KYC Directions also require the regulated entities to ensure compliance with the requirements/obligations under international agreements. The NBFCs must also pay adequate attention, undertake the risk assessments and a risk-based approach to any money-laundering and financing of terrorism risks that may arise from the development of new products and new business practices, including new delivery mechanisms, and the use of new or developing technologies for both new and existing products and ensure that appropriate KYC procedures issued from time to time are duly applied before introducing new products/services/technologies. All NBFCs are required to appoint a 'principal officer' at the management level for ensuring compliance, monitoring transactions, and sharing and reporting information as required under law.

Financing of NBFCs by banks

RBI has issued guidelines vide Reserve Bank of India (Commercial Banks – Credit Facilities) Directions, 2025 dated 28 November 2025, as amended ("**Master Directions – Commercial Bank Credit Facilities**") relating to the financing of NBFCs by commercial banks. In particular, these guidelines prohibit banks from lending to NBFCs for the financing of certain activities, such as:

(i) Bills discounted/rediscounted by NBFCs, except for rediscounting of bills discounted by NBFCs arising from sale of –

  (a) commercial vehicles (including light commercial vehicles), and

  (b) two wheeler and three wheeler vehicles, subject to the conditions prescribed under Master Directions – Commercial Bank Credit Facilities.

(ii) Investments of NBFCs both of current and long-term nature, in any company/entity by way of shares, debentures, etc. However, stock broking companies may be provided need-based credit against shares and debentures held by them as stock-in-trade.

(iii) Unsecured loans/inter-corporate deposits by NBFCs to/in any company.

(iv) All types of loans and advances by NBFCs to their subsidiaries, group companies/entities.

(v) Finance to NBFCs for further lending to individuals for subscribing to initial public offerings and for purchase of shares from the secondary market.

Further, as per the Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025 dated 28 November 2025, the exposure of a commercial bank to a single NBFC which is predominantly engaged in lending against collateral of gold jewellery (i.e. such loans comprising 50 per cent. or more of their financial assets), shall not exceed 7.5 per cent. of the bank's capital funds (Tier I plus Tier II Capital). However, this exposure ceiling may go up by five per cent., i.e., up to 12.5 per cent. of banks' capital funds if the additional exposure is on account of funds on-lent by such NBFCs to the infrastructure sector.

Further, exposures of scheduled commercial banks to NBFCs, excluding core investment companies, are risk weighted as per the ratings assigned by accredited external credit assessment institutions.

Master Direction - Reserve Bank of India (Filing of Supervisory Returns) Directions dated 27 February 2024 ("Supervisory Framework") To ensure compliance with regulatory standards, all NBFCs are required to submit to RBI various returns within the timelines prescribed by RBI under the Supervisory Framework and such returns should contain the correct and true information in relation to the NBFCs. The NBFCs are required to submit accurate and complete returns as specified in Annex III of the Supervisory Framework, strictly within the prescribed timelines and frequency provided under the Supervisory Framework. Exceptions to these timelines are detailed in Annex IV of the Supervisory Framework. The audited returns must be filed with the RBI within 5 working days from the date when the statutory auditor signs the auditor's report. Further, the Supervisory Framework prescribes penal action in respect of any violation of the provisions therein. NBFCs are required to achieve a higher degree of automation in generation of data for filing of returns and they are required to maintain proper records of sources and aggregation rules for generating returns' data. NBFCs are expected to measure and monitor the accuracy of data and to develop appropriate escalation channels and action plans to rectify any deterioration in data quality. Amongst others, the Supervisory Framework also outlines provisions regarding: (a) the responsibilities of the board and senior management of the NBFCs; and (b) designing, building and maintaining the data architecture and supporting IT infrastructure by the NBFCs, for accurate, complete and timely data aggregation and reporting not only in normal times but also during times of stress or crisis.

Reserve Bank of India (Non-Banking Financial Companies – Managing Risks in Outsourcing) Directions, 2025 dated 28 November 2025 ("Outsourcing Directions")

With a view to put in place necessary safeguards applicable to outsourcing of activities by NBFCs, RBI has issued Outsourcing Directions on managing risks and code of conduct in outsourcing of financial services by NBFCs. The Outsourcing Directions specify that core management functions including internal audit, strategic and compliance functions, decision making functions such as determining compliance with KYC norms for opening deposit accounts, giving sanction for loans (including retail loans) and management of investment portfolio, shall not be outsourced by NBFCs. However, for NBFCs in a group/conglomerate, these functions may be outsourced within the group subject to compliance with instructions in the Outsourcing Directions. Further, while internal audit function itself is a management process, the internal auditors can be on contract.

NBFCs (as applicable) should ensure that the rights and obligations of such NBFCs and the service providers are clearly set out in a legally binding agreement allowing such NBFCs to retain adequate control over the

outsourced activity and the right to intervene with appropriate measures to meet legal and regulatory obligations.

The Outsourcing Directions also provide for effective management of risks faced by NBFCs due to the outsourcing of information technology services and cover aspects in relation to arrangements for material outsourcing of information technology services by the NBFC. Accordingly, all existing and new outsourcing arrangements entered into by NBFCs (as applicable) are required to be brought into compliance with the provisions of the Outsourcing Directions, in accordance with the timelines provided thereunder. Under the Outsourcing Directions, NBFCs (as applicable) are required to consider all statutory and regulatory requirements, including conditions of approval, licensing or registration, when performing due diligence in relation to the outsourcing of information technology services. The RBI also prescribes certain specific requirements for storage, computing and movement of data in cloud environments, and outsourcing of security operations centres. NBFCs (as applicable) that outsource any IT services are required to formulate a comprehensive board approved policy for such outsourcing, which must include, inter alia: (a) the roles and responsibilities of the board, committees of the board (if any) and senior management, an information technology function,business function, as well as oversight and assurance functions in respect of the outsourcing of information technology services; (b) criteria for the selection of such activities and service providers; (c) parameters for defining material outsourcing based on the broad criteria; (d) delegation of authority depending on risk and materiality; (e) disaster recovery and business continuity plans; (f) systems to monitor and review the operations of these services; and (g) termination process and exit strategies, including business continuity in the event of a third-party service provider exiting the outsourcing arrangement. Further NBFCs (as applicable) are also required to establish a cloud adoption policy to identify the activities that can be moved to the cloud, to enable and support protection of various stakeholder interests and to ensure compliance with regulatory requirements etc.

Under the Outsourcing Directions, NBFCs (as applicable) are also required to implement a risk management framework to deal with the processes and responsibilities for identification, measurement, mitigation, management, and reporting of risks associated with the outsourcing of information technology services. Further, the Outsourcing Directions provide for other requirements relating to comprehensive assessments to evaluate the need for outsourcing of information technology services, grievance redressal mechanisms for customers, a requirement to create an inventory of outsourced services, aspects to be considered for due diligence of service providers, outsourcing within the NBFC's group or conglomerate, cross-border outsourcing and exit strategy.

Master Direction on Information Technology Governance, Risk, Controls, and Assurance Practices issued on 7 November 2023 ("Guidelines on IT Governance, Risk, Controls and Assurance Practices") The Guidelines on IT Governance, Risk, Controls and Assurance Practices consolidates and updates various guidelines and circulars on IT governance and controls, business continuity management and information systems audit. These directions are applicable to regulated entities, including NBFCs in the top layer, upper layer and middle layer.

The directive mandates NBFCs (as applicable) to adopt board approved frameworks and policies offering guidance on information technology ("**IT**") governance, with key focus on *inter alia* strategic alignment, risk management, resource management, performance management and business continuity/disaster recovery management. Further, the NBFC must ensure, among others: (a) formation of an IT strategy committee of the board of the NBFC; (b) constitution of an IT steering committee with representation at senior management level from IT and business functions of the NBFC; (c) appointment of a senior level, technically competent and experienced official in IT related aspects as the head of IT function; (d) establishment of a management framework to support its IT systems and infrastructure; (e) appropriate vendor risk assessment processes and controls, proportionate to the assessed risk and materiality of any IT activities/services outsourced to third-

parties which are not within the applicability of the Outsourcing Directions; (f) to conduct regular risk assessments; (g) development of robust processes for incident response and recovery, through analysis of past incidents and conduct of tests and drills; (h) implementation of comprehensive business continuity and disaster recovery management best practices; and (i) it has separate information systems audit function or resources who possess the required professional expertise and skills.

Reserve Bank of India (Non-Banking Financial Companies - Transfer and Distribution of Credit Risk) Directions, 2025 ("Credit Risk Transfer Directions")

Co-Lending Arrangements of NBFCs

The Credit Risk Transfer Directions provide comprehensive direction on co-lending arrangement ("**CLA**") entered into by NBFCS with Scheduled Commercial Banks (excluding Small Finance Banks/Local Area Banks/Regional Rural Banks), All India Financial Institutions, and all NBFCs (including Housing Finance Companies). The Credit Risk Transfer Directions will come into force from 1 January 2026, or an earlier date as decided by the NBFCs as per their internal policy, provided further the existing CLAs (i.e., the lending arrangements executed before 6 August 2025) and new CLAs entered into prior to the effective date shall comply with the extant Credit Risk Transfer Directions. Any new CLA entered into after the effective date shall be in compliance with the Credit Risk Transfer Directions.

The Credit Risk Transfer Directions do not apply to loans sanctioned under multiple banking, consortium lending, or syndication lending arrangements. CLA will be ex-ante agreement between originating RE which is originating the loans and partner RE which is co-lending to jointly fund a portfolio of loans, comprising of either secured or unsecured loans, in a pre-agreed proportion, involving sharing of revenue and risk; and NBFCs under a CLA shall be required to retain a minimum 10% of the individual loans in its books. The agreement to be entered between the CLA partners shall include the detailed terms and conditions of the arrangement, the criteria for selection of borrowers; specific product lines and areas of operation; fees payable for lending services; segregation of responsibilities; timeframe for critical information exchange; customer interface, customer protection issues and grievance redressal mechanism. The CLA shall entail an irrevocable commitment on part of partner RE to take on its books individual loans from originating RE on back-to-back basis, its share of the individual loans as originated by the originated RE not later than 15 calendar days from the date of disbursement, failing which the loans shall remain on the books of the originating RE and can be transferred to other eligible lenders under Part A of the Credit Risk Transfer Directions. All transactions between the REs, as well as with the borrowers, shall be routed through an escrow account. The partner RE may rely on KYC of originating RE in accordance with RBI KYC Directions. The credit policy is to incorporate provisions on CLAs including internal limits for the proportion of their lending portfolio under CLAs target borrower segments; due diligence of the partner entities; customer service and grievance redressal mechanism objective criteria for fees/charges. The loan agreement signed with the borrower shall make upfront disclosure regarding segregation of roles and responsibilities, single point of interface, customer protection provisions, and disclosure of Key Facts Statements for loans & advances under the Business Conduct Directions.

The Reserve Bank of India (Non-Banking Financial Companies - Treatment of Wilful Defaulters and Large Defaulters) Directions, 2025 dated 28 November 2025 (the "Directions on Wilful Defaulters and Large Defaulters")

The Directions on Wilful Defaulters and Large Defaulters aim to ensure a transparent and non-discriminatory process for classifying a borrower as wilful defaulters by NBFCs and establish a system to disseminate credit information about wilful defaulters for cautioning other lenders to ensure that further institutional finance is not made available to them. Further, irrespective of whether the entities fall within the definition of 'lender' (as *defined under the Directions on Wilful Defaulters and Large Defaulters*), the restrictions on further financial accommodation to wilful defaulters and the provisions regarding large defaulters contained in these directions

shall apply to all entities regulated by the RBI. The Directions on Wilful Defaulters and Large Defaulters provides for detailed processes for identifying and classifying wilful defaulters, specific measures against wilful defaulters, requirement for transparent mechanism for the entire process of identification of wilful defaulters and role of internal audit. Among other things, the directions also outlines (a) the procedures for reporting and dissemination of credit information on wilful defaulters and large defaulters to credit information companies, (b) treatment of compromise settlement with respect to wilful defaulters, (c) treatment of defaulted loans transferred, (d) treatment of accounts where resolution is done under the Bankruptcy Code/resolution framework guidelines issued by the RBI, (e) preventive measures to be undertaken by NBFCs along with role of statutory auditors and third parties in preventing wilful defaults and identifying them at an early stage.

Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 dated 28 November 2025 ("NBFC Miscellaneous Directions")

As per the NBFC Miscellaneous Directions, all NBFCs are required to inform RBI of any change in the complete postal address, telephone number/s and fax number/s, of its registered office/corporate office, names and residential addresses of its directors/auditors, names and official designations of its principal officers the names and office address of the auditors of the NBFC and the specimen signatures of its authorised signatories, within one month from the occurrence of such an event.

Reserve Bank of India (Non-Banking Financial Companies – Securitisation Transactions) Directions, 2025 ("Securitisation Directions")

Securitisation involves transactions where credit risk in assets is redistributed by repackaging them into tradeable securities with different risk profiles which may give investors of various classes access to exposures which they otherwise might be unable to access directly. While complicated and opaque securitisation structures could be undesirable from the point of view of financial stability, prudentially structured securitisation transactions can be an important facilitator in a well-functioning financial market in that it improves risk distribution and liquidity of lenders in originating fresh loan exposures. The RBI, to regulate the securitisation activities, introduced the Securitisation Directions to be applicable to NBFCs (including HFCs). These directions enunciate the assets which are eligible for securitisation and provide for other general requirements by way of specifying minimum retention requirement(s) for any originator who transfers from its balance sheet a single asset or a pool of assets to a special purpose entity as a part of a securitisation transaction.

Master Directions titled 'Reserve Bank of India (Fraud Risk Management in NBFCs) Directions, 2024' dated 15 July 2024 ("Fraud Risk Direction")

The RBI issued the **Fraud Risk Direction** to establish a comprehensive framework for the prevention, early detection, and timely reporting of fraud incidents to law enforcement agencies, the RBI and the National Housing Bank ("**NHB**"). The Fraud Risk Direction applies to all NBFCs (including housing finance companies) across the upper, middle and base layers, provided they have an asset size of Rs. 5000 million or more. The Fraud Risk Directions cover various aspects of fraud risk management, including governance structures, framework for early warning signals, internal and external audits, penalties for individuals or entities involved in fraudulent activities and procedures for reporting fraud cases to law enforcement agencies and the RBI.

NBFCs are required to implement mechanisms, policies and frameworks for effective fraud monitoring. Key requirements under Fraud Risk Direction include: (a) establishing a special committee with a minimum of three members of the board of the NBFC, consisting of at least two independent directors and the chief executive officer (or the managing director, where the chief executive officer is not a whole-time director) to oversee the effectiveness of fraud risk management, review and monitor fraud cases, and recommend mitigating measures for strengthening the internal controls, risk management framework and minimising the incidence of frauds; (b) setting up a transparent process to address whistle blower complaints in relation to possible fraud

cases/suspicious activities under the NBFC's whistle blower policy; (c) creating an organisational structure for institutionalisation of fraud risk management within the overall risk management function or department of the NBFC; and (d) developing a framework for 'early warning signals' under the overall fraud risk management policy approved by the board of the NBFC, to identify early warning indicators of potential fraud in credit facilities, loan accounts and other financial transactions. In addition, the Fraud Risk Direction provides detailed guidelines for reporting fraudulent activities, including: (i) establish nodal points or designated officers to report fraud incidents and coordinate with law enforcement agencies; (ii) submitting fraud monitoring returns for individual fraud cases; (iii) separately reporting frauds that occur in other entities within the NBFC's group; (iv) closing of fraud cases pursuant to completion of certain actions prescribed in the Fraud Risk Directions and maintaining records of closed cases for audit purposes; and (v) reporting of specific cases of theft, burglary, dacoity, and robbery and submitting quarterly reports on these incidents to the RBI.

Reserve Bank – Integrated Ombudsman Scheme, 2021 dated 12 November 2021 (the "Ombudsman Scheme")

The Ombudsman Scheme integrates three ombudsman schemes of RBI namely, (i) the Banking Ombudsman Scheme, 2006; (ii) the Ombudsman Scheme for Non-Banking Financial Companies, 2018; and (iii) the Ombudsman Scheme for Digital Transactions, 2019. The Ombudsman Scheme makes 'deficiency in services' as ground for filing complaints with certain exceptions. The responsibility of representing the NBFC and furnishing information in respect of complaints filed by customers against the NBFC would be that of the principal nodal officer in the rank of a general manager or equivalent. The NBFC will not have the right to appeal in cases where an award is issued by the ombudsman against it on account of non-response or non-furnishing of information sought within a stipulated time. A complaint may be lodged online through the portal designed for the purpose (https://cms.rbi.org.in). The complaint may also be submitted through electronic or physical mode to the Centralised Receipt and Processing Centre as notified by RBI. The ombudsman is entitled to call for certified copy of documents from the NBFC and the ombudsman is required to maintain confidentiality in relation to the same. The proceedings before the ombudsman shall be summary in nature and shall not be bound by any rules of evidence. The Ombudsman's award shall contain, *inter alia*, the direction, if any, to the NBFC for specific performance of its obligations and in addition to or otherwise, the amount, if any, to be paid by the NBFC to the complainant by way of compensation for any loss suffered by the complainant.

Master Direction - Reserve Bank of India (Internal Ombudsman for Regulated Entities) Directions, 2023 dated 29 December 2023 ("Ombudsman Directions")

The Ombudsman Directions mandate eligible NBFCs to establish an Internal Ombudsman (IO) framework as an independent apex authority for grievance redressal. The IO must review all complaints wholly or partly rejected by the NBFC before final closure, ensuring fairness and transparency. The Directions specify eligibility criteria, tenure (3–5 years), independence from the NBFC, and require adequate infrastructure and automated complaint escalation within 20 days of partly or wholly rejection by internal grievance redress mechanism, for a final decision. The IO and NBFC shall ensure that the final decision is communicated to the complainant within a period of 30 days from the date of receipt of complaint by the NBFC. IO decisions are binding unless overturned with competent authority (as defined under the Ombudsman Directions) approval, and NBFCs must report periodically to RBI, conduct annual audits, and maintain Board-level oversight.

REGULATION OF COMPANIES

Companies Act, 2013 ("Companies Act")

The Companies Act, as amended, seeks to strengthen corporate regulation by increasing the robustness of the existing provisions and introducing new measures, such as: (i) increasing the accountability of management by making independent directors more accountable; (ii) improving corporate governance practices; (iii) enhancing

disclosure norms in relation to capital raising; (iv) enhancing audit procedures and audit accountability; (v) increasing investor protection and activism by way of provisions relating to class action suits; (vi) ensuring protection of minority rights including exit options; (vii) promoting e-governance initiatives; (viii) ensuring stricter enforcement standards including establishment of the Serious Fraud Investigation Office for investigation of frauds relating to companies and special courts for summary trial of offences under the Companies Act offences; (ix) mandatory constitution of corporate social responsibility committee for every company having net worth of Rs. 5,000 million or more, or turnover of Rs. 10,000 million or more or a net profit of Rs. 50 million or more during the immediately preceding Fiscal Year and spend in every Fiscal Year, of at least two per cent. of the average net profits of the company made during the three immediately preceding Fiscal Years; (x) introducing the National Company Law Tribunal and its appellate authority which is the National Company Law Appellate Tribunal which has replaced the Company Law Board, the Board for Industrial and Financial Reconstruction and its appellate authority with the intention that all lawsuits relating to companies are made to one body; (xi) providing rules on related party transactions and acceptance of deposits; and (xii) the implementation of a fixed and variable legislation model with various provisions of the Companies Act delegating rule making power to Central Government.

Laws in relation to securing and recovering debts

The Recovery of Debts due to Banks and Financial Institutions Act, 1993

The Recovery of Debts due to Banks and Financial Institutions Act, 1993 (the "**DRT Act**") provides for establishment of the Debts Recovery Tribunals (the "**DRTs**") for expeditious adjudication and recovery of debts due to banks and public financial institutions or to a consortium of banks and public financial institutions. Under the DRT Act, the procedures for recovery of debt have been simplified and timeframes have been fixed for speedy disposal of cases. The DRT Act lays down the rules for establishment of DRTs, the procedure for making an application to the DRTs, powers of the DRTs and modes of recovery of debts determined by DRTs. These include attachment and sale of movable and immovable property of the defendant, arrest of the defendant and his detention in prison and appointment of receiver for management of the movable or immovable properties of the defendant.

The DRT Act also provides that a bank or public financial institution having a claim to recover its debt may join an ongoing proceeding filed by some other bank or public financial institution against its debtor at any stage of the proceedings before the final order is passed by making an application to the DRT.

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, as amended, as amended by the Enforcement of Security Interest and Recovery of Debts Laws and Miscellaneous Provisions (Amendment) Act, 2016 ("SARFAESI Act")

The SARFAESI Act provides for the enforcement of security interest without the intervention of the courts. Under the provisions of the SARFAESI Act, a secured creditor can recover dues from its borrowers by taking any of the measures as provided therein. The rights of secured creditors, with respect to the enforcement of security interest under the SARFAESI Act cannot be enforced unless the account of the borrower has been classified as a non-performing asset in the books of account of the secured creditor in accordance with the directions or guidelines issued by RBI or any other applicable regulatory authority. The secured creditors must serve a 60-day notice on the borrower demanding repayment of the amount due and specifying the borrower's assets over which the bank proposes to exercise remedies. If the borrower still fails to pay, the secured creditors, on expiry of the 60-day notice period, can: (i) take possession of the secured assets; (ii) take over the management of the secured assets along with the right to transfer by way of lease, assignment or sale of the secured assets; (iii) appoint any person to manage the secured assets; and (iv) require any person who has acquired any of the secured assets from the borrower to pay amounts necessary to satisfy the debt. The security interests covered by the SARFAESI Act are security interests over immovable and movable property, existing

or future receivables, certain intangible assets (such as know-how, patents, copyrights, trademarks, licences, franchises) and any debt or any right to receive payment of money, or any receivable, present or future, and in which a security interest has been created. Security interests over ships and aircraft, any statutory lien, a pledge of movables, any conditional sale, hire purchase or lease or any other contract in which no security interest is created, rights of unpaid sellers, any property not liable to attachment, any security interest for securing repayment of a financial asset less than Rs. 2 Million, agricultural land and any case where the amount due is less than 20 per cent. of the principal amount and interest are not enforceable under the SARFAESI Act. In addition, the Ministry of Finance, pursuant to a notification provided that the SARFAESI Act, shall be applicable to certain NBFCs which have assets over Rs. 1,000 million as per their last audited balance sheet.

In the event that the secured creditor is unable to recover the entire sum due by exercise of the remedies under the SARFAESI Act in relation to the assets secured, such secured creditor may approach the relevant court for the recovery of the balance amounts. A secured creditor may also simultaneously pursue its remedies under the SARFAESI Act.

The Insolvency and Bankruptcy Code, 2016

The Insolvency and Bankruptcy Code, 2016 (the "**Bankruptcy Code**") was notified on 5 August 2016. The Bankruptcy Code offers a uniform and comprehensive insolvency legislation encompassing all companies, partnerships and individuals (other than financial firms). It allows creditors to assess the viability of a debtor as a business decision and agree upon a plan for its revival or a speedy liquidation. The Bankruptcy Code creates a new institutional framework, consisting of a regulator, insolvency professionals, information utilities and adjudicatory mechanisms, which will facilitate a formal and time-bound insolvency resolution and liquidation process.

RBI vide the Reserve Bank of India (Non-Banking Financial Companies – Resolution of Stressed Assets) Directions, 2025 read with its circular dated 7 June 2019 laid down the Prudential Framework for Resolution of Stressed Assets whereby prescribing the regulatory approach for resolution of stressed assets *inter alia* by: (i) early recognition and reporting of default by banks, financial institutions and NBFCs in respect of large borrowers; (ii) affording complete discretion to lenders with regard to design and implementation of resolution plans, in supersession of earlier resolution schemes (S4A, SDR, 5/25 etc.), subject to the specified timeline and independent credit evaluation; (iii) laying down a system of disincentives in the form of additional provisioning for delay in implementation of a resolution plan or initiation of insolvency proceedings; (iv) withdrawal of asset classification dispensations on restructuring, with future upgrades to be contingent on a meaningful demonstration of satisfactory performance for a reasonable period; and (v) requiring the mandatory signing of an inter-creditor agreement by all lenders, which will provide for a majority decision making criteria. MCA vide notification dated 15 November 2019, issued the Insolvency and Bankruptcy (Insolvency and Liquidation Proceedings of Financial Service Providers and Application to Adjudicating Authority) Rules, 2019 ("**FSP Rules**") *inter alia* governing the corporate insolvency resolution process and liquidation process of Financial Service Providers ("**FSPs**") under the Bankruptcy Code. The issuance of the FSP Rules has made a viable and unified resolution process accessible for the FSPs and their creditors with some procedural differences.

Registration of a charge

Under the Companies Act, a company is required to register a charge on its property or assets or any of its undertakings, whether tangible or otherwise, by filing the relevant form (*as prescribed under the Companies Act*) with the relevant registrar of companies ("**RoC**") along with the instrument creating this charge within 30 days of its creation by paying a prescribed fee.

No charge created by a company will be taken into account by the liquidator or any other creditor unless it is duly registered and a certificate of registration of such charge is given by the RoC. If the particulars of a charge are not filed within the aforesaid period but filed within a period of 120 days of such creation or modification,

an additional fee shall be levied. Further, a company is required to keep at its registered office a register of charges and enter therein particulars of all the charges registered with the RoC on any of the property, assets or undertakings of that company as well as particulars of any modification of a charge and satisfaction of charge.

The entries in the register of charges of the company shall be made forthwith after the creation, modification or satisfaction of a charge, as the case may be. Where a charge is registered with the RoC, they will issue a certificate of registration of such charge to the person in whose favour the charge is created.

The Government of India has issued the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (Central Registry) Rules, 2011 ("**CERSAI Rules**") under the Securitisation and Reconstruction of Financial Assets and Enforcement Act. Pursuant to the CERSAI Rules, all charges created by the security provider in the form of mortgages or hypothecation of assets are required to be registered with the Central Registry of Securitisation Asset Reconstruction and Security Interest of India.

Labour Laws

India has a comprehensive framework of labour laws that govern conditions of work and employment, including working hours, safety standards, protection, welfare measures, and terms of employment for labourers and employees. The following are the material labor related legislation that may be applicable to the operations of the Company:

i. Employees' Provident Funds and Miscellaneous Provisions Act, 1952*
ii. Employees' State Insurance Act, 1948*
iii. Minimum Wages Act, 1948*
iv. Payment of Bonus Act, 1965*
v. Payment of Gratuity Act, 1972*
vi. Payment of Wages Act, 1936*
vii. Maternity Benefit Act, 1961*
viii. Apprentices Act, 1961
ix. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
x. Employee's Compensation Act, 1923*
xi. The Industrial Employment (Standing Orders) Act, 1946*
xii. The Equal Remuneration Act, 1976*
xiii. Contract Labour (Regulation & Abolition) Act, 1970*

The Government of India implemented the following: Code of Wages, 2019, Code of Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020 and the Industrial Relations Code, 2020, (collectively referred to as the "Labour Codes**") which have come into effect from 21 November 2025 through Gazette notifications dated 21 November 2025, and such Labour Codes have rationalized and replaced 29 existing central labour laws. The Issuer is, inter alia, subject to the Labour Codes.*

Shops and Establishments legislations in various states

The provisions of various shops and establishments legislations, as applicable, regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of *inter alia* registration, opening and closing hours, daily and weekly working hours, holidays, leave, health, termination of services and safety measures and wages for overtime work.

Laws relating to Intellectual Property

In India, trademarks enjoy protection both statutory and under common law. The Trademarks Act, 1999, as amended, ("**Trademarks Act**") and the Copyright Act, 1957, as amended, amongst others govern the law in relation to intellectual property, including brand names, trade names and service marks and research works. The Trademarks Act governs the statutory protection of trademarks in India. It governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark.

The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure.

Foreign Investment Regulations

Foreign Exchange Management (Non – debt Instruments) Rules, 2019

RBI issued Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended ("**FEMA Non-Debt Rules**") to replace the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations, 2017. As per the FEMA Non-Debt Rules, FDI under the automatic route is permitted for investment in "Other Financial Services" which mean financial services activities regulated by financial sector regulators, such as RBI, the Securities and Exchange Board of India, the Insurance Regulatory and Development Authority, the Pension Fund Regulatory and Development Authority, the National Housing Bank or any other financial sector regulator as may be notified by the Government of India, subject to certain conditions. Further, the DIPP by way of press note no. 3 (2020 series) amended the FEMA Non-Debt Rules by restricting foreign direct investments by an entity of any country which shares a border with India or where the beneficial owner of an investment into India is situated in, or is a citizen of such a country, only through the Government approval route.

Foreign Direct Investment

Foreign direct investment ("**FDI**") in an Indian company is governed by the provisions of the FEMA read with the FEMA Non-Debt Rules, the Master Directions on Foreign Investment in India issued by RBI from time to time, the latest being 4 January 2018, as amended and updated from time to time, and the consolidated FDI Policy, effective from 15 October 2020, issued by the Department for Promotion of Industry and Internal Trade. FDI is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector concerned. Under the automatic route, no prior government approval is required for the issue of securities by Indian companies/acquisition of securities of Indian companies. Indian companies receiving investment as consideration for issue of capital instruments are required to file the required documentation with RBI within 30 days of such issue of securities approval route, prior approval from the relevant administrative ministry/department of the Government of India or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route (other than in prohibited sectors) may be brought in through the approval route. Furthermore, as per the sector specific guidelines of the Government, 100 per cent. FDI/NRI investments are allowed under the automatic route in certain NBFC activities subject to compliance with the guidelines of RBI in this regard. Where FDI is allowed on an automatic basis without governmental approval, RBI would be the primary agency for the purposes of monitoring and regulating foreign investment. In addition, FDI in NBFCs shall be subject to conditionalities, including minimum capitalisation norms, as specified by RBI or the relevant department of the Government of India.

External Commercial Borrowings

Indian companies are allowed to raise funds through external commercial borrowings ("**ECB**"), including loans, floating/fixed rate notes/bonds, buyers' credit and suppliers' credit and such ECB can be secured or unsecured under the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2018, read together with the Reserve Bank of India Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated 26 March 2019, as amended and updated from time to time ("**ECB Master Directions**"), issued by RBI.

ECB can be accessed under two routes: (i) the automatic route; and (ii) the approval route. The automatic route does not require a borrower to obtain any RBI approvals, whereas the approval route requires (a) a prior RBI approval and (b) examination of the cases by the Authorised Dealer Banks (the "**AD Banks**"), and which refers

to circumstances where prior RBI approval is mandatory before raising an ECB. The ECB Master Directions classify ECBs under the following categories:

(i) foreign currency denominated ECB ("**FCY denominated ECB**"); and

(ii) rupee denominated ECB ("**INR denominated ECB**").

Automatic route

Eligible borrowers under the ECB Master Directions

Under the automatic route, all entities eligible to receive FDI have been classified as eligible borrowers for raising FCY denominated ECB and INR denominated ECB. Further, the following entities are also eligible to raise ECB:

(a) port trusts;

(b) units in special economic zones;

(c) Small Industries Development Bank of India ("**SIDBI**");

(d) Export Import Bank of India ("**EXIM**"); and

(e) registered entities engaged in micro-finance activities, namely registered not for profit companies, registered societies/trusts/cooperatives and non-government organisations (permitted only to raise INR denominated ECB).

Recognised lenders under the ECB Master Directions

The foreign lenders eligible to provide both categories of ECBs are as follows:

(a) the lenders should be resident of a Financial Action Task Force ("**FATF**") compliant country or International Organisation of Securities Commission's ("**IOSCO**") compliant country, including on transfer of ECBs;

(b) multilateral and regional financial institutions, where India is a member country; and

(c) individuals who are residents of FATF compliant countries or IOSCO compliant countries, if they are foreign equity holders of the Issuer or subscribing for bonds, notes or debentures which are listed outside India.

Banks incorporated in India cannot subscribe to the Notes. However, foreign branches and subsidiaries of Indian banks are permitted as recognised lenders only for FCY denominated ECB (except foreign currency convertible bonds and foreign currency exchangeable bonds). Further, foreign branches and subsidiaries of Indian banks, subject to applicable prudential norms, can participate as arrangers, underwriters and market-makers and traders for Rupee denominated bonds issued overseas. However, underwriting by foreign branches/subsidiaries of Indian banks for issuances by Indian banks will not be allowed.

Minimum Average Maturity Period ("MAMP")

MAMP for ECB will be 3 years. Call and put options, if any, shall not be exercisable prior to completion of minimum average maturity. However, for the specific categories mentioned below, the MAMP will be as prescribed therein:

Sr. No.	Category	MAMP
(a)	ECB raised by manufacturing companies up to U.S.$50 million or its equivalent per financial year.	1 year

(b)	ECB raised from foreign equity holder for working capital purposes, general corporate purposes or for repayment of rupee loans	5 years
(c)	ECB raised for**:** (i) working capital purposes or general corporate purposes (ii) on-lending by NBFCs for working capital purposes or general corporate purposes	10 years
(d)	ECB raised for**:** (i) repayment of rupee loans availed domestically for capital expenditure (ii) on-lending by NBFCs for the same purpose	7 years
(e)	ECB raised for: (i) repayment of rupee loans availed domestically for purposes other than capital expenditure. (ii) on-lending by NBFCs for the same purpose	10 years
for the categories mentioned at (b) to (e) – (i) ECB cannot be raised from foreign branches/subsidiaries of Indian banks (ii) the prescribed MAMP will have to be strictly complied with under all circumstances		

End-use of ECB proceeds

ECB proceeds under FCY denominated ECBs and INR denominated ECBs can be utilised for all purposes except (i) real estate activities; (ii) investment in capital markets; (iii) equity investment (iv) working capital purposes, except in case of ECBs mentioned at point (b) and (c) of the table above; (v) general corporate purposes ECBs mentioned at point (b) and (c) of the table above; (vi) repayment of Indian Rupees loans, except in case of ECBs mentioned at point (d) and (e) of the table above; and (vii) on lending to the entities for the above stated purposes, except in case of ECB raised by NBFCs as given at point (c), (d) and (e) of the table above.

Limit and leverage

Further, the maximum amount which can be raised every financial year under the automatic route is U.S.$750 million or equivalent per financial year under the automatic route. Any issuance of such bonds above U.S.$750 million in a financial year will require prior RBI approval. Further, in case of FCY denominated ECB raised from direct foreign equity holders, ECB liability-equity ratio for ECBs raised under the automatic route cannot exceed 7:1. However, this ratio will not be applicable if the outstanding amount of all ECBs, including the proposed one, is up to U.S.$5 million or equivalent. Further, the borrowing entities will also be used governed by the guidelines on debt to equity ratio issued, if any, by the sectoral or prudential regulator concerned.

All-in cost

The all-in cost ceiling for FCY denominated ECBs is the benchmark rate (which in case of FCY denominated ECB refers to any widely accepted interbank rate or alternative reference rate ("**ARR**") of six-month tenor, applicable to the currency of borrowing) plus 550 bps spread, for existing ECBs linked to LIBOR whose benchmarks are changed to ARR. Further, for fresh FCY denominated ECB, the all-in cost of benchmark rate plus 500 bps spread will be applicable.

All-in cost for INR denominated ECBs is 450 basis points over the prevailing yield of the Government of India securities of corresponding maturity.

Hedging requirements

The entities raising ECB are required to follow the guidelines for hedging issued, if any, by the concerned sectoral or prudential regulator in respect of foreign currency exposure. Infrastructure space companies shall have a board approved risk management policy. Further, such companies are required to mandatorily hedge 70 per cent. of their ECB exposure in the event the average maturity of ECB is less than five years. The ECB borrower will be required to cover principal as well as coupon through financial hedges. The financial hedge for all exposure on account of ECB should start from the time of each such exposure (i.e. the day liability is created in the books of the borrower). A minimum tenor of one year of financial hedge would be required with periodic rollover duly ensuring that the exposure on account of ECB is not unhedged at any point during the currency of ECB. Natural hedge, in lieu of financial hedge, will be considered only to the extent of offsetting projected cash flows or revenues in the matching currency, net of all other projected outflows. For this purpose, an ECB may be considered naturally hedged if the offsetting exposure has the maturity/cash flow within the same accounting year. Any other arrangements/structures, where revenues are indexed to foreign currency, will not be considered as a natural hedge.

Furthermore, the overseas investors are eligible to hedge their exposure in INR denominated ECBs through permitted derivative products with AD Banks in India. The investors can also access the domestic market through branches/subsidiaries of Indian banks abroad or branches of foreign banks with Indian presence on a back-to-back basis.

Approval route

All ECBs falling outside the automatic route limits are considered by RBI under the approval route; namely, ECBs which can be availed with prior RBI approval.

Security for raising ECB

Under the revised ECB framework, AD banks are allowed to permit the creation or cancellation of a charge on immovable assets, movable assets, financial securities and issue of corporate and/or personal guarantee in favour of an overseas lender or security agent to secure the ECB to be raised by the borrower as long as the following conditions are satisfied:

(a) the ECB should be in compliance with applicable ECB Master Directions;

(b) the loan agreement should have a security clause requiring the ECB Borrower to create or cancel a charge, in favour of an overseas lender or security agent, on immovable assets/movable assets/financial securities/issuance of corporate and/or personal guarantee; and

(c) no objection certificate from the existing lenders in India has to be obtained for the creation of a charge.

Once the aforesaid conditions are met, the AD Bank can allow the creation of a charge on immovable assets, movable assets, financial securities and issue of corporate and/or personal guarantee during the tenor of the ECB in compliance with the conditions laid down in respect of kinds of security created under the revised ECB framework.

Filing and reporting requirements in relation to issuance of Notes

The ECB borrower is required to obtain a loan registration number ("**LRN**") from RBI before availing any drawdown under the Notes. To obtain this, ECB borrowers are required to submit a completed Form ECB which also contains the terms and conditions of the ECB, in duplicate to the AD Bank. The AD Bank is then required to forward the completed Form ECB to RBI.

The ECB borrower is also required to submit an ECB-2 Return on a monthly basis via its AD Bank Category I to RBI and any other monthly and annual filings as well as event-based filings as set out in the ECB Master Directions.

Procedure in relation to any change to the Terms and Conditions of the Notes

Any change in the Terms and Conditions of the Notes after obtaining the LRN are required to be reported to RBI through a revised form ECB at the earliest, and in any case not later than seven days from the changes effected. Furthermore, the borrowers are required to report actual ECB transactions through Form ECB 2 Return through the AD Bank on a monthly basis so as to reach RBI within seven working days from the close of the month to which it relates and the changes, if any, in ECB parameters should also be incorporated therein.

Any change in the Terms and Conditions of the Notes after obtaining the LRN may require the prior approval of RBI or the AD Bank, as the case may be. Any redemption of the Notes prior to the minimum average maturity period, including on occurrence of an early redemption event and/or due to call or put options or due to taxation reasons (as further described in the Terms and Conditions of the Notes) will require the prior approval of RBI.

Indemnity

Remittances of funds outside of India by the Company pursuant to indemnity clauses under the Terms and Conditions of the Notes, and/or any other agreements in relation to the Notes, requires prior RBI approval.

Legislative framework for International Financial Services Centre

The International Financial Services Centre Authority ("**IFSCA**") is a statutory authority established under the International Financial Services Centre Authority Act, 2019 for the development and regulation of financial products, financial services and financial institutions situated at the International Financial Services Centres ("**IFSCs**") set up under Section 18 of the Special Economic Zones Act, 2005. The IFSCA recently introduced the International Financial Services Centre Authority (Listing) Regulations, 2024 dated 30 August 2024 ("**IFSCA Regulations**"), which provide a unified regulatory framework for listing of various securities by issuers incorporated in the IFSC, India and foreign jurisdictions on exchanges in IFSCs. These regulations aim to assist issuers in accessing and raising capital through stock exchanges in IFSCs. These regulations cover issuance and listing of various financial products on the recognised stock exchanges in IFSC. These regulations were issued in suppression of previous regulations, the International Financial Services Centres Authority (Issuance and Listing of Securities) Regulations, 2021.

The issuer shall obtain credit rating for its debt securities proposed to be listed on a recognised stock exchange in an IFSC, from a credit rating agency registered either with IFSCA or with a regulator in a foreign jurisdiction. However, on and from 1 April 2025 or such other date as may be specified by IFSCA, the issuer is required to obtain a credit rating from at least one credit rating agency registered with the IFSCA and may obtain any additional credit rating(s) from a globally recognised rating agency which is registered with a regulator in a foreign jurisdiction. The issuer is required to disclose details of the ratings, assigned to the debt securities, in the Offering Circular.

Digital Personal Data Protection Act, 2023 ("DPDP Act")

The DPDP Act received Presidential assent and was notified on August 11, 2023; however, its provisions will be implemented in phased manner. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. It mandates data fiduciaries to provide a notice in plain and clear language describing the personal data sought to be collected and the purpose of processing, and provides that personal data may be processed only for a lawful purpose after obtaining consent, which may be withdrawn at any time. A data principal will have the right to obtain information about processing, seek correction and erasure, and nominate another person to exercise rights, and shall not register false or frivolous grievances or furnish false particulars, among other duties.

The DPDP Act imposes obligations on data fiduciaries to make reasonable efforts to ensure accuracy, completeness and consistency of data, build reasonable security safeguards, inform the Data Protection Board of India and affected persons in the event of a breach, and erase personal data upon withdrawal of consent or when the purpose is no longer served. The Digital Personal Data Protection Rules, 2025 ("**DPDP Rules**"), were officially notified by the Government of India on November 13, 2025, with a phased rollout for compliance. The DPDP Rules include detailed implementation aspects pertaining to notice, registration and obligations of consent managers, processing of personal data for issuance of subsidy, benefit or service by State, applicability of reasonable security safeguards, breach intimation, exercise of rights, processing of personal data of a child or person with disability, constitution and functioning of the Data Protection Board, and procedure for appeals.

LEGAL PROCEEDINGS

The Company is party to various legal proceedings which arise in the ordinary course of its operations. It is not involved in any legal proceedings and disputes, and no proceedings are threatened, which may have, or have had, a material adverse effect on the business, financial condition or operations of the Company. Further, except as stated in this section, the Company is not involved in: (i) any outstanding civil litigation or tax proceedings that may have an adverse impact exceeding Rs. 1654.6 million; (ii) any outstanding criminal litigation ; (iii) pending proceedings initiated against the Company for economic offences and (iv) any pending litigation involving the Company, whose outcome could have a material adverse effect on the financial position of the Company such that it may affect the Notes or the investor's decision to invest/continue to invest in the Notes and (v) any material event/development or change that may have negative implications on the financials or credit quality of the Company (e.g. any material regulatory proceedings against the Company, litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the issue or the investor's decision to invest/continue to invest in the Notes.

The number of proceedings and disputes which the Company is involved in is not unusual for a company of this size operating in India. Details of material litigation that the Company is involved in as of this date are provided below.

Material litigation and regulatory actions involving the Company

(A) CIVIL LITIGATIONS

(a) Civil Litigation against the Company

Priyanka Communication (India) Private Limited ("**Petitioner**") filed a suit ("**Suit**") before the High Court of Judicature at Bombay ("**High Court**") against the Company and others (being certain other secured lenders) ("**Respondents**") praying to stay the proceedings initiated or filed by the Respondents including the proceedings filed under the SARFAESI Act and claiming an amount of Rs. 51680.0 million for damages arising out of alleged breach of contract and Rs. 2000.0 million for damages towards alleged mental trauma and harassment and further alleging that the declaration of SMA-2 and classification of loan account as NPA has been wrongly done in violation of RBI norm along with interest at 18 per cent. p.a. This matter is currently pending.

(b) Civil Litigation by the Company

(i) TCFSL ("**Claimant**") had advanced a loan amounting to Rs. 700.0 million to Siva Ventures Limited (subsequently merged with Siva Industries and Holdings Limited ("**SIHL**")) and Rs. 1,300.0 million to SIHL. The said loans were secured by a pledge of 6,22,25,000 unlisted equity shares of Tata Teleservices Limited ("**TTSL**"). However, due to non-repayment of the outstanding amounts of Rs. 2,329.0 million, a dispute arose between the parties which was settled by execution of a settlement agreement dated 10 June 2014, whereunder, the Claimant acquired the pledged shares whereas a shareholders' agreement dated 10 June 2014 ("**Shareholders' Agreement**"), and a personal guarantee by C. Sivasankaran were executed. Subsequently, the Claimant invoked the put option under the Shareholders' Agreement which allegedly was not honoured by SIHL and C. Sivasankaran.

Thereafter, arbitration proceedings were initiated by the Claimant against SIHL and C Sivasankaran respectively for claiming an amount of Rs. 3,433.4 million. The Supreme Court of India ("**Supreme Court**") by way of an order dated 2 April 2018, appointed a

sole arbitrator in the matter and the arbitration proceedings were concluded by passing an award dated 30 May 2023, in favour of the Claimant for the entire claim of Rs. 3,430.0 million with simple interest ("**Decree Amount**"). The Claimant has filed execution petitions ("**Execution Petition**") before the High Court of Madras ("**Court**") against SIHL and C. Sivasankaran and interim orders of injunction both dated 12 June 2024 ("**Orders**"), have been passed therein. SIHL has now filed an application dated 19 March 2025, for modification of the Orders. An execution petition dated 9 August 2025 ("**Execution Petition I**"), has been filed by the Claimant against SIHL, and others ("**Other Respondents**") before the Court. As per the Execution Petition I, the Claimant has prayed the Court to prohibit the Other Respondents from making any payments to SIHL without express consent of the Claimant and direct them to deposit the Decree Amount lying in the bank account of SIHL to the credit of the Execution Petition under Order XXI Rule 46 of the CPC.

Further, an application to initiate corporate insolvency resolution process in respect of SIHL under Section 7 of the IBC was admitted by the NCLT and liquidation proceedings were initiated. An application of withdrawal under Section 12A of the IBC was filed by the resolution professional and pursuant to an order by the Supreme Court dated 3 June 2022, SIHL came out of the IBC proceedings in pursuance of a settlement plan agreed between SIHL and its creditors other than TCFSL. The Company has filed an impleadment application and an application for directions before the Supreme Court seeking certain reliefs qua the excess amount out of the sale proceeds of property mortgaged to another lender. The matters are currently pending.

(ii) TCFSL invoked arbitration by way of a letter dated 9 December 2009 ("**Letter**") against Biotor Industries Limited ("**Biotor**") and others (collectively with Biotor, the "**Respondents**"), and filed a claim before a sole arbitrator ("**Arbitrator**") for default in repayment of dues under a bill discounting facility for an amount of Rs. 300.0 million, whose limit was further enhanced to Rs. 500.0 million ("**Facilities**") and calling for payment of the dues amounting to Rs. 356.7 million along with penal charges. TCFSL also filed an arbitration petition dated 16 December 2009, under Section 9 of the Arbitration and Conciliation Act, 1996 for certain interim reliefs, which were granted by way of an order dated 15 October 2010, by the Arbitrator, wherein the Respondents were directed not to deal with or dispose their assets. A statement of claim dated 10 December 2010 ("**Claim**") was filed by TCFSL against the Respondents for an amount of Rs. 425.1 million along with a penal interest of Rs. 328.9 million, and for seeking other reliefs. Subsequently, the Respondents filed a written statement and counter claim dated 29 January 2011 ("**Counter Claim**") for claiming damages due to alleged fraud committed upon them, amounting to more than Rs. 2,500.0 million comprising, inter alia, loss of goodwill, unilateral stoppage of bill discounting facility, and premium of insurance policy among others. TCFSL has also filed an application before the sole arbitrator to pass an award rejecting the Counter Claim.

The Respondents along with one of the directors of Biotor ("**Plaintiffs**") have also filed a suit in December 2012 ("**Suit**") before the High Court of Judicature at Bombay against the Company, certain employees of the Company and others (collectively with the Company, the "**Defendants**") ("**Defendants**"), alleging fraud by the Defendants for colluding with the employees of Biotor and coercing the Plaintiffs to avail the Facilities. The Company has filed an application before the High Court of Judicature at Bombay

under Section 8 of the Arbitration and Conciliation Act, 1996 for rejection of the Suit under Order VII, Rule 11 of the CPC and referring the matter to arbitration.

Further, a petition filed under Section 7 of the IBC ("**Petition**") before the Mumbai Bench of National Company Law Tribunal ("**NCLT**"), against Biotor was admitted and a moratorium was imposed under Section 14 of the IBC. Post the admission of the Petition, NCLT by way of its order dated 31 December 2018, ordered the liquidation of Biotor. A proof of claim has been filed by the Company in this regard claiming Rs. 860.8 million from Biotor. The matters are currently pending.

(iii) TCFSL ("**Applicant**") had sanctioned a Rs. 1,000.0 million working capital term loan ("**Loan**") under a term loan agreement dated 15 April 2011 ("**Loan Agreement**") to M/s. Deccan Chronicle Holdings Limited ("**Deccan**") in 2011. Subsequently, due to default in repayment of the Loan by Deccan, the Applicant initiated arbitration proceedings against Deccan. The arbitrator passed an interim award dated 16 April 2014, in favour of the Applicant for Rs. 1,000.0 million and a final award dated 1 October 2016, for the cost component.

TCFSL has submitted a proof of claim by financial creditor amounting to Rs. 1,827.2 million dated 2 August 2017 to the interim resolution professional/resolution professional under Regulation 8 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016, in respect of the corporate insolvency resolution process ("**CIRP**") alleging that the Corporate Debtor failed to repay a Rs. 1,000.0 million working capital term loan under a term loan agreement dated 15 April 2011 ("**Loan Agreement**") and also breached the terms of the Loan Agreement. Deccan Chronicle Holdings Limited ("**Corporate Debtor**") is undergoing CIRP pursuant to an application filed by the resolution professional under Sections 30(6) and 31 of the IBC before the Hyderabad Bench of the National Company Law Tribunal at Hyderabad ("**NCLT**"). NCLT approved the resolution plan submitted by M/s SREI Multiple Asset Investment Trust Vision India Fund, one of the resolution applicants ("**Resolution Applicant**") by an order dated 3 June 2019 ("**Resolution Plan**") as it met the requirements under Section 30(2) of the IBC. Further, by an order dated 23 January 2024 ("**Impugned Order**"), NCLT ordered implementation of the Resolution Plan including payment of the entire amount due under the Resolution Plan within 30 days of receipt of the copy of order by the Resolution Applicant. The Company has filed an interlocutory application dated 5 November 2024, before the Chennai Bench of National Company Law Appellate Tribunal ("**NCLAT**") to be impleaded as a respondent in an appeal connected with this matter. Subsequently, an order was passed by the NCLAT to implead the Company as a party to this proceeding. The matter is currently pending.

(B) CRIMINAL LITIGATIONS

(a) Criminal Cases against the Company

There is no criminal litigation against the Company that is expected to have a material impact on the Notes or the investor's decision to invest/continue to invest in the Notes.

(b) Criminal Cases by the Company

There is no criminal litigation filed by the Company that is expected to have a material impact on the Notes or the investor's decision to invest/continue to invest in the Notes.

(c) Cases filed or initiated by the Company under Section 138 of the Negotiable Instruments Act, 1881

The Company and TMFL have filed 150,878 proceedings against various borrowers before various fora under the various provisions of Section 138 of the Negotiable Instruments Act, 1881 and Section 25 of the Payment and Settlement Systems Act, 2007, in relation to dishonour of cheques and NACH for recovery of amounts due to the Company. The total amount involved in all these matters is approximately Rs. 77,667.1 million to the extent ascertainable.

(C) ACTIONS TAKEN BY REGULATORY AND STATUTORY AUTHORITIES

There are no actions taken by regulatory and statutory authorities against the Company that is expected to have a material impact on the Notes or the investor's decision to invest/continue to invest in the Notes.

(D) TAXATION

None of the tax proceedings/litigations of the Company are expected to have a material impact on the Notes or the investor's decision to invest/continue to invest in the Notes.

Please see below the table setting out details of tax proceedings/litigations of the Company – (i) in the case of direct tax, under various sections of the Income Tax Act, 1961 inter alia sections 14A; 56(2)(vii)(a); 43B; 37; 270A and cases pertaining to interest on perpetual non-convertible debentures and (ii) in case of indirect tax, cases pertaining to disallowance of input tax credit, excess collection of value added tax and higher tax rate on lease.

Entity	**No. of Cases**		**Amount Involved[(1)]**	
	Direct Tax	**Indirect Tax**	**Direct Tax**	**Indirect Tax**
			(Rs. in million)	
Tata Capital Limited.....	32	69	3,419.0	2,122.5

Note:

(1) To the extent quantifiable

***Note**: All TCFSL and TCCL outstanding litigations including legal and tax proceedings stands transferred to TCL, pursuant to NCLT order dated 24 November 2023, which came into effect from 1 January 2024. The necessary amendments in such litigations/proceedings are being carried out in due course. Reference to TCFSL and TCCL be read as TCL or Company.*

***Note**: All TMFL outstanding litigations including legal and tax proceedings stands transferred to TCL, pursuant to NCLT order dated 1 May 2025, which came into effect from 8 May 2025. The necessary amendments in such litigations/proceedings are being carried out in due course. Reference to TMFL be read as TCL or Company.*

TAXATION

The information provided below does not purport to be a comprehensive description of all Indian and other non-Indian tax considerations which may be relevant to a decision to purchase Notes. In particular, the information does not consider any specific facts or circumstances that may apply to a particular purchaser. Neither these statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements in this Offering Circular do not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Notes and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special and different rules.

Prospective purchasers of Notes are advised to consult their own tax advisers as to the tax consequences of the purchase, ownership and disposition of Notes, including the effect of any state or local taxes, under the tax laws applicable in India and each country of which they are residents. Additionally, in view of the number of different jurisdictions where local laws may apply, this Offering Circular does not discuss the local tax consequences applicable to a potential investor arising from the acquisition, holding or disposal of the Notes. Prospective investors must therefore inform themselves as to any tax, exchange control legislation or other laws and regulations in force relating to the subscription, holding or disposal of the Notes at their place of residence, and in the countries of which they are citizens, or the countries of purchase, holding or disposition of the Notes.

Indian Taxation

The following is a summary of the existing principal Indian tax consequences for investors who are not resident ("**Non-resident Investors**") in India and are subscribing to the USD denominated Notes and Rupee denominated Notes (collectively referred as "**Notes**") issued by the Issuer which shall be listed on the India INX exchange. The summary is based on Indian taxation law and practice in force as at the date of this Offering Circular and is subject to change, possibly with retrospective effect. The summary does not constitute legal or tax advice and is not intended to represent a complete or comprehensive analysis of the tax consequences under Indian law of the acquisition, ownership or disposal of the Notes. In particular, the summary does not consider any specific facts or circumstances that may apply to a particular purchaser or investor of the Notes, and do not purport to deal with the Indian tax consequences applicable to all categories of investors, some of which may be subject to special rules and regulations.

Prospective investors should, therefore, consult their own tax advisers regarding the Indian tax consequences, as well as the tax consequences under any applicable taxing jurisdiction, of acquiring, owning and disposing of the Notes.

Taxation of Interest

The Income Tax Act, 1961 ("**IT Act**") is the law relating to taxation of income in India. Under the ITA, interest income payable by issuers of securities to Non-resident Investors is subject to Indian tax, unless the issuance proceeds are used for the purpose of a business/profession carried on by the issuer outside India, or for the purpose of making or earning any income from a source outside India.

As per Section 115A of the IT Act read with Section 194LC(2)(ic) of the IT Act, the applicable tax rate on interest paid on the Notes through India, which are issued after 1 July 2023 and listed only on a recognised stock exchange located in the International Financial Services Centre ("**IFSC**") and which are in the nature of (a) rupee denominated bonds or (b) long-term bonds i.e., having a minimum original maturity period of 3 years; shall be 9 per cent. (plus applicable surcharge and cess). If such condition prescribed for availing the beneficial

tax rate of 9 per cent. are not fulfilled, interest earned by non-residents on the Notes, shall be taxable at (a) 20 per cent. (plus applicable surcharge and cess) in case of USD denominated Notes and (b) 30/35 per cent. (plus applicable surcharge and cess) in case of rupee denominated Notes.

The rate of tax will stand reduced if the non-resident Noteholder, being the beneficial recipient of the interest, is a resident of a country with which the government of India has entered into an agreement for granting relief of tax or for avoidance of double taxation (a "**Tax Treaty**") and the provisions of such Tax Treaty, provide for the taxation in India of income by way of interest at a rate lower than that stated above. Benefits under the Tax Treaty would however be subject to the Noteholder being eligible to claim the Tax Treaty benefits, which includes holding a valid Tax Residency Certificate ("**TRC**") and other documents. The interest payable will be subject to withholding taxes in India, subject to conditions as detailed in the section titled "*— Withholding Tax*" below.

A Non-resident Investor is obliged to pay such income tax on an amount equal to, or would be entitled to a refund of, as the case may be, of any difference between amounts withheld in respect of interest paid on the foreign currency denominated Notes and its ultimate Indian tax liability for such interest, subject to the conditions of the IT Act. The Non-resident Investors shall be obliged to provide all necessary information and documents, as may be required by the Issuer.

Withholding of Taxes

As per Section 194LC of the Income Tax Act, interest payable on the Notes issued by the Issuer will be subject to withholding tax at the rate of 9 per cent. (plus applicable surcharge and cess) subject to fulfillment of the relevant conditions prescribed as discussed in the section titled "*Taxation of Interest*" - above. If the conditions prescribed for availing the beneficial withholding tax rate of 9 per cent. under the section 194LC are not fulfilled, the interest shall be subject to withholding tax at 20 per cent. (plus applicable surcharge and cess) in case of USD denominated Notes and (b) 30/35 per cent. (plus applicable surcharge and cess) in case of Rupee Denominated Notes. This is subject to any lower rate of tax provided by an applicable Tax Treaty.

For the purpose of tax withholding, generally the non-residents are obliged to provide the Permanent Account Number ("**PAN**") allotted by the tax authorities. However, an exemption from obtaining PAN has been provided under Section 206AA of the IT Act, in case of a Non-resident Investor earning only interest income Section 194LC.

The non-resident Noteholders may be required to provide necessary documents such as the TRC, Form 10F and NO PE Certificate etc. for claiming the Tax Treaty benefits.

Pursuant to the Terms and Conditions of the Notes, all payments of, or in respect of, principal and interest on the Notes, will be made free and clear of and without withholding or deduction on account of any present or future taxes within India unless it is required by law, in which case pursuant to Condition 9, the Issuer will pay an additional amount as may be necessary in order that the net amount received by the Noteholders after the withholding or deduction shall equal the respective amounts which would have been receivable in respect of the Notes in the absence of the withholding or the deduction, subject to certain exceptions.

Taxation of gains arising on disposal of Notes

Given below is a summary of taxation of capital gains arising upon disposal of Notes.

Taxation of Capital Gains Arising on Disposal of Notes Denominated in any Currency other than Indian Rupees

Any gains arising to a Non-resident Investor from disposal of the Notes held (or deemed to be held) as a capital asset will generally be chargeable to income tax in India if the Notes are regarded as property situated in India.

(i) As per the provisions of Section 47(viiab) of the IT Act read with Notification No. 16/2020 issued by the Central Board of Direct Taxes, India, there is no tax on capital gains arising on a transfer of a Note, if the Note is transferred by a Non-resident Investor on a recognised stock exchange located in the IFSC and where the consideration for such transaction is paid or payable in foreign currency;

(ii) when the conditions stated in paragraph (i) above are not met, a Non-resident Investor, who has held the Notes for a period of more than 12 months immediately preceding the date of their disposal, will be liable to pay capital gains tax at 12.5 per cent. (plus applicable surcharge and cess), of the capital gains in accordance with the provisions of the IT Act subject to any lower rate provided for by an applicable Tax Treaty;

(iii) when the conditions stated in paragraph (i) above are not met, a Non-resident Investor who has held the Notes for a period of 12 months or less will be liable to pay capital gains tax at rates ranging up to 35 per cent. (plus applicable surcharge and cess), depending on the legal status of the Non-resident Investor and his taxable income in India subject to any lower rate provided for by an applicable Tax Treaty;

If applicable, under the Indian tax laws, tax (if any) shall be withheld by the person making any payment to a Non-resident Investor at the rates specified above. Tax payable shall be computed as set out in the IT Act.

For the purpose of tax withholding, the Non-resident Investor shall be obliged to provide **PAN** allotted by the tax authorities and all prescribed information/documents. Similarly, the non-resident Noteholders may be required to provide necessary documents such as the tax residency certificate, (issued by the tax authorities of the country in which the investor is resident), Form 10F and NO PE Certificate etc. for claiming the Tax Treaty benefits. In absence of a PAN, the non-resident Noteholders may alternatively provide documentation including a tax residency certificate, a tax identification number and other details including their name, address, email and contact number, pursuant to Rule 37BC of Income Tax Rules, 1962.

Potential investors should, in any event, consult their own tax advisers on the tax consequences of transfer of the Notes.

Taxation of Capital Gains on Disposal of Rupee Denominated Notes

Capital gains, if any, arising pursuant to any transfer by a non-resident of a capital asset being Rupee Denominated Notes issued by an Indian company and listed on a recognised stock exchange located in the IFSC and where the consideration for such transaction is paid or payable in foreign currency are not subject to tax in India as per Section 47(viiab) of the IT Act.

In the event capital gains arising on transfer of a capital asset are chargeable to tax in India, then the rate of tax shall depend upon the residential status of the Noteholder as defined under the applicable provisions of Indian law and the rates of tax prevailing at the time of transfer, in accordance with the relevant provisions of the IT Act.

Compliance to be undertaken by the Non-resident Investors

As per the provisions of the IT Act, any person who is earning income in India is required to furnish an annual tax return declaring the total income earned and taxes paid in India, for the purpose of which such person shall be required to obtain a PAN in India.

However, as per the provisions of section 115A of the IT Act, in case of a Non-resident Investor earning income only in the nature of interest income referred to in section 194LC of the IT Act and where applicable taxes i.e., 9 per cent. (plus applicable surcharge and cess) have been withheld on such income (i.e., as per the IT Act and without considering any beneficial rate under a tax treaty), an exemption has been provided from the requirement of furnishing of such annual return.

Taxation of deemed Income

As a measure to prevent laundering of unaccounted income, the IT Act provides that any person receiving certain specified assets (including the Notes) at a price less than their fair market value, may be subject to income tax in India on the benefit accruing to him as per Section 56(2)(x) of the IT Act. Tax shall be payable at the rates applicable for the regular income. However, it may be noted that this provision would not be applicable if the asset is received from a relative or under a will or by way of inheritance or any other specific instances provided under the proviso to Section 56(2)(x) of the IT Act.

In case a non-resident receives Notes as per the above mechanism, the taxability of the same shall also be subject to the provisions of the applicable Tax Treaty, assuming the non-resident is entitled to claim benefits of the Tax Treaty.

Potential investors should, in any event, consult their own tax advisers on the tax consequences of transfer of the Notes.

Wealth Tax

No wealth tax is payable at present in relation to the Notes in India.

Estate Duty

No estate duty is payable at present in relation to the Notes held outside India.

Gift Tax

No gift tax is payable at present in relation to the Notes held outside India.

Stamp Duty

A transfer of the Notes outside India will not give rise to any Indian stamp duty liability unless the Notes are brought into India. In the event that the Notes are brought into India for enforcement or for any other purpose, the same with attract stamp duty as payable in the relevant state in India. According to Indian stamp duty laws, this stamp duty will have to be paid within a period of three months from the date the Notes or any instruments of transfer are first received in India.

Hong Kong Taxation

Withholding Tax

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Notes or in respect of any capital gains arising from the sale of the Notes.

Profits Tax

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets). Interest on the Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

(i) interest on the Notes is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;

(ii) interest on the Notes is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;

(iii) interest on the Notes is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the "**IRO**")) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or

(iv) interest on the Notes is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO).

Pursuant to the Exemption from Profits Tax (Interest Income) Order, interest income accruing to a person other than a financial institution, on deposits (denominated in any currency and whether or not the deposit is evidenced by a certificate of deposit) placed with, *inter alia*, an authorised institution in Hong Kong (within the meaning of section 2 of the Banking Ordinance (Cap. 155) of Hong Kong)) is exempt from the payment of Hong Kong profits tax. This exemption does not apply, however, to deposits that are used to secure or guarantee money borrowed in certain circumstances. Provided no prospectus involving the issue of the Notes is registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, the issue of the Notes by the Issuer is expected to constitute a deposit to which the above exemption from payment will apply.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal or redemption of Notes will be subject to Hong Kong profits tax. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO) from the sale, disposal or other redemption of Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Notes will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired and disposed of.

In addition, the Inland Revenue (Amendment) (Taxation on Specified Foreign-sourced Income) Ordinance 2022 of Hong Kong (the "**Amendment Ordinance**") came into effect on 1 January 2023. Under the Amendment Ordinance, certain foreign-sourced interest on the Bonds accrued to an MNE entity (as defined in the Amendment Ordinance) carrying on a trade, profession or business in Hong Kong is regarded as arising in or derived from Hong Kong and subject to Hong Kong profits tax when it is received in Hong Kong. The Amendment Ordinance also provides for relief against double taxation in respect of certain foreign-sourced income and transitional matters.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

Stamp Duty

Stamp duty will not be payable on the issue of Bearer Notes provided that either:

(i) such Bearer Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or

(ii) such Bearer Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong (the "**SDO**")).

If stamp duty is payable, it is payable by the Issuer on the issue of Bearer Notes at a rate of 3 per cent. of the market value of the Bearer Notes at the time of issue.

No stamp duty will be payable on any subsequent transfer of Bearer Notes. No stamp duty is payable on the issue of Registered Notes.

Stamp duty may be payable on any transfer of Registered Notes if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfer of Registered Notes provided that either:

(a) such Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or

(b) such Registered Notes constitute loan capital (as defined in the SDO).

Notwithstanding the above, no stamp duty is payable on the transfer of a regulatory capital security (as defined in Section 17A of the IRO).

With effect from 17 November 2023, if stamp duty applies to the transfer of Registered Notes required to be registered in Hong Kong and which are not otherwise exempt it will be payable at the rate of 0.2 per cent. (of which 0.1 per cent. is payable by the seller and 0.1 per cent. is payable by the purchaser) normally by reference to the consideration or its value, whichever is higher. In addition, stamp duty is payable at the fixed rate of HK$5 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

Foreign Account Tax Compliance Act ("FATCA")

Pursuant to certain provisions of the Code, commonly known as FATCA, withholding may be required on, among other things, (i) certain payments made by "foreign financial institutions" ("**foreign passthru payments**") and, (ii) dividend equivalent payments (as described below in "*U.S. Dividend Equivalent Withholding*"), in each case, to persons that fail to meet certain certification, reporting, or related requirements. The Issuer is a foreign financial institution for these purposes. A number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions.

Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to foreign passthru payments, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to foreign passthru payments, proposed regulations have been issued that provide that such withholding would not apply prior to the date that is two years after the date on which final regulations defining "foreign passthru payments" are published in the U.S. Federal Register. In the preamble to the proposed regulations, the U.S. Treasury Department indicated that taxpayers may rely on these proposed regulations until the issuance of final regulations. Additionally, Notes that are characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are filed in the U.S. Federal Register generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. For Notes that are subject to FATCA solely because they are treated as giving rise to dividend equivalent payments, withholding is not required until six months after the date on which instruments such as the Notes are first treated as giving rise to dividend equivalent payments, unless the Notes are materially modified after such date, or the Notes are treated as equity for U.S. federal income tax purposes. If additional notes (as described under "*Terms and Conditions of the Notes – Further Issues*") that are not distinguishable from such previously issued grandfathered Notes are issued after the expiration of the

grandfathering period and are subject to withholding under FATCA, then withholding agents may treat all Notes, including the Notes offered prior to the expiration of the grandfathering period, as subject to withholding under FATCA. Holders should consult their own tax advisers regarding how these rules may apply to their investment in the Notes. In the event any withholding would be required pursuant to FATCA or an IGA with respect to payments on the Notes, no person will be required to pay additional amounts as a result of the withholding.

U.S. Dividend Equivalent Withholding

Section 871(m) of the Code treats a "dividend equivalent" payment as a dividend from sources within the United States. Under Section 871(m), such payments generally would be subject to a 30 per cent. U.S. withholding tax that may be reduced by an applicable tax treaty, eligible for credit against other U.S. tax liabilities or refunded, provided that the beneficial owner timely claims a credit or refund from the U.S. Internal Revenue Service (the "**IRS**"). A "dividend equivalent" payment is (i) a substitute dividend payment made pursuant to a securities lending or a sale-repurchase transaction that (directly or indirectly) is contingent upon, or determined by reference to, the payment of a dividend from sources within the United States, (ii) a payment made pursuant to a "specified notional principal contract" that (directly or indirectly) is contingent upon, or determined by reference to, the payment of a dividend from sources within the United States, and (iii) any other payment determined by the IRS to be substantially similar to a payment described in (i) and (ii). U.S. Treasury regulations issued under Section 871(m) and applicable guidance (the "**Section 871(m) Regulations**") require withholding on certain non-U.S. holders of the Notes with respect to amounts treated as dividend equivalent payments. Under the Section 871(m) Regulations, only a Note that has an expected economic return sufficiently similar to that of the underlying U.S. security, as determined on the Note's issue date based on tests set forth in the Section 871(m) Regulations, will be subject to the Section 871(m) withholding regime (making such Note a Specified Note). The Section 871(m) Regulations provide certain exceptions to this withholding requirement, in particular for instruments linked to certain broad-based indices.

Withholding in respect of dividend equivalents will generally be required when cash payments are made on a Specified Note to a holder, upon the date of maturity, lapse or other disposition by the holder of the Specified Note. If the underlying U.S. security or securities are expected to pay dividends during the term of the Specified Note, withholding generally will still be required even if the Specified Note does not provide for payments explicitly linked to such dividends. Additionally, the Issuer may withhold the full 30 per cent. tax on any payment on the Notes in respect of any dividend equivalent arising with respect to such Notes regardless of any exemption from, or reduction in, such withholding otherwise available under applicable law (including, for the avoidance of doubt, where a non-U.S. holder is eligible for a reduced tax rate under an applicable tax treaty with the United States). A holder may be able to claim a refund of any excess withholding provided the required information is timely furnished to the IRS. Refund claims are subject to U.S. tax law requirements and there can be no assurance that a particular refund claim will be timely paid or paid at all. While a payment with respect to a Note could be subject to U.S. withholding tax under both FATCA (as discussed above) and as a result of being treated as a dividend equivalent payment, the maximum rate of U.S. withholding tax on such payment would not exceed 30 per cent. If the Issuer or any withholding agent determines that withholding under Section 871(m) is required, neither the Issuer nor any withholding agent will be required to pay any additional amounts with respect to amounts so withheld.

The Section 871(m) Regulations will generally apply to Specified Notes issued on or after 1 January 2017. However, the Section 871(m) Regulations will not apply to certain financial instruments issued prior to 1 January 2021 if such financial instruments are not "delta one" transactions. If the terms of a Note are subject to a "significant modification" (as defined for U.S. tax purposes), the Note generally would be treated as retired and reissued on the date of such modification for purposes of determining, based on economic conditions in

effect at that time, whether such Note is a Specified Note. Similarly, if additional Notes of the same series are issued (or deemed issued for U.S. tax purposes, such as certain sales of Notes out of inventory) after the original issue date, the IRS could treat the issue date for determining whether the existing Notes are Specified Notes as the date of such subsequent sale or issuance. Consequently, a previously grandfathered Note, or otherwise out-of-scope Note, might become a Specified Note following such modification or further issuance.

In addition, payments on the Specified Notes may be calculated by reference to dividends on underlying U.S. securities that are reinvested at a rate of 70 per cent. In such a case, in calculating the relevant payment amount, the holder will be deemed to receive, and the Issuer will be deemed to withhold, 30 per cent. of any dividend equivalent payments (as defined in Section 871(m) of the Code) in respect of the relevant U.S. securities. The Issuer will not pay any additional amounts to the holder on account of the Section 871(m) amount deemed withheld.

The applicable Pricing Supplement will indicate whether the Issuer has determined that Notes are Specified Notes and will specify contact details for obtaining additional information regarding the application of Section 871(m) to Notes. If Notes are Specified Notes, a holder of such Notes should expect to be subject to withholding in respect of any dividend-paying U.S. securities underlying those Notes. The Issuer's determination is binding on holders of Notes, but it is not binding on the IRS. The Section 871(m) Regulations require complex calculations to be made with respect to Notes linked to U.S. securities and their application to a specific issue of Notes may be uncertain. Prospective investors should consult their tax advisers regarding the potential application of Section 871(m) to the Notes.

SUBSCRIPTION AND SALE

The Dealers have, in a programme agreement dated 2 May 2024 (such programme agreement as amended and/or supplemented and/or restated from time to time, the "**Programme Agreement**"), agreed with the Issuer a basis upon which they or any of them may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under "*Form of the Notes*" and "*Terms and Conditions of the Notes*". The Issuer may pay each relevant Dealer a commission as agreed between them in respect of Notes subscribed by such Dealer. The Issuer may also from time to time pay each relevant Dealer a discretionary performance fee as agreed between the Issuer and such Dealer in respect of Notes to be subscribed by such Dealer. In addition, the Issuer may also from time to time agree with the relevant Dealer(s) that the Issuer may pay certain third parties commissions (including, without limitation, rebates to certain private banks in connection with the distribution of the Notes to their clients). The commission payable to such private banks will be based on the principal amount of the Notes so distributed, and may be deducted from the purchase price for the Notes payable by such private banks upon settlement. In the Programme Agreement, the Issuer has agreed to reimburse the Dealers for certain of their expenses in connection with the establishment and update of the Programme and the issue of Notes under the Programme and to indemnify the Dealers against certain liabilities incurred by them in connection therewith. The Programme Agreement entitles the Dealers to terminate any agreement that they make to subscribe for Notes in certain circumstances prior to payment for such Notes being made to the Issuer.

In order to facilitate the offering of any Tranche of the Notes, a nominated Dealer participating in the offering of the Tranche may engage in transactions that stabilise, maintain or otherwise affect the price of the relevant Notes, which support the market price of the relevant Notes during and after the offering of the Tranche. Specifically such persons may over-allot or create a short position in the Notes for their own account by selling more Notes than have been sold to them by the Issuer. Such persons may also elect to cover any such short position by purchasing Notes in the open market. In addition, such persons may stabilise or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker-dealers participating in the offering of the Notes are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilisation transactions or otherwise. The effect of these transactions may be to stabilise or maintain the market price of the Notes at a level higher than that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales thereof. No representation is made as to the magnitude or effect of any such stabilising or other transactions. Such transactions, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Under U.K. laws and regulations stabilising activities may only be carried on by the Stabilising Manager (or any person acting for the Stabilising Manager) named in the applicable Pricing Supplement and only for a period of 30 days following the Issue Date of the relevant Tranche of Notes.

Each of the Dealers and its affiliates may engage in investment or commercial banking and other dealings in the ordinary course of business with the Issuer or its affiliates from time to time and may receive fees and commissions for these transactions. In addition to the transactions noted above, each Dealer and its affiliates may, from time to time after completion of the offering of Notes, engage in other transactions with, and perform services for, the Issuer or its affiliates in the ordinary course of their business. Each Dealer or its affiliates may also purchase Notes for asset management and/or proprietary purposes but not with a view to distribution or may hold the Notes on behalf of clients or in the capacity of investment advisors. While each Dealer and its affiliates has policies and procedures to deal with conflicts of interests, any such transactions may cause a Dealer or its affiliates or its clients or counterparties to have economic interests and incentives which may conflict with those of an investor in the Notes. Each Dealer may receive returns on such transactions and has no obligation to take, refrain from taking or cease taking any action with respect to any such transactions based on the potential effect on a prospective investor in the Notes. Further, each of the Dealers and their affiliates are

full service financial institutions engaged in various activities which may include securities trading, commercial and investment banking, financial advice, investment management, principal investment, hedging, financing and brokerage activities. Each of the Dealers may have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Issuer or its subsidiaries, jointly controlled entities or associated companies from time to time. In the ordinary course of their various business activities, the Dealers and their affiliates may make or hold (on their own account, on behalf of clients or in their capacity of investment advisers) a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments and enter into other transactions, including credit derivatives (such as asset swaps, repackaging and credit default swaps) in relation thereto. Such transactions, investments and securities activities may involve securities and instruments of the Issuer or its subsidiaries, jointly controlled entities or associated companies, including Notes issued under the Programme, may be entered into at the same time or proximate to offers and sales of Notes or at other times in the secondary market and be carried out with counterparties that are also purchasers, holders or sellers of Notes. Notes issued under the Programme may be purchased by or be allocated to any Dealer or an affiliate for asset management and/or proprietary purposes but not with a view to distribution.

Important Notice to CMIs (including private banks)

This notice to CMIs (including private banks) is a summary of certain obligations the SFC Code imposes on CMIs, which require the attention and cooperation of other CMIs (including private banks). Certain CMIs may also be acting as OCs for the relevant 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 with the Issuer, the CMI or the relevant group company. CMIs should specifically disclose whether their investor clients have any Association when submitting orders for the relevant Notes. In addition, private banks should take all reasonable steps to identify whether their investor clients may have any Associations with the Issuer or any CMI (including its group companies) and inform the relevant Dealers accordingly.

CMIs are informed that, unless otherwise notified, the marketing and investor targeting strategy for the relevant CMI Offering includes institutional investors, sovereign wealth funds, pension funds, hedge funds, family offices and high net worth individuals, in each case, subject to the selling restrictions and any MiFID II product governance language or any UK MiFIR product governance language set out elsewhere in this Offering Circular and/or the applicable Pricing Supplement.

CMIs should ensure 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). CMIs should enquire with their investor clients regarding any orders which appear unusual or irregular. CMIs should disclose the identities of all investors when submitting orders for the relevant Notes (except for omnibus orders where underlying investor information may need to be provided to any OCs when submitting orders). Failure to provide underlying investor information for omnibus orders, where required to do so, may result in that order being rejected. CMIs should not place "X-orders" into the order book.

CMIs should segregate and clearly identify their own proprietary orders (and those of their group companies, including private banks as the case may be) in the order book and book messages.

CMIs (including private banks) should not offer any rebates to prospective investors or pass on any rebates provided by the Issuer. In addition, CMIs (including private banks) should not enter into arrangements which may result in prospective investors paying different prices for the relevant Notes. CMIs are informed that a private bank rebate may be payable as stated above and in the applicable Pricing Supplement, or otherwise notified to prospective investors.

The SFC Code requires that a CMI disclose complete and accurate information in a timely manner on the status of the order book and other relevant information it receives to targeted investors for them to make an informed decision. In order to do this, those Dealers in control of the order book should consider disclosing order book updates to all CMIs.

When placing an order for the relevant Notes, private banks should disclose, at the same time, if such order is placed other than on a "principal" basis (whereby it is deploying its own balance sheet for onward selling to investors). Private banks who do not provide such disclosure are hereby deemed to be placing their order on such a "principal" basis. Otherwise, such order may be considered to be an omnibus order pursuant to the SFC Code. Private banks should be aware that placing an order on a "principal" basis may require the relevant affiliated Dealer(s) (if any) to categorise it as a proprietary order and apply the "proprietary orders" requirements of the SFC Code to such order and will result in that private bank not being entitled to, and not being paid, any rebate.

In relation to omnibus orders, when submitting such orders, CMIs (including private banks) that are subject to the SFC Code should disclose underlying investor information, in respect of each order constituting the relevant omnibus order (failure to provide such information may result in that order being rejected). Underlying investor information in relation to omnibus orders should consist of:

- the name of each underlying investor;
- a unique identification number for each investor;
- whether an underlying investor has any "Associations" (as used in the SFC Code);
- whether any underlying investor order is a "Proprietary Order" (as used in the SFC Code); and
- whether any underlying investor order is a duplicate order.

Underlying investor information in relation to omnibus order should be sent to the Dealers named in the relevant Pricing Supplement.

To the extent information being disclosed by CMIs and investors is personal and/or confidential in nature, CMIs (including private banks) agree and warrant: (A) to take appropriate steps to safeguard the transmission of such information to any OCs; and (B) that they have obtained the necessary consents from the underlying investors to disclose such information to any OCs. By submitting an order and providing such information to any OCs, each CMI (including private banks) further warrants that they and the underlying investors have understood and consented to the collection, disclosure, use and transfer of such information by any OCs and/or any other third parties as may be required by the SFC Code, including to the Issuer, relevant regulators and/or any other third parties as may be required by the SFC Code, for the purpose of complying with the SFC Code, during the bookbuilding process for the relevant CMI Offering. CMIs that receive such underlying investor information are reminded that such information should be used only for submitting orders in the relevant CMI Offering. The Dealers may be asked to demonstrate compliance with their obligations under the SFC Code, and may request other CMIs (including private banks) to provide evidence showing compliance with the obligations above (in particular, that the necessary consents have been obtained). In such event, other CMIs (including private banks) are required to provide the relevant Dealer with such evidence within the timeline requested.

United States

The Notes have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act ("**Regulation S**").

Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder. The applicable Pricing Supplement will identify whether either TEFRA C or TEFRA D apply or whether TEFRA is applicable.

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that, except as permitted by the Programme Agreement, it will not offer, sell or, in the case of Bearer Notes, deliver the Notes (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of an identifiable tranche of which such Notes are a part, as determined and certified to the Principal Paying Agent by such Dealer (or, in case of an identifiable tranche of Notes sold to or through more than one Dealer, by each of such Dealers with respect to the Notes of an identifiable tranche purchased by or through it, in which case the Principal Paying Agent shall notify such Dealer when all such Dealers have so certified), within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each Dealer to which it sells the Notes during the distribution compliance period a confirmation or other notice setting out the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons. Terms used in the preceding sentence have the meanings given to them by Regulation S.

The Notes are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering of any identifiable tranche of the Notes, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering of such tranche of Notes) may violate the registration requirements of the Securities Act.

This Offering Circular has been prepared by the Issuer for use in connection with the offer and sale of the Notes outside the United States. The Issuer and the Dealers reserve the right to reject any offer to purchase the Notes, in whole or in part, for any reason. This Offering Circular does not constitute an offer to any person in the United States. Distribution of this Offering Circular by any non-U.S. person outside the United States to any U.S. person or to any other person within the United States, is unauthorised and any disclosure without the prior written consent of the Issuer of any of its contents to any such U.S. person or other person within the United States, is prohibited.

Prohibition of Sales to EEA Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies the "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

(i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or

(ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or

(iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"); and

(b) the expression an "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specified "Prohibition of Sales to EEA Retail Investors" as "Not Applicable", in relation to each Member State of the European Economic Area, each Dealer has represented and agreed that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Notes to the public in that Member State:

(A) if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Member State (a "**Non-exempt Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable, and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

(B) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;

(C) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(D) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (B) to (D) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation, or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision:

- the expression an "**offer of Notes to the public**" in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and
- the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

United Kingdom

Prohibition of Sales to UK Retail Investors

Unless the Pricing Supplement in respect of any Notes specifies the "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

(a) the expression "**retail investor**" means a person who is one (or more) of the following:

(i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or

(ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or

(iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and

(b) the expression "**an offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies "Prohibition of Sales to UK Retail Investors" as "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

(i) if the Pricing Supplement in relation to the Notes specify that an offer of those Notes may be made other than pursuant to section 86 of the FSMA (a "**Public Offer**"), following the date of publication of a prospectus in relation to such Notes which has been approved by the Financial Conduct Authority provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable, and the Issuer has consented in writing to its use for the purpose of that Public Offer;

(ii) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;

(iii) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

(iv) at any time in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Notes referred to in (ii) to (iv) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA, or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression "**an offer of Notes to the public**" in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

Other regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(a) in relation to any Notes which have a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the Issuer;

(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(c) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Notes in, from or otherwise involving the United Kingdom.

India

Each Dealer has represented and acknowledged that (a) this Offering Circular has not been and will not be registered, produced or published as an offer document (whether a prospectus in respect of a public offer of securities or information memorandum or general information document or key information document or other offering material in respect of any private placement of securities under the Companies Act, 2013, as amended from time to time and the rules framed thereunder or any other applicable Indian securities laws) with the Registrar of Companies or the SEBI or RBI or any other adjudicatory, statutory, regulatory or governmental body of like nature in India, save and except, any information forming 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 SEBI Listing Regulations, or pursuant to the directive of any statutory, regulatory or governmental and adjudicatory body in India, (b) the Notes have not been and will not be offered or sold to any person in India by means of any document other than to persons permitted under Indian laws to acquire the Notes, whether as a principal or as an agent, and (c) the Offering Circular or any other offering document or material relating to the Notes have not been and will not be circulated or distributed, directly or indirectly, to any person or the public in India or any member of the public in India or otherwise generally distributed or circulated in India which could constitute an advertisement, invitation, offer, sale or solicitation of and an offer to subscribe for or purchase any securities within the meaning of the Companies Act, 2013, as amended from time to time, or any other applicable Indian securities laws For the time being in force, and (d) this Offering Circular or any material relating to the Notes has not been and will not be circulated or distributed to any prospective investor who is an individual and is not a resident of a country which is a FATF Compliant Country or an IOSCO Compliant

Country and (e) the Notes will not be offered or sold or transferred and have not been offered or sold or transferred to any person who is not a resident of a country which is a FATF Compliant Country or an IOSCO Compliant Country.

In accordance with applicable provisions of Indian regulations, only (i) non-individual residents of a FATF Compliant Country or an IOSCO Compliant Country, (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 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 external commercial borrowings by Indian entities who are not otherwise prohibited under any applicable laws or regulations from acquiring, owning or selling the Notes, are eligible to subscribe for the Notes. However, Rupee Denominated Notes cannot be subscribed by such 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.

Each Dealer has represented and agreed that the Notes are only being issued and sold to a person who is a resident of a country which is a FATF Compliant Country or an IOSCO Compliant Country and have not been issued or sold to a person resident in India.

Rupee Denominated Notes

Each Dealer represents and agrees that in relation to any issuance of Notes denominated in Rupees and payable in a currency other than Rupees, the Offering Circular or any other material relating to such Notes has not been and will not be circulated or distributed to: (i) any prospective investor who does not meet the FATF Requirements or IOSCO Requirements as per the FEMA/ECB Guidelines; or (ii), any person who is otherwise prohibited from investing in such Rupee Denominated Notes under any applicable law.

As per the FEMA/ECB Guidelines, Multilateral and Regional Financial Institutions where India is a member country, will also be considered as recognised investors.

Foreign branches/subsidiaries of Indian banks are permitted as recognised lenders only for foreign currency ECB. Further, Indian banks, subject to applicable prudential norms, can participate as arrangers/underwriters/market makers/traders in Rupee Denominated Notes issued overseas. However, underwriting by overseas branches/subsidiaries of Indian banks for issuances by Indian banks is not permitted under the current extant regime of the FEMA/ECB Guidelines. Additionally, overseas investors are eligible to hedge their exposure in Rupee through permitted derivative products with AD Category I banks in India. The investors can also access the domestic market through branches/subsidiaries of Indian banks abroad or branches of foreign banks with Indian presence on a back-to-back basis.

Eligibility of holders of the Notes and the Rupee Denominated Notes

Holders and beneficial owners of the Notes and the Rupee Denominated Notes shall be responsible for compliance with restrictions on the ownership of the Notes and the Rupee Denominated Notes imposed from time to time by applicable laws or by any regulatory authority or otherwise. In this context, holders and beneficial owners of the Notes and the Rupee Denominated Notes shall be deemed to have acknowledged, represented and agreed that such holders and beneficial owners are eligible to purchase the Notes and the Rupee Denominated Notes under applicable laws, regulations and guidelines and are not prohibited under any applicable laws or regulations or guidelines from acquiring, owning or selling and transferring the Notes and the Rupee Denominated Notes.

Disclosure of information relating to holders of the Notes and the Rupee Denominated Notes

The holders and beneficial owners of the Notes and the Rupee Denominated Notes shall be deemed to confirm that, for so long as they hold any of the Notes and the Rupee Denominated Notes, they will meet the FATF Requirements or IOSCO Requirements and the FEMA/ECB Guidelines of India. Further, all Noteholders represent and agree that the Notes and the Rupee Denominated Notes will not be offered, sold on the secondary market or offered as security to any person who does not meet the FATF Requirements or IOSCO Requirements and comply with the FEMA/ECB Guidelines.

In relation to any issuance of the Notes and the Rupee Denominated Notes, the holders and beneficial owners represent and agree that they will provide all information and details about themselves to the Company, to enable the Company to provide such information to RBI or any other statutory, regulatory or governmental authority in India as and when such information is required. The holders and beneficial owners will provide all the information and details that they have or can procure about any subsequent transferee Noteholders (and shall provide all assistance in relation thereto) to the Issuer so as to enable the Issuer to obtain the details of the transferee Noteholders or any other information pertaining to such transferee Noteholders to enable the Issuer to provide such information to RBI or any other statutory or regulatory authority in India as and when such information is required. The Notes and the Rupee Denominated Notes can only be sold/transferred/offered as security overseas subject to compliance with aforesaid FATF Requirements or IOSCO Requirements.

To comply with applicable laws and regulations, the Company or its duly appointed agent may from time to time request Euroclear and Clearstream to provide details of the account holders within Euroclear and Clearstream, as may be appropriate, that hold the Notes and the Rupee Denominated Notes and the number of Notes and the Rupee Denominated Notes held by each such account holder. Euroclear and Clearstream participants which are holders of the Notes and the Rupee Denominated Notes or intermediaries acting on behalf of such Noteholders would be deemed to have hereby authorised Euroclear and Clearstream, as may be appropriate, to disclose such information to the Company or its duly appointed agent.

"**FATF Requirements**" pursuant to the FEMA/ECB Guidelines means an investor who is a resident of a country that is a member of a Financial Action Task Force (FATF) or a member of a FATF style regional body; and should not be a country identified in the public statement of the FATF as: (a) a jurisdiction having a strategic anti-money laundering or combating the financing of terrorism deficiencies to which counter measures apply; or (b) a jurisdiction that has not made sufficient progress in addressing the deficiencies or has not committed to an action plan developed with the FATF to address the deficiencies.

"**IOSCO Requirements**" pursuant to the FEMA/ECB Guidelines means an investor who is a resident of a country whose securities market regulator is a signatory to the International Organisation of Securities Commission's (IOSCO's) Multilateral Memorandum of Understanding (Appendix A Signatories) or a signatory to bilateral Memorandum of Understanding with the SEBI for information sharing arrangements.

"**FEMA/ECB Guidelines**" means the guidelines issued by RBI from time to time in relation to External Commercial Borrowings, including without limitation, (i) Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, notified vide Notification No. FEMA 3R/2018-RB dated 17 December 2018, as amended from time to time; (ii) the Master Direction on External Commercial Borrowings, Trade Credits and Structured Obligations dated 26 March 2019 (RBI/FED/2018-19/67-FED Master Direction No.5/2018-19) issued by RBI and as modified, revised, amended, supplemented and updated, from time to time (updated as on 22 December 2023); (iii) the Master Direction – Reporting under Foreign Exchange Management Act, 1999 issued by RBI on 1 January 2016 (updated as on 16 September 2024) (RBI/FED/2015-16/13 FED Master Direction No.18/2015-16), and as modified, revised, amended, supplemented and updated, from time to time, and such other circulars, rules, regulations, notifications, press notes, directions and/or orders issued by RBI or

any other regulatory/governmental authority or agency in India varying, amending or replacing the same from time to time.

Singapore

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore (the "**MAS**"). Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289 of Singapore) (as amended or supplemented from time to time (the "**SFA**")) pursuant to Section 274 of the SFA; or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

Singapore SFA Product Classification: In connection with Section 309B of the SFA and the CMP Regulations 2018, unless otherwise specified before an offer of Notes, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Hong Kong

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

(a) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes (except for Notes which are a "structured product" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong) (the "**SFO**") other than (a) to "professional investors" as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and

(b) it has not issued, or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**FIEA**") and each Dealer has represented and agreed, and each further

Dealer appointed under the Programme will be required to represent and agree, that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (as defined under Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949, as amended)), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and any other applicable laws, regulations and ministerial guidelines of Japan.

General

Each Dealer has represented, warranted and undertaken and each further Dealer appointed under the Programme will be required to represent, warrant and undertake that it will (to the best of its knowledge and belief) comply with all applicable securities laws and regulations in force in any jurisdiction in which it purchases, offers, sells or delivers Notes or possesses or distributes this Offering Circular and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and neither the Company, the Trustee nor any of the other Dealers shall have any responsibility therefor.

None of the Company, the Trustee, the Arranger and the Dealers represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale.

With regard to each Tranche, the relevant Dealer will be required to comply with such other restrictions as the Company and the relevant Dealer shall agree and as shall be set out in the applicable Pricing Supplement.

Broker-dealer Affiliates

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 Issuer (as defined in this Offering Circular) in such jurisdiction.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN IFRS AND IND-AS

The audited financial statements of the Issuer included in this Offering Circular are presented in accordance with IND-AS (on or after 1 April 2018), which differ from IFRS. The matters described below cannot necessarily be expected to reveal all differences between IFRS and IND-AS which are relevant to the Issuer. Consequently, there can be no assurance that these are the only differences in the accounting principles that could have a significant impact on the financial information included in this Offering Circular. Furthermore, the Issuer has made no attempt to identify or quantify the impact of these differences or any future differences between IFRS and IND-AS which may result from prospective changes in accounting standards. In making an investment decision, investors must rely upon their own examination of the Issuer's business, the terms of the offerings and the financial information included in this Offering Circular. Potential investors should consult with their own professional advisers for a more thorough understanding of the differences between IFRS and IND-AS and how those differences might affect the financial information included in this Offering Circular.

The MCA via its notification dated 30 March 2016, has included Housing Finance Companies in the definition of a NBFC. The notification further explains that NBFCs having a net worth of Rs. 5,000 million or more as of 31 March 2016 shall comply with IND-AS for accounting periods beginning on or after 1 April 2018, with comparatives for the periods ending on 31 March 2019. Therefore, the Issuer is subject to this notification.

Areas of Difference	**IFRS**	**IND-AS**
Primary literature	**IAS 1 — Presentation of Financial Statements**	**IND-AS 1 — Presentation of Financial Statements**
Statement of profit or loss and other comprehensive income (statement of comprehensive income)	The statement of profit or loss and other comprehensive income includes all items of income and expense — (i.e. all "owner" and "non-owner" changes in equity) including: • components of profit or loss; and • other comprehensive income. These items may be presented either: (a) in a single statement of profit or loss and other comprehensive income; or (b) in a separate statement of profit or loss and a statement profit or loss and other comprehensive income (beginning with profit or loss and displaying components of other comprehensive income).	An entity is required to present all items of income and expense including components of other comprehensive income in a period in a single statement of profit and loss. Additionally, Ministry of Corporate Affairs has issued Schedule III for Companies required to comply with IND-AS which also provides guidance on presentation of financial statements.
Statement of changes in equity	The statement of changes in equity includes the following information: • total comprehensive income for the period; • the effects on each component of equity of retrospective application or	Similar to IFRS. Additionally, Ministry of Corporate Affairs has issued Schedule III for Companies required to comply with IND-AS which also provides guidance on presentation of financial statements.

Areas of Difference	IFRS	IND-AS
	retrospective restatement in accordance with IAS8; and • for each component of equity, a reconciliation between the opening and closing balances, separately disclosing each change.	
Extraordinary items	Presentation of any items of income or expense as extraordinary is prohibited.	Similar to IFRS Additionally, the format of statement of profit and loss in Schedule III issued by MCA includes exceptional items.
Reclassification	When comparative amounts are reclassified, the nature, amount and reason for reclassification are disclosed.	Similar to IFRS
Critical judgments	Requires disclosure of critical judgments made by management in applying accounting policies. For example: estimating goodwill impairment, impairment of trade receivables, etc.	Similar to IFRS
Estimation uncertainty	Requires disclosure of key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next Fiscal Year. The nature of the uncertainty and the carrying amounts of such assets and liabilities at the end of the reporting period are required to be disclosed. For example: estimating useful life of intangible assets, estimating defined benefit obligation, etc.	Similar to IFRS
Primary literature	**IAS 7 — Statement of Cash Flows**	**IND-AS 7 — Statement of Cash Flows**
Bank Overdrafts	Included as cash and cash equivalents if they form an integral part of an entity's cash management.	Similar to IFRS
Interest and dividend	May be classified as operating, investing or financing activities in a manner consistent from period to period.	For Financial enterprises: Interest paid and interest and dividend received are to be classified as operating activities. Dividend paid is to be classified as financing activity.

Areas of Difference	IFRS	IND-AS
		For other enterprises: Interest and dividends received are required to be classified as investing activities. Interest and dividends paid are required to be classified as financing activities
Primary literature	**IAS 8 — Accounting Policies, Changes in Accounting Estimates and Errors**	**IND-AS 8 — Accounting Policies, Changes in Accounting Estimates and Errors**
Changes in accounting policies	Requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise.	Similar to IFRS
Errors	Material prior period errors are corrected retrospectively by restating the comparative amounts for prior periods presented in which the error occurred or if the error occurred before the earliest period presented, by restating the opening balance sheet.	Similar to IFRS
Primary literature	**IAS 10 — Events After the Reporting Period**	**IND-AS 10 — Events After the Reporting Period**
Dividends	Liability for dividends declared to holders of equity instruments are recognised in the period when declared. It is a non-adjusting event. An entity shall provide disclosure for each material non-adjusting event such as proposed dividends in notes to accounts.	Similar to IFRS
Primary Literature	**IAS 12 — Income Taxes**	**IND-AS 12 — Income Taxes**
Deferred income taxes	Deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.	Similar to IFRS

Areas of Difference	IFRS	IND-AS
Recognition of deferred tax assets and Liabilities	Deferred income taxes are recognised for all temporary differences between accounting and tax base of assets and liabilities.	Similar to IFRS
Recognition of deferred tax assets for unused tax losses etc.	Deferred tax asset is recognised for carry forward unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the deferred tax asset can be recognised. Where an entity has a history of tax losses, the entity recognised a deferred tax asset only to the extent that the entity has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available.	Similar to IFRS
Investments in subsidiaries, branches, and associates and interests in joint arrangements	Deferred tax liability for all taxable temporary differences are recognised except to the extent: • the parent, the investor, the venturer or joint operator is able to control timing of the reversal of the temporary difference; and • it is probable that the temporary difference will not reverse in the foreseeable future.	Similar to IFRS
Primary Literature	**IFRS AS 18 — Revenue**	**IND-AS 18 — Revenue**
	IAS 11 — Construction Contracts	**IND-AS 11 — Construction Contracts**
Definition	Revenue is the gross inflow of economic benefits during the period arising in the course of the ordinary activities of an entity when those inflows result in increases in equity, other than increases relating to contributions from equity participants. Amounts collected on behalf of third parties such as sales and service taxes and value added taxes are excluded from revenue.	Similar to IFRS
Measurement	Fair value of revenue from sale of goods and services when the inflow of cash and cash equivalents is deferred is determined by discounting all future receipts using an imputed rate of interest. The difference between the fair value and the nominal	Similar to IFRS except for companies to whom guidance note on accounting for real estate transactions applies.

Areas of Difference	IFRS	IND-AS
	amount of consideration is recognised as interest revenue using the effective interest method.	
Interest	Interest income is recognised using the effective interest method.	Similar to IFRS
Primary literature	**IAS 16 — Property, Plant and Equipment**	**IND-AS 16 — Property, Plant and Equipment**
Transfers from revaluation reserve	Transfers from revaluation reserve to retained earnings are made directly and not through profit or loss.	Similar to IFRS
Change in method of depreciation	Changes in depreciation method are considered as changes in accounting estimate and applied prospectively.	Similar to IFRS
Primary Literature	**IFRS 16 — Leases**	**IND-AS 116 — Leases**
Subsequent measurement of investment property	IFRS 16 provides that if a lessee applies the fair value model to its investment property, it shall apply the fair value model to right of use assets that meet the definition of investment property.	Since IND AS 40 does not allow the use of fair value model. Consequently, any reference of the fair value model appearing anywhere under IND AS 116 is not applicable.
Interest Portion of lease liability & Classification in cash flow statement	IFRS 16 requires the classification of cash payment for the interest portion of lease liability, as part of the requirement under IAS 7, which provides the option of treating interest paid as operating or financing activity.	IND AS 7 requires interest paid to be treated as financing activity only. Accordingly, IND AS 116 has been modified.
Primary literature	**IAS 19 — Employee Benefits**	**IND-AS 19 — Employee Benefits**
Short-term compensated Absences	Short-term employee benefits include paid annual leave and paid sick leave if it is expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related services.	Similar to IFRS
Actuarial valuation	Detailed actuarial valuation to determine the present value of the net defined benefit liability (asset) is performed with sufficient regularity so that the amounts recognised in the financial statements do not differ materially from the amounts that would have been determined at the end of the reporting period. IAS 19 does not specify sufficient regularity.	Similar to IFRS

Areas of Difference	IFRS	IND-AS
Actuarial gains and losses	Actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are recognised in other comprehensive income and not reclassified to profit or loss in a subsequent period.	Similar to IFRS
Discount rate	Post-employment benefit obligations (both funded and unfunded) are discounted using a discount rate determined by reference to market yields at the end of the reporting period on high quality corporate bonds. In countries where there is no deep market in such bonds, the market yields on government bonds denominated in that currency should be used.	Post-employment benefit obligations (both funded and unfunded) should be discounted using a discount rate determined by reference to market yields at the end of the reporting period on government bonds. However, subsidiaries, joint ventures, associates and branches domiciled outside India should use a rate determined by reference to market yields on high quality corporate bonds at the end of reporting period. In case such subsidiaries, joint ventures, associates and branches are domiciled in countries where there is no deep market in such bonds, the market yields on government bonds of that country should be used.
Past service cost and curtailments	Past service cost (includes curtailments) is recognised as an expense at the earlier of the following dates: • when the plan amendment or curtailment occurs; and • when the entity recognised related restructuring costs or termination benefits.	Similar to IFRS
Primary literature	**IAS 21 — The Effects of Changes in Foreign Exchange Rates**	**IND-AS 21 — The Effects of Changes in Foreign Exchange Rates**
Functional and presentation Currency	Functional currency is the currency of the primary economic environment in which the entity operates. Foreign currency is a currency other than the functional currency. Presentation currency is the currency in which the financial statements are presented.	Similar to IFRS

Areas of Difference	IFRS	IND-AS
Translation in the consolidated financial Statements	Assets and liabilities should be translated from functional currency to presentation currency at the closing rate at the date of the statement of financial position; income and expenses at actual/average rates for the period; exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity. These are reclassified from equity to profit or loss (as a reclassification adjustment) when the subsidiary/associate is sold.	Similar to IFRS
Forward exchange contracts	All forward contracts are accounted as derivative instruments. The guidance for accounting of derivative instruments is provided in IFRS 9.	Similar to IFRS
Change in functional currency	Change in functional currency is applied prospectively. The fact of change in functional currency and the reason for the change in functional currency should be disclosed.	Similar to IFRS. Additionally, the date of change in functional currency is also required to be disclosed.
Primary literature	**IAS 24 — Related Party Disclosures**	**IND-AS 24 — Related Party Disclosures**
Post-employment benefit plans	Related party includes post-employment benefit plans for the benefit of employees of the reporting entity or any entity that is related to the reporting entity.	Similar to IFRS
Key management personnel	Compensation of key management personnel is disclosed in total and separately for: • Short-term employee benefits; • Post-employment benefits; • Other long-term benefits; • Termination benefits; and • Share-based payments.	Similar to IFRS
Items to be disclosed	If an entity has related party transactions during the period covered by the financial statements, the amount of such transactions and the amount of outstanding, balances, including commitments, need to be disclosed.	Similar to IFRS

Areas of Difference	IFRS	IND-AS
Primary literature	**IAS 32 — Financial Instruments: Presentation**	**IND-AS 32 — Financial Instruments: Presentation**
Classification of financial liabilities	Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement, (and not its legal form), and the definition of financial liabilities and equity instruments.	Similar to IFRS
Offsetting	A financial asset and financial liability can only be offset if the entity currently has a legally enforceable right to set off the recognised amounts and intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.	Similar to IFRS
Primary literature	**IAS 36 — Impairment of Assets**	**IND-AS 36 — Impairment of Assets**
Annual impairment test for goodwill and intangibles	Goodwill and intangible assets not yet available for use and indefinite life intangible assets are required to be tested for impairment at least on an annual basis or earlier if there is an impairment indication.	Similar to IFRS
Primary literature	**IAS 37 — Provisions, Contingent Liabilities and Contingent Assets**	**IND-AS 37 — Provisions, Contingent Liabilities and Contingent Assets**
Recognition of provisions	A provision is recognised only when a past event has created a legal or constructive obligation, an outflow of resources is probable, and the amount of the obligation can be estimated reliably.	Similar to IFRS
Discounting	When the effect of time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.	Similar to IFRS
Primary literature	**IAS 38 — Intangible Assets**	**IND-AS 38 — Intangible Assets**
Measurement	Intangible assets can be measured at either cost or revalued amounts.	Similar to IFRS
Goodwill	Not amortised but subject to annual impairment test or more frequently whenever there is an impairment indication.	Similar to IFRS However, in case where goodwill is created under an approved scheme of arrangement, accounting for goodwill would be governed by the scheme.
Primary literature	**IAS 40 — Investment Property**	**IND-AS 40 — Investment Property**

Areas of Difference	IFRS	IND-AS
Definition and scope	Investment property is land or building (or part thereof) or both held (whether by owner or by a lessee under a finance lease) to earn rentals or for capital appreciation or both.	Similar to IFRS
Measurement	Investment property is measured initially at cost. Investment properties can subsequently be measured using the cost or the fair value model, with changes in fair value recognised in profit or loss.	Investment properties are measured using the cost model. Fair value model is not permitted. Detailed disclosures pertaining to fair value have to be given.
Primary literature	**IFRS 3 — Business Combinations**	**IND-AS 103 — Business Combinations**
The pooling of interests and purchase method	All business combinations, other than those between entities under common control, are accounted for using the purchase method. An acquirer is identified for all business combinations, which is the entity that obtains control of the other combining entity. There is no guidance for business combination between entities under common control. As a result, entities can account for such transactions using either book value or fair value method.	Business combination transactions between entities under common control should be accounted for using the 'pooling of interests' method. In case where the business combination transaction is through an approved scheme of arrangement, the accounting for the transaction prescribed in the scheme will apply.
Goodwill measurement	Goodwill is measured as the difference between: (a) the aggregate of: the acquisition-date fair value of the consideration transferred; less (b) the amount of any non-controlling interest; and (c) in a business combination achieved in stages, the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree; and the net of the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed. If the above difference is negative, the resulting gain is recognised as a bargain purchase in profit or loss.	Similar to IFRS. However, any gain on bargain purchase is recognised in other comprehensive income and accumulated in equity as capital reserve. If there is no clear evidence of the underlying reason for classification of the business combination as a bargain purchase, the resulting gain is recognised directly in equity as capital reserve.
Primary literature	**IFRS 8 — Operating Segments**	**IND-AS 108 — Operating Segments**
Determination of segments	Operating segments are identified based on the financial information that is regularly reviewed by the chief operating decision	Similar to IFRS

Areas of Difference	IFRS	IND-AS
	maker in deciding how to allocate resources and in assessing performance.	
Measurement	A reconciliation is provided for between information disclosed for reportable segments and the aggregate information in entity's financial statements. Segment profit or loss is reported on the same measurement basis as that used by chief operating decision maker. Segment information is not required to be in conformity with accounting policies adopted for preparing financial statements. However, a reconciliation is required of segment performance measures reported with the corresponding amounts reported in financial statements.	Similar to IFRS
Entity wide disclosures	Disclosures are required of external revenue from each product or service, from customers in country of domicile and foreign countries and geographical information on non-current assets. Information on major customers is disclosed if revenue from each customer is 10.0% or more of total segment revenues.	Similar to IFRS
Primary literature	**IFRS 9 — Financial Instruments**	**IND-AS 109 — Financial Instruments**
Investments, deposits loans and advances	All financial assets are classified as measured at amortised cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognised entirely in profit or loss or recognised in other comprehensive income.	Similar to IFRS
Impairment	The impairment model in IFRS 9 is based on expected credit losses. Expected credit losses (with the exception of purchased or original credit-impaired financial assets) are required to be measured through a loss allowance at an amount equal to: The 12 month expected credit losses; or	Similar to IFRS

Areas of Difference	IFRS	IND-AS
	Lifetime expected credit losses if credit risk has increased significantly since initial recognition of the financial instrument.	
Primary Literature	**IAS 27 — Separate Financial Statements**	**IND-AS 27—Separate Financial Statements**
	IFRS 10 — Consolidated Financial Statements	**IND-AS 110 —Consolidated Financial Statements**
	IFRS 12 — Disclosure of Interests in Other Entities	**IND-AS 112 — Disclosure of Interests in Other Entities**
Definition of control	Control is based on whether an investor has: • power over the investee; • exposure or rights to variable return from its involvement with the investee; and • the ability to use its power over the investee to affect the amounts of the returns. Control is based on substance of the transaction.	Similar to IFRS
Exclusion of subsidiaries, associates and joint ventures	Consolidated financial statements include all subsidiaries and equity accounted associates and joint ventures. No exemption for "temporary control," "different lines of business" or "subsidiary/associate/joint venture that operates under severe long-term funds transfer restrictions."	Similar to IFRS
Disclosure of nature and risk associated with interest in other entities	IFRS 12 requires disclosures for significant judgements and assumptions such as how control, joint control and significant influence has been determined along with detailed analysis.	Similar to IFRS
Primary Literature	**IFRS7 — Financial Instruments: Disclosure**	**IND-AS 107 — Financial Instruments: Disclosure**
Some improved disclosures	Requires disclosure of information about the nature and extent of risks arising from financial instruments: • qualitative disclosures about exposures to each type of risk and how those risks are managed; and • quantitative disclosures about exposures to each type of risk, separately for credit risk, liquidity risk	Similar to IFRS

Areas of Difference	IFRS	IND-AS
	and market risk (including sensitivity analysis).	
Primary literature	**IFRS 13 — Fair Value Measurement**	**IND-AS 113 — Fair Value Measurement**
Definition	Fair Value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement applies when another IFRS requires or permits fair value measurement or disclosures.	Similar to IFRS

GENERAL INFORMATION

Authorisation

1. The members of the Company had authorised the Board by way of special resolutions passed in the annual general meeting of the Company held on 19 July 2024 to borrow up to Rs. 2,000,000 million pursuant to Section 180(1)(c) of the Companies Act, 2013 and create security over its assets for an aggregate limit of up to Rs. 2,000,000 million pursuant to Section 180(1)(a) of the Companies Act, 2013.

2. The members of TMFL (now merged in the Company) had authorised the board of directors of TMFL by way of special resolutions passed in the extra-ordinary general meeting of TMFL held on 30 June 2023 to borrow up to Rs. 760,000 million for fund-based facilities and Rs. 45,000 million for non-fund based facilities pursuant to Section 180(1)(c) of the Companies Act, 2013 and create security over its assets for an aggregate limit of up to Rs. 760,000 million pursuant to Section 180(1)(a) of the Companies Act, 2013.

3. Accordingly, the Board has pursuant to the merger of TMFL with TCL by a resolution dated 28 October 2025 approved, revised or increased: (a) the overall borrowing limits of the Company for an aggregate amount of up to Rs. 2,805,000 million; and (b) the overall security limits of the Company or creation of charge on its assets for an aggregate amount of up to Rs. 2,760,000 million.

4. The Board has by a resolution dated 13 August 2025 approved overall borrowing limit of the Company during Fiscal 2025-2026 by way of external commercial borrowings (ECB) for an aggregate amount not exceeding U.S.$2 billion.

5. The Board has by a resolution dated 15 April 2024 ("**Programme - Board Resolution**") approved an establishment of a medium-term note programme up to U.S.$2,000,000,000 (the "**Programme**"). In the aforesaid Programme - Board Resolution, the Board also *inter alia* (a) approved the issuance of secured or unsecured notes, bonds, debentures or any other securities (including rupee denominate bonds overseas) by way of external commercial borrowings under the Programme for an aggregate amount of up to U.S.$2,000,000,000, in one or more drawdowns or tranches ("**Issue**") in accordance with applicable law, and, as and when approved by the Board of the Company or a committee thereof, and permitted by RBI; and (b) authorised certain authorized officials of the Company as mentioned in the said Programme - Board Resolution to undertake all such acts, deeds and things as they may deemed necessary or expedient including in connection with the Programme and the Issue including approving and finalizing any amendments, modifications, supplements and restatements to the offering documents and transaction documents.

6. The authorised persons authorised under the Programme - Board Resolution has by way of an authorised note dated 19 December 2025 approved this Offering Circular pertaining to the updates to the Programme.

Listing

7. Application shall be made to the GSM segment of the India INX for the trading on the GSM segment of the India INX of the Notes that may be issued pursuant to the Programme. The listing of the Notes shall be in compliance with the IFSCA Regulations. Further, the India INX has not approved or verified the contents of the listing particulars.

Delisting of Notes

8. The Trust Deed provides that if the applicable Pricing Supplement indicates that the Notes are listed on a stock exchange (the "**relevant Stock Exchange**"), the Issuer will use its best endeavours to maintain the listing on the relevant Stock Exchange of those of the Notes which are listed on the relevant Stock Exchange or, if it is unable to do so having used its best endeavours or if the Trustee considers that the maintenance of such listings is unduly onerous, it may cease to maintain such listing provided that it shall use its best endeavours promptly to obtain and maintain a quotation or listing of such Notes on such other stock exchange or exchanges or securities market or markets on which it is then accepted in the sphere of international issues of debt securities to list securities such as the Notes as it may decide and shall also upon obtaining a quotation or listing of such Notes issued by it on such other stock exchange or exchanges or securities market or markets enter into a trust deed supplemental to the Trust Deed to effect such consequential amendments to the Trust Deed as the Trustee may require or as shall be requisite to comply with the requirements of any such stock exchange or securities market.

Clearing Systems

9. The Notes to be issued under the Programme have been accepted for clearance through Euroclear and Clearstream. The appropriate common code and ISIN for each Tranche of Notes allocated by Euroclear and Clearstream will be specified in the applicable Pricing Supplement. The appropriate common code and ISIN for each Tranche of Notes allocated by Euroclear and Clearstream will be specified in the applicable Pricing Supplement. If the Notes are to clear through an additional or alternative clearing system, the appropriate information will be specified in the applicable Pricing Supplement. Euroclear and Clearstream each hold securities for their respective customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream have established an electronic bridge between their two system across where their respective participants may settle trades with each other.

   The Issuer's legal entity identifier is 335800TXSHN87ZZ57925**.**

No Significant Change

10. Save as disclosed in this Offering Circular, there has been no significant or material adverse change in the financial or trading position of the Company since 30 September 2025.

Litigation

11. The Company is not involved in any legal or arbitration proceedings (including any proceedings which are pending or threatened of which the Company is aware) which may have or have had in the 12 months preceding the date of this document a significant effect on the Company's financial position.

Accounts

12. MSKA & Associates and KKC & Associates LLP served as auditors in the fiscal year ended 31 March 2024, and MSKA & Associates and MP Chitale & Co. audited the Company's financial statements as at and for the year ended 31 March 2025 in accordance with Ind AS.

    MSKA & Associates and MP Chitale & Co. served as auditors of the Company in the six month period ended 30 September 2025 and reviewed the financial statements as at and for the six month period ended 30 September 2025 in accordance with Ind-AS.

Documents Available

13. So long as Notes are capable of being issued under the Programme, copies of the following documents will, when published, be available from the corporate office of the Issuer and (in respect of the Trust Deed, the Agency Agreement and (where applicable) the Security Document) from the specified office of the Principal Paying Agent:

    (a) the financial statements in respect of the fiscal years ended 31 March 2024 and 2025 and for the six month period ended 30 September 2025;

    (b) the Programme Agreement, the Trust Deed, the Agency Agreement, (where applicable) the Security Document and the forms of the Temporary Global Notes, the Permanent Global Notes, the Definitive Bearer Notes, the Receipts, the Coupons, the Talons, the Restricted Global Notes and the Definitive Registered Notes;

    (c) a copy of this Offering Circular;

    (d) any future offering circulars, prospectuses, information memoranda and supplements including Pricing Supplements (save that a Pricing Supplement relating to an unlisted Note will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the Company and the Paying Agent as to its holding of Notes and identity) to this Offering Circular and any other documents incorporated herein or therein by reference; and

    (e) in the case of each issue of listed Notes subscribed pursuant to a subscription agreement, the subscription agreement (or equivalent document).

INDEX TO FINANCIAL STATEMENTS

Financial Statements	**Page**
Consolidated Unaudited Financial information as of and for the six month period ended 30 September 2025	
Independent Review Report	F-2
Statement of Consolidated Unaudited Financial Results….	F-5
Statement of Consolidated Assets and Liabilities	F-7
Statement of Consolidated Cash Flow	F-8
Notes to the Financial Information	F-9
Consolidated Financial Statements for the year ended 31 March 2025	
Independent Auditor's Report	F-11
Consolidated Balance Sheet	F-22
Consolidated Statement of Profit and Loss	F-23
Consolidated Statement of Changes in Equity	F-24
Consolidated Statement of Cash Flow Statement	F-26
Notes to the Financial Statements	F-27
Consolidated Financial Statements for the year ended 31 March 2024	
Independent Auditor's Report	F-159
Consolidated Balance Sheet	F-169
Consolidated Statement of Profit and Loss	F-170
Consolidated Statement of Changes in Equity	F-171
Consolidated Statement of Cash Flow Statement	F-173
Notes forming part of the Financial Statements	F-175

M S K A & Associates
Chartered Accountants
602, Floor 6 Raheja,
Western Express Railway Colony,
Ram Nagar, Goregaon (East),
Mumbai - 400 063

M. P. Chitale & Co.
Chartered Accountants
1st Floor, Hamam House,
Ambalal Doshi Marg, Fort
Mumbai - 400001

Independent Auditor's Review Report on Consolidated unaudited financial results of Tata Capital Limited for the quarter and half year ended September 30, 2025 pursuant to the Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To The Board of Directors Tata Capital Limited

1. We have reviewed the accompanying Statement of Consolidated unaudited financial results of Tata Capital Limited (hereinafter referred to as 'the Holding Company'), its subsidiaries, (the Holding Company and its subsidiaries together referred to as the 'Group') and its share of the net profit after tax and total comprehensive income of its associates for the quarter and half year ended September 30, 2025 ('the Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulations').

2. This Statement, which is the responsibility of the Holding Company's Management and has been approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013('the Act'), read with relevant rules issued thereunder ('Ind AS 34') and other recognised accounting principles generally accepted in India and is in compliance with the Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement are free from material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
   We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33 (8) of the Regulations, to the extent applicable.

4. This Statement includes the results of the Holding Company and the entities included in Annexure 1.

5. Based on our review conducted and procedures performed as stated in paragraph 3 above nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 and other recognised accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We did not review the financial results of two subsidiaries included in the Statement, whose financial results reflect total assets of Rs. 77,227.39 crores (before consolidation adjustments) as at September 30, 2025 and total revenues of Rs. 2,219.33 crores and Rs. 4,152.43 crores (before consolidation adjustments), total net profit after tax of Rs.438.72 crores and Rs. 850.51 crores (before consolidation adjustments) and total comprehensive income of Rs. 452.25 crores and Rs. 855.20 crores (before consolidation adjustments), for the quarter ended and half year ended September 30, 2025, respectively, and cash outflows (net) of Rs. 1,782.72 crores for the period from April 01, 2025 to September 30, 2025, as

MSKA & ASSOCIATES Chartered Accountants
M.P. CHITALE & CO. MUMBAI C.A.

considered in the Statement. These financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.
Our conclusion is not modified in respect of the above matter with respect to our reliance on the work done by and report of the other auditors.

7. The Statement includes the financial results of sixteen subsidiaries which have not been reviewed by their auditors, whose financial results reflects total assets of Rs. 2,524.74 crores (before consolidation adjustments) as at September 30, 2025 and total revenue of Rs. 39.88 crores and Rs.117.76 crores (before consolidation adjustments), total net profit after tax of Rs. 19.81 crores and Rs. 82.31 crores (before consolidation adjustments) and total comprehensive income of Rs. 44.10 crores and Rs. 111.40 crores (before consolidation adjustments) for the quarter and half year ended September 30, 2025, respectively, and cash inflows (net) of Rs. 24.04 crores for the period from April 01, 2025 to September 30, 2025, as considered in the Statement. These financial results have been furnished to us by the Management and our conclusion on the Statement in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such management prepared unaudited financial results. According to the information and explanations given to us by the Management, these financial results are not material to the Group.
Our conclusion is not modified in respect of the above matter with respect to our reliance on the financial result certified by the management.

8. The Statement also includes the Group's share of net profit after tax of Rs. 3.52 crores and Rs. 2.97 crores (before consolidation adjustments) for the quarter and half year ended September 30, 2025 in respect of fourteen associates, whose financial results have not been reviewed by us. These financial results have not been reviewed by their auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these associates, is based solely on such management prepared unaudited financial results. According to the information and explanations given to us by the Management, these financial results are not material to the Group. Our conclusion is not modified in respect of the above matter with respect to our reliance on the financial result certified by the management.
Our conclusion is not modified in respect of the above matter with respect to our reliance on the financial result certified by the management.

9. Pursuant to the approval of scheme of arrangement for amalgamation of Tata Motors Finance Limited ('TMFL') with and into TCL and their respective shareholders, the numbers included in the Statement for the quarter and half year ended September 30, 2024, are of the merged entity i.e. TMFL merged with and into TCL. In accordance with Ind AS 103, the assets and liabilities of TMFL have been recorded at fair value at the appointed date i.e. April 01, 2024. These merged numbers for the quarter and half year ended September 30, 2024, are not subjected to review or audit.

   Our conclusion is not modified in respect of the above matter.

For M S K A & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

Swapnil Kale
Partner
Membership No.: 117812
UDIN: 25117812BMNVAR3310

Mumbai
October 28, 2025

For **M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555
UDIN: 25112555BMLYPU5897

Mumbai
October 28, 2025

Annexure 1

Sr. No	Name of the Entity	Relationship with Tata Capital Limited
1	Tata Capital Housing Finance Limited	Subsidiary
2	Tata Securities Limited	Subsidiary
3	Tata Capital Pte. Limited	Subsidiary
4	Tata Capital Advisors Pte. Limited	Subsidiary of Tata Capital Pte. Limited
5	Tata Capital General Partners LLP	Subsidiary of Tata Capital Pte. Limited
6	Tata Capital Healthcare General Partners LLP	Subsidiary of Tata Capital Pte. Limited
7	Tata Opportunities General Partners LLP	Subsidiary of Tata Capital Pte. Limited
8	Tata Capital Growth II General Partners LLP	Subsidiary of Tata Capital Pte. Limited
9	Tata Capital Healthcare II General Partners LLP	Subsidiary of Tata Capital Pte. Limited
10	Tata Capital Growth Fund I	Subsidiary
11	Tata Capital Growth Fund II	Subsidiary
12	Tata Capital Healthcare Fund I	Subsidiary
13	Tata Capital Healthcare Fund II	Subsidiary
14	Tata Capital Special Situations Fund	Subsidiary
15	Tata Capital Innovations Fund	Subsidiary
16	TCL Employee Welfare Trust	Subsidiary
17	Tata Capital Growth Fund III	Subsidiary
18	Tata Capital Growth III General Partners LLP	Subsidiary of Tata Capital Pte. Limited
19	Novalead Pharma Private Limited	Associate of Tata Capital Healthcare Fund I
20	Sea6 Energy Private Limited	Associate of Tata Capital Innovations Fund
21	Kapsons Industries Private Limited	Associate of Tata Capital Special Situations Fund
22	Indusface Private Limited	Associate of Tata Capital Growth Fund II
23	Auxilo Finserve Private Limited	Associate of Tata Capital Growth Fund II
24	Linux Laboratories Private Limited	Associate of Tata Capital Healthcare Fund II
25	Cnergyis Infotech India Pvt Ltd	Associate of Tata Capital Growth Fund II
26	Atulaya Healthcare Private Limited	Associate of Tata Capital Healthcare Fund II
27	Sakar Healthcare Limited	Associate of Tata Capital Healthcare Fund II
28	Anderson Diagnostic Services Private Limited	Associate of Tata Capital Healthcare Fund II
29	Famescore Private Limited (Formerly known as Finagg Technologies Private Limited)	Associate
30	Noble Medichem Private Limited	Associate of Tata Capital Healthcare Fund II
31	Harsoria Healthcare Private Limited	Associate of Tata Capital Healthcare Fund II
32	Apex Kidney Care Private Limited	Associate of Tata Capital Healthcare Fund II





Tata Capital Limited
Corporate Identity Number : U65990MH1991PLC060670
Registered Office : 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013
Tel: 022-6606 9000
Website: www.tatacapital.com Email: investors@tatacapital.com

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2025

(Rs. in crore)

	Particulars	Quarter ended			Half year ended		Year ended
		September 30, 2025	June 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024	March 31, 2025
		(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Revenue from operations**						
(i)	Interest income	6,979.54	6,931.83	6,253.25	13,911.37	12,248.41	25,719.77
(ii)	Dividend income	3.73	8.75	15.65	12.48	23.92	24.01
(iii)	Rental income	115.03	86.77	65.59	201.80	128.67	272.25
(iv)	Fee and commission income	434.80	347.63	689.85	782.43	990.75	1,779.75
(v)	Net gain on fair value changes	100.87	175.19	124.61	276.06	270.27	280.49
(vi)	Net gain on derecognition of financial instruments	103.21	114.64	35.83	217.85	69.04	236.47
	Total revenue from operations	7,737.18	7,664.81	7,184.78	15,401.99	13,731.06	28,312.74
2	Other income	12.47	26.84	7.70	39.31	18.82	57.13
3	**Total income (1+2)**	7,749.65	7,691.65	7,192.48	15,441.30	13,749.88	28,369.87
4	**Expenses**						
(i)	Finance costs	3,975.58	4,065.62	3,693.32	8,041.20	7,234.48	15,029.64
(ii)	Reversal of impairment of investment in associates	-	-	-	-	(23.34)	(23.34)
(iii)	Net loss on derecognition of associates	-	-	(20.12)	-	2.18	2.18
(iv)	Impairment of financial instruments	773.17	908.58	534.34	1,681.75	1,494.37	2,826.83
(v)	Employee benefits expense	721.98	634.55	795.45	1,356.53	1,509.81	2,812.25
(vi)	Depreciation, amortisation and impairment	135.21	118.05	91.88	253.26	181.72	390.02
(vii)	Other expenses	640.21	582.11	605.41	1,222.32	1,213.81	2,411.15
	Total expenses	6,246.15	6,308.91	5,700.28	12,555.06	11,613.03	23,448.73
5	**Profit before exceptional items, share of net profits of investments accounted for using equity method and tax (3-4)**	1,503.50	1,382.74	1,492.20	2,886.24	2,136.85	4,921.14
6	Share in profit/(loss) of associates	3.52	(0.55)	1.56	2.97	(1.46)	(2.58)
7	**Profit before exceptional items and tax (5+6)**	1,507.02	1,382.19	1,493.76	2,889.21	2,135.39	4,918.56
8	Exceptional items	-	-	-	-	-	-
9	**Profit before tax (7-8)**	1,507.02	1,382.19	1,493.76	2,889.21	2,135.39	4,918.56
10	**Tax expenses :**						
	(1) Current tax	422.27	410.58	313.47	832.85	459.88	1,141.21
	(2) Deferred tax	(34.22)	(69.32)	47.67	(103.54)	70.68	122.33
	Total tax expense	388.05	341.26	361.14	729.31	530.56	1,263.54
11	**Profit for the period/year (9-10)**	1,118.97	1,040.93	1,132.62	2,159.90	1,604.83	3,655.02
12	**Other comprehensive income**						
A	**Items that will not be reclassified to profit or loss**						
	Owners of the Company						
	(a) Remeasurement of the defined employee benefit plans	(20.51)	9.99	12.35	(10.52)	2.21	(33.70)
	(b) Tax relating to remeasurement of defined employee benefit plans	5.14	(2.51)	(3.08)	2.63	(0.58)	8.44
	(c) Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI)	(30.94)	23.59	70.75	(7.35)	164.52	(151.01)
	(d) Tax on changes in fair values of investment in equities carried at FVTOCI	1.98	(3.09)	50.82	(1.11)	35.50	80.62
	Non controlling interest						
	(a) Changes in fair values of investment in equities carried at FVTOCI (net of tax)	-	0.11	-	0.11	8.09	8.09
B	**Items that will be reclassified to profit or loss**						
	Owners of the Company						
	(a) Debt instruments measured through FVTOCI	0.46	3.62	4.76	4.08	4.70	3.89
	(b) Tax on Debt instruments measured through FVTOCI	(0.07)	(0.62)	(0.81)	(0.69)	(0.80)	(0.66)
	(c) Fair value gain/(loss) on financial assets carried at FVTOCI	(12.71)	10.03	6.15	(2.68)	2.80	(8.61)
	(d) Tax relating to fair value gain/(loss) on financial asset measured through FVTOCI	3.19	(2.52)	(1.55)	0.67	(0.71)	2.17
	(e) The effective portion of loss on hedging instruments in a cash flow hedge	141.81	(34.07)	(47.86)	107.74	(51.29)	(98.74)
	(f) Tax relating to the effective portion of gain on hedging instruments in a cash flow hedge	(35.69)	8.57	12.05	(27.12)	12.91	24.85
	(g) Share of other comprehensive income in associates (net)	-	-	-	-	-	(0.08)
	(h) Exchange differences in translating financial statements of foreign operations	23.92	1.28	3.05	25.20	3.17	18.04
	Non controlling interest						
	(a) Fair value loss on financial asset measured through FVTOCI	-	-	-	-	-	(0.20)
	Total Other Comprehensive Income	76.58	14.38	106.63	90.96	180.52	(146.90)
13	**Total comprehensive income for the period/year (11+12)**	1,195.55	1,055.31	1,239.25	2,250.86	1,785.35	3,508.12

TATA CAPITAL LIMITED

MSKA & ASSOCIATES Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

Tata Capital Limited
Corporate Identity Number : U65990MH1991PLC060670
Registered Office : 11th Floor, Tower A, Peninsula Business Park, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013
Tel: 022-6606 9000
Website: www.tatacapital.com Email: investors@tatacapital.com

STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED SEPTEMBER 30, 2025

(Rs. in crore)

	Particulars	Quarter ended			Half year ended		Year ended
		September 30, 2025	June 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024	March 31, 2025
		(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
14	**Profit for the period/year attributable to:**						
	Owners of the company	1,097.32	989.89	1,075.72	2,087.21	1,537.38	3,664.66
	Non-controlling interest	21.65	51.04	56.90	72.69	67.45	(9.64)
15	**Other comprehensive income for the period/year attributable to:**						
	Owners of the company	76.58	14.27	106.63	90.85	172.43	(154.79)
	Non-controlling interest	-	0.11	-	0.11	8.09	7.89
16	**Total comprehensive income for the period/year attributable to: (14+15)**						
	Owners of the company	1,173.90	1,004.16	1,182.35	2,178.06	1,709.81	3,509.87
	Non-controlling interest	21.65	51.15	56.90	72.80	75.54	(1.75)
17	**Earnings per equity share:**						
	Equity Share of par value Rs 10/- each						
	(1) Basic (Rs)	*2.73	*2.48	*2.74	*5.21	*3.91	9.32
	(2) Diluted (Rs)	*2.73	*2.48	*2.74	*5.21	*3.91	9.32
18	Debt Equity ratio (No. of Times)	6.01	6.46	6.49	6.01	6.49	6.39
19	Debt service coverage ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
20	Interest service coverage ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
21	Outstanding Redeemable Preference Shares (No of shares)	2,572,600	2,572,600	3,305,150	2,572,600	3,305,150	3,305,150
22	Outstanding Redeemable Preference Shares (in crore)						
	Face value (Rs 1,000/- each)	257.26	257.26	330.52	257.26	330.52	330.52
	Carrying value (inclusive of interest accrued thereon)	266.98	262.09	342.94	266.98	342.94	330.52
23	Net Worth	35,407.89	32,761.73	29,489.62	35,407.89	29,489.62	32,587.82
24	Capital Redemption Reserve	5.75	5.75	5.75	5.75	5.75	5.75
25	Debenture Redemption Reserve	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
26	Current ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
27	Long term debt to working capital	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
28	Current liability ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
29	Total Debts to Total Assets (%)	83.09%	83.98%	83.96%	83.09%	83.96%	83.88%
30	Debtors turnover	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
31	Inventory turnover	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
32	Operating margin (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
33	Net profit margin (%)	14.18%	12.91%	14.97%	13.55%	11.20%	12.94%
34	Bad debts to Account receivable ratio	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
35	Gross Non Performing Assets (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
36	Net Non Performing Assets (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
37	Provision Coverage Ratio (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
38	Security Cover (No of times)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
39	Capital adequacy ratio ("CAR") (%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

(* Not annualised)

TATA CAPITAL LIMITED

MSKA & ASSOCIATES Chartered Accountants

M.P. CHITALE & CO. MUMBAI C.A.

Notes

1 Statement of consolidated assets and liabilities as at September 30, 2025:

(Rs. in crore)

	Particulars	As at September 30, 2025 (Unaudited)	As at March 31, 2025 (Audited)
	ASSETS		
(1)	**Financial assets**		
(a)	Cash and cash equivalents	3,338.62	9,478.20
(b)	Bank balances other than (a) above	382.74	964.85
(c)	Derivative financial instruments	1,090.14	539.73
(d)	Receivables		
	(i) Trade receivables	130.76	96.64
	(ii) Other receivables	2.64	0.95
(e)	Loans	234,991.07	221,950.37
(f)	Investments	8,151.25	8,717.79
(g)	Investments accounted using equity method	1,185.47	1,148.60
(h)	Other financial assets	1,946.95	1,101.40
		251,219.64	**243,998.53**
(2)	**Non-financial assets**		
(a)	Current tax assets (net)	125.72	234.04
(b)	Deferred tax assets (net)	1,463.55	1,388.17
(c)	Investment property	3.04	3.13
(d)	Property, plant and equipment	2,022.87	1,513.26
(e)	Capital work-in-progress	1.75	1.81
(f)	Intangible assets under development	21.21	13.94
(g)	Other intangible assets	86.94	76.97
(h)	Right to use assets	372.12	410.01
(i)	Other non-financial assets	910.99	825.15
		5,008.19	**4,466.48**
	Total assets	**256,227.83**	**248,465.01**
	LIABILITIES AND EQUITY		
	LIABILITIES		
(1)	**Financial liabilities**		
(a)	Derivative financial instruments	109.38	240.89
(b)	Payables		
	(i) Trade payables		
	Total outstanding dues of micro enterprises and small enterprises	6.93	19.39
	Total outstanding dues of creditors other than micro enterprises and small enterprises	1,617.41	1,801.93
	(ii) Other payables		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(c)	Debt securities	90,205.01	80,141.57
(d)	Borrowings (Other than debt securities)	113,551.25	118,620.40
(e)	Subordinated liabilities	9,131.75	9,652.96
(f)	Lease liabilities	406.49	436.22
(g)	Other financial liabilities	2,602.68	2,212.63
		217,630.90	**213,125.99**
(2)	**Non-financial liabilities**		
(a)	Current tax liabilities (net)	462.75	364.50
(b)	Provisions	295.86	280.22
(c)	Other non-financial liabilities	265.02	323.66
		1,023.63	**968.38**
(3)	**EQUITY**		
(a)	Equity share capital	4,006.52	3,762.44
(b)	Shares pending for issuance	-	4,162.76
(c)	Instruments entirely equity in nature	1,203.00	1,808.00
(d)	Other equity	31,074.42	23,458.61
	Equity attributable to owners of the Company	**36,283.94**	**33,191.81**
(4)	Non-controlling interest	**1,289.36**	**1,178.83**
	Total liabilities and equity	**256,227.83**	**248,465.01**

2 Statement of consolidated cash flow for the half year ended September 30, 2025:

(Rs. in crore)

Particulars	For the half year ended September 30, 2025	For the half year ended September 30, 2024
	(Unaudited)	(Unaudited)
1 CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,889.21	2,135.39
Adjustments for :		
Depreciation, amortisation and impairment	253.26	181.72
Net gain on derecognition of property, plant and equipment and right-to-use assets	(2.18)	(6.11)
Interest expenses	8,041.20	7,234.48
Interest income	(13,911.37)	(12,248.41)
Dividend income	(12.48)	(23.92)
Provision for leave encashment	14.72	24.55
Exchange gains (net)	(1.00)	(0.83)
Net gain on fair value changes	(276.06)	(270.27)
Net loss on derecognition of investment in Associates	-	2.18
Net gain on derecognition of financial instruments	(217.85)	(69.04)
Rental income on fair valuation of security deposit	-	(7.67)
Share in (loss)/profit of associates	(2.97)	1.46
Share based payments to employees	19.42	20.15
Interest on income tax refund	(25.39)	-
Impairment on investment in associates	-	(23.34)
Reversal of provision against consumer disputes	(5.76)	(3.63)
Impairment on financial instruments	1,681.75	1,494.37
(Reversal) of provision /Provision against assets held for sale	(0.78)	21.63
	(1,556.28)	**(1,537.29)**
Interest paid	(7,266.24)	(6,572.14)
Interest received	12,976.07	11,462.34
Interest received on income tax refund	25.39	-
Dividend received	13.38	23.92
Cash generated from operation before working capital changes	**4,192.32**	**3,376.83**
Movement in working capital:		
Increase in loans	(13,781.92)	(18,600.36)
Increase in trade receivables	(45.08)	(184.56)
(Increase)/Decrease in other financial/non financial assets	(197.44)	62.79
Increase/(Decrease) in other financial/ non financial liabilities	307.98	(492.87)
Decrease in provisions	(22.04)	(2.30)
(Decrease)/Increase in trade payables	(193.43)	69.20
	(13,931.93)	(19,148.10)
Taxes paid (net)	(610.73)	(844.85)
NET CASH USED IN OPERATING ACTIVITIES	**(10,350.34)**	**(16,616.12)**
2 CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital advances)	(726.98)	(384.94)
Proceeds from sale of property, plant and equipment	11.40	15.49
Investment in associates	-	(281.62)
Purchase of mutual fund units	(267,025.78)	(322,550.88)
Purchase of other investments	(94,786.85)	(127,131.52)
Proceeds from redemption of mutual fund units	266,647.42	321,910.44
Proceeds from sale of associates	-	51.79
Proceeds from sale of other investments	95,514.20	129,196.47
Bank Balances not considered as cash and cash equivalents	583.09	(142.75)
NET CASH GENERATED FROM INVESTING ACTIVITIES	**216.50**	**682.48**
3 CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of Equity Shares	1,737.25	-
Infusion of capital by minority shareholders	10.10	128.21
Payout of income/gain to contributors	(0.14)	(171.96)
Repayment of lease liabilities	(50.09)	(47.61)
Share and debt issue expenses	(48.23)	(27.18)
Dividend paid on equity & preference shares	(165.98)	(77.77)
Proceeds from debt securities	27,890.92	28,033.60
Proceeds from borrowings (other than debt securities)	35,888.48	40,396.85
Proceeds from subordinated liabilities	-	250.00
Repayment of debt securities	(18,560.04)	(21,012.20)
Repayment of borrowings (other than debt securities)	(41,700.15)	(34,650.86)
Repayment of subordinated liabilities	(363.02)	(747.90)
Distributions made to holders of Instruments entirely equity in nature	(51.39)	(66.12)
Repayment of instruments entirely equity in nature	(605.00)	-
NET CASH GENERATED FROM FINANCING ACTIVITIES	**3,982.71**	**12,007.06**
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(6,151.13)**	**(3,926.58)**
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR	**9,478.20**	**6,771.16**
CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION	**-**	**3,204.52**
Exchange difference on translation of foreign currency cash and cash equivalents	11.55	0.44
CASH AND CASH EQUIVALENTS AS AT THE END OF THE PERIOD	**3,338.62**	**6,049.54**

3 These consolidated financial results together with the results for the comparative reporting periods have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard as prescribed under Section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards), Rules 2015, amended from time to time, the Reserve Bank of India ("RBI") guidelines and other accounting principles generally accepted in India and in compliance with the Regulation 33 and 52 of the Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended.

4 The above results have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their respective meetings held on October 28, 2025. The financial results for the half year ended September 30, 2025 have been subjected to limited review by the joint statutory auditors of the Company. The conclusion thereon is unmodified.

5 Segment wise revenue, result, total assets and total liabilities in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 as amended.

(Rs. in crore)

Particulars	Quarter ended			Half year ended		Year ended
	September 30, 2025	June 30, 2025	September 30, 2024	September 30, 2025	September 30, 2024	March 31, 2025
	(Unaudited)	(Audited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment Revenue						
a) Financing Activity	7,517.70	7,406.74	6,695.76	14,924.44	13,052.69	27,392.70
b) Investment Activity	81.86	134.85	690.17	216.71	1,307.83	1,513.53
c) Others	164.84	138.47	66.12	303.31	196.90	434.24
d) Unallocated	2.23	23.16	-	25.39	-	11.11
Total	**7,766.63**	**7,703.22**	**7,452.05**	**15,469.85**	**14,557.42**	**29,351.58**
Less : Inter Segment Revenue	(16.98)	(11.57)	(259.57)	(28.55)	(807.54)	(981.71)
Total segment revenue	**7,749.65**	**7,691.65**	**7,192.48**	**15,441.30**	**13,749.88**	**28,369.87**
Segment Results						
a) Financing Activity	1,425.27	1,240.96	1,233.73	2,666.23	1,847.79	4,751.04
b) Investment Activity	59.86	105.63	271.55	165.49	264.43	117.59
c) Others	18.37	36.15	(13.08)	54.52	24.63	52.51
Total	**1,503.50**	**1,382.74**	**1,492.20**	**2,886.24**	**2,136.85**	**4,921.14**
Less : Unallocated Corporate Expenses	-	-	-	-	-	-
Add: Share of Profit/(Loss) of Associates	3.52	(0.55)	1.56	2.97	(1.46)	(2.58)
Profit before taxation	**1,507.02**	**1,382.19**	**1,493.76**	**2,889.21**	**2,135.39**	**4,918.56**
Less : Provision for taxation	(388.05)	(341.26)	(361.14)	(729.31)	(530.56)	(1,263.54)
Profit after taxation	**1,118.97**	**1,040.93**	**1,132.62**	**2,159.90**	**1,604.83**	**3,655.02**
Segment Assets						
a) Financing Activity	248,330.92	244,755.32	221,380.97	248,330.92	221,380.97	241,547.23
b) Investment Activity	3,667.24	3,373.76	3,807.31	3,667.24	3,807.31	3,257.12
c) Others	2,067.80	1,999.71	1,079.52	2,067.80	1,079.52	1,558.98
d) Unallocated	2,161.87	2,125.49	2,108.03	2,161.87	2,108.03	2,101.68
Total	**256,227.83**	**252,254.28**	**228,375.83**	**256,227.83**	**228,375.83**	**248,465.01**
Segment Liabilities						
a) Financing Activity	215,912.35	214,695.13	195,124.40	215,912.35	195,124.40	211,823.54
b) Investment Activity	110.75	122.61	465.03	110.75	465.03	178.41
c) Others	1,863.01	1,806.64	897.04	1,863.01	897.04	1,369.75
d) Unallocated	768.42	802.35	725.90	768.42	725.90	722.67
Total	**218,654.53**	**217,426.73**	**197,212.37**	**218,654.53**	**197,212.37**	**214,094.37**

Note: In accordance with Ind AS 108 on Segment Reporting, the Company has identified three business segments i.e. Financing Activity, Investment Activity and Others, and one Geographical Segment viz. India, as secondary segment.
The Board of Directors along with Managing Director (Chief Operating Decision Maker - CODM) reviews the performance of each division.

Reportable segments	Operations
Financing activity	Loans for retail and corporate borrowers and investments in government securities and mutual funds. Products offered include term loans (corporate and retail), Supply chain finance, Equipment finance, Cleantech and Infrastructure finance, Loans against securities, commercial vehicle finance, passenger vehicle finance.
Investment activity	Investments excluding government securities and mutual funds including private equity investments.
Others	Advisory services, wealth management, distribution of financial products and operating lease business.

TATA CAPITAL LIMITED

MSKA & ASSOCIATES Chartered Accountants

R. CHITALE & CO. MUMBAI C.A.

6 The Company has allotted 51,074,292 fully paid-up equity shares of face value of Rs. 10/- each on Rights Basis to the eligible shareholders on July 18, 2025, at an issue price of Rs. 343/- per equity share (including a premium of Rs. 333/- per equity share).

7 Pursuant to the Initial Public Offer of 47,58,24,280 equity shares of face value of Rs. 10 each of the Company, comprising of fresh issue of 21,00,00,000 equity shares and 26,58,24,280 equity shares offered for sale by the selling shareholders, the Company has allotted 21,00,00,000 equity shares on October 9, 2025. The equity shares were issued at a price of Rs. 326 per equity share (including a Share Premium of Rs. 316 per equity share). Pursuant to the aforesaid allotment of equity shares, the issued, subscribed and paid-up equity share capital of the Company stands increased to Rs 4,244.87 crore (424,48,69,037 equity shares of Rs 10 each face value) and securities premium stands increased to Rs. 17,412.15 crore. The Company's equity shares were listed on National Stock Exchange of India Limited and BSE Limited on October 13, 2025.

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

The RBI and the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) have accorded their "No Objection" for the Scheme. The Scheme was approved by the Shareholders (Equity and Preference) and the Creditors (Secured and Unsecured) of the Company at the NCLT convened meetings of the Shareholders and Creditors held on January 16, 2025, and January 17, 2025, respectively.

The Hon'ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, TMFL and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 ("Effective Date") and TMFL has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024. Accordingly, the figures and disclosures for the quarter and half year ended September 30, 2024 have been restated/recast taking into account the effect of the Scheme.

In view of the Scheme becoming effective and as per its terms:

(i). The entire business of TMFL including all the assets, liabilities and undertakings of TMFL stand transferred to and vested in TCL and TCL will carry on all the business activities undertaken by TMFL.

(ii). From the Appointed Date till the effective date, the business carried on by TMFL shall be deemed to have been carried on for and on behalf of and in trust for TCL.

(iii). 18,38,67,495 Equity shares of TCL have been allotted to TMF Holdings Limited, being the shareholder of TMFL as on Record Date i.e. May 13, 2025, as per the share exchange ratio determined based on the Valuation Reports and the Fairness Opinions obtained by TCL and TMFL.

(iv). The holders of Non-Convertible Debentures (NCDs) of TMFL have become the holders of NCDs of TCL on the same terms, including the coupon rate, tenure, redemption price, quantum, nature of security, adequately safeguarding the interest of the NCD holders.

As per Indian Accounting Standard (Ind AS) 103, the amalgamation has been accounted under "acquisition method". The difference between the purchase consideration and fair value of the acquired assets and liabilities as per the provisional valuation report and has been accounted as goodwill. In accordance with the Scheme, goodwill arising on merger has been adjusted against the Securities Premium account.

9 Figures in the previous period/year have been reclassified/regrouped and correspondingly ratios are changed wherever necessary, in order to make them comparable to the current period.

10 The figures for the second quarter in each of the financial years are the balancing figures between figures in respect of the half year end and the year to date figures upto the end of the first quarter of the respective financial year.

11 Information as required pursuant to Regulation 52(4) and 63(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
Formulae for Computation of Ratios are as follows:

(i) Debt Equity ratio	(Debt Securities + Borrowings (other than debt securities) + Subordinated Debt - Cumulative Redeemable Preference Shares (CRPS) - Unamortised Issue Expenses) / Net Worth
(ii) Networth	The aggregate value of the paid-up share capital, instruments entirely equity in nature, share pending for issuance and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
(iii) Total debt to total assets (%)	(Debt Securities + Borrowings (other than Debt Securities) + Subordinated Debt)/ Total Assets
(iv) Net Profit margin (%)	Profit after Tax (Attributable to owners of the Company)/ Revenue from Operations

For Tata Capital Limited

Rajiv Sabharwal

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Place : Mumbai
Date: October 28, 2025

MSKA & ASSOCIATES Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

M S K A & Associates
Chartered Accountants
602, Floor 6 Raheja,
Western Express Railway Colony,
Ram Nagar, Goregaon (East),
Mumbai - 400 063

M. P. Chitale & Co.
Chartered Accountants
1st Floor, Hamam House,
Ambalal Doshi Marg, Fort
Mumbai - 400001

INDEPENDENT AUDITOR'S REPORT

To the Members of Tata Capital Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying Consolidated Financial Statements of Tata Capital Limited (the "Holding Company" or the "Parent") and its subsidiaries (the parent and its subsidiaries together referred to as "the Group"), and its associates, for the year ended March 31, 2025, which comprise the Consolidated Balance Sheet as at 31 March 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

2. In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Rules"), the relevant circulars, guidelines and directions issued by the Reserve Bank of India ("RBI") from time to time ("RBI Guidelines") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, of consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

3. We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group, and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of audit reports of the other auditors referred to in the "Other Matters" paragraph below is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Emphasis of Matter

4. We draw attention to Note 48 to the Consolidated Financial Statements with respect to approval of scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL"), with and into Tata Capital Limited (TCL) and their respective shareholders effective April 01, 2024.

   Our opinion is not modified in respect of the above matter.

Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How the Key Audit Matter was addressed in our audit
Allowance for Expected Credit Loss (ECL) on Loan Assets: Gross Loans as at March 31, 2025: 2,26,552.96 crores ECL Provision as at March 31, 2025: 4,406.45 crores (Refer Note 7 to the Consolidated financial statements)	
Indian Accounting Standard 109 - Financial Instruments ('Ind AS 109') requires the Company to provide for impairment of its financial assets using the expected credit loss ('ECL') approach involving an estimation of probability of loss on such financial assets, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's financial assets. The estimation of impairment loss allowance on loan assets involves significant judgement and estimates, which are subject to uncertainty, and involves applying appropriate measurement principles in case of loss events. The Expected Credit Loss (ECL) is calculated using the percentage of probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each of the stages of loan portfolio. Significant management judgment and assumptions involved in measuring ECL is required with respect to: • Segmentation of loan book in buckets based on common risk characteristics; • Staging of loans and in particular determining the criteria, which includes qualitative factors for identifying a significant increase in credit risk (i.e. Stage 2) and credit-impaired (i.e. Stage - 3); • Factoring in future macro-economic and industry specific estimates and forecasts; • Past experience and forecast data on customer behaviour on repayments;	Our audit procedures in respect of this area included, but not limited to: a. Obtained and read Companies Board approved policies on ECL and evaluated the appropriateness of the Company's accounting policies for impairment of financial instruments and assessed compliance of the same with Indian Accounting Standard 109-Financial Instruments ('Ind AS 109'); b. Performed a walkthrough of the impairment loss allowance process, and assessed the design and tested operating effectiveness of the key controls over completeness and accuracy of the key inputs (including loan book as at March 31, 2025) and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. These controls, amongst others, included controls over the staging of the loan portfolio along with passing of journal entries and preparing disclosures; c. Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions. Since, modelling assumptions and parameters were based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses incurred within the portfolios; d. Assessed the critical assumptions & input data used by the Company for estimating, grouping and staging of loan portfolio into various categories and default buckets and their appropriateness for determining the probability-weighted default (PD) and loss-given default (LGD) rates;

Key Audit Matters	How the Key Audit Matter was addressed in our audit
• Varied statistical modelling techniques to determine probability of default, loss given default and exposure at default basis, the default history of loans, subsequent recoveries made and other relevant factors using probability-weighted scenarios. Considering the significance of the above matter to the financial statements and complex nature of assumptions & judgements exercised by the management and loans forming a major portion of the Company's assets this matter required significant attention to test the calculation of expected credit losses, we identified this as a key audit matter for current year audit.	e. Performed sample testing of the input data used for determining the PD (probability of default) and LGD (loss given default) rates and agreed the data with the underlying books of accounts and records; f. Tested the arithmetical accuracy of computation of ECL (expected credit loss) provision performed by the Company; g. Tested the completeness of loans included in the ECL calculations as of March 31, 2025 by reconciling such data with the balances as per loan book register; and h. Assessed the appropriateness of the disclosures made by the management as per the requirements of Ind AS 109 -'Financial Instruments' in the Consolidated Financial Statements. i. Obtained written representations from management and those charged with governance on whether they believe significant assumptions used in calculation of expected credit losses are reasonable;
Information Technology ("IT") System and Controls	
The Company is dependent on its information technology ('IT') systems due to the significant number of transactions that are processed daily across such multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environment. Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data. On account of the pervasive use of IT systems across varied different phases of business, the testing with respect to general computer controls of the IT systems used in financial reporting was identified to be a key audit matter. The Company has a complex IT architecture to support its day-to-day business operations. High volume of transactions is processed and recorded on single or multiple applications. The reliability and security of IT systems plays a key role in the business operations of the Company. Since large volume of	Our audit procedures in respect of this area included, but not limited to: 1. Involved IT specialists as part of the audit for the purpose of testing the IT general controls and application controls. 2. Obtained an understanding of the Company's IT applications, databases and operating systems relevant to financial reporting and the control environment, including an understanding of the process, mapping of applications and understanding financial risks posed by people-process and technology. 3. Tested design and operating effectiveness of key controls over user access management, change management, program development, testing of key controls pertaining to backup, batch processing, incident management and data centre security. 4. Performed procedures for a selected group of key controls over financial and reporting

Key Audit Matters	How the Key Audit Matter was addressed in our audit
transactions are processed daily, IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner. Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting. The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls in information systems, such that there exists a risk that, gaps in the IT control environment could result in the financial accounting and reporting records being misstated. We have identified 'IT systems and controls' as a key audit matter because of the high-level automation, significant number of systems being used by the management and the complexity of the IT architecture and its impact on the financial reporting system.	system to determine that these controls remained unchanged during the year or were changed following the standard change management process. 5. Tested key automated and manual business cycle controls including testing of alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the financial statements. 6. We have perused reports of Information Systems and other technology audits initiated by the Management during the year. 7. We have also obtained management representations wherever considered necessary.

Information Other than the Consolidated financial statements and Auditor's Report Thereon

6. The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the Standalone & Consolidated financial statements and our auditors' report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

7. Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

8. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

9. When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

10. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group including its Associates in accordance with the accounting principles

generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with Rules, as amended, the RBI Guidelines and other accounting principles generally accepted in India. The respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

11. In preparing the Consolidated Financial Statements, the respective management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

12. The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

13. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    14.1. Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

    14.2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India have adequate internal financial controls with reference to the Consolidated Financial Statements in place and the operating effectiveness of such controls.

    14.3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.

    14.4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

14.5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

14.6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors for subsidiary companies and provided by the Management for associate companies, such other auditors and Management remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

15. We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

18. We did not audit the financial statements of 17 subsidiaries whose Financial Statements reflect Group's share of total assets of ₹73,093.79 crores as at March 31, 2025, Group's share of total revenue of ₹7,402.79 crores, Group's share of total net profit after tax of ₹1,598.35 crores, and Group's share of total comprehensive income of ₹1,642.56 crores, for the period from April 1, 2024 to March 31, 2025 and Group's net cash inflow of ₹1,046.18 crores for the year ended as on date respectively, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

19. The consolidated financial statements include the unaudited financial information of 17 associate(s) financial information reflect Group's share of total net loss after tax of ₹2.58 Crores as considered in the consolidated financial statements. This unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

20. The consolidated financial statements of the Company for the year ended March 31, 2024, were jointly audited by one of the erstwhile joint statutory auditors along with one of the current joint statutory auditor, whose report dated May 10, 2024 expressed an unmodified opinion.

21. Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work performed and the reports of the other auditors and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

22. As required by Section 143(3) of the Act, based on our audit and on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors and management provided financial statement for associates, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

    22.1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.

    22.2. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 22.6 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

    22.3. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

    22.4. In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under section 133 of the Act read with Rules.

    22.5. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

    22.6. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 22.2 above on reporting under Section 143(3)(b) and paragraph 23.6 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

    22.7. With respect to the adequacy of the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", wherein we have expressed an unmodified opinion.

23. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as noted in the "Other Matters" paragraph.

    23.1. The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2025 on the consolidated financial position of the Group and its associates. Refer Note 35 to the Consolidated Financial Statements.

23.2. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Note 51 to the consolidated financial statements.

23.3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by Holding Company and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by subsidiary companies and associate companies incorporated in India.

23.4. (a) The respective managements of the Holding Company, its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries to best of their knowledge and belief as disclosed in Note 54 to the consolidated financial statements, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective managements of the Holding Company, its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively, to best of their knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act and according to the information and explanations provided to us by the Management in this regard, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representation under sub-clause (i) and (ii) of Rule 11(e) of the Act as under paragraph 23.4 (a) and (b) contain any material misstatement.

23.5. On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiaries and associates that are Indian companies under the Act, we report that:

(a) The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.

(b) The Board of Directors of the Holding Company, its subsidiaries, associates, and joint ventures have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

23.6 Based on our examination which included test checks, and based on the reports of auditors of one subsidiary incorporated in India, the Holding Company and it's subsidiary have used certain accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the

above-mentioned softwares, except the audit trail feature was not enabled for throughout the year of the Holding Company and subsidiary at database level (DML logs), to log any direct data changes. Accordingly, we are unable to comment whether the audit trail feature has operated throughout the year for all relevant transactions recorded in the above-mentioned softwares or whether there is any instance of audit trail feature being tampered with or whether the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention prescribed under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014. Further, where enabled, audit trail feature has operated for all relevant transactions recorded in the accounting software. Also, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of such accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in respective years.

24. In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, and management provided information in respect of associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, and its associate companies incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, and its associate companies incorporated in India is not in excess of the limit laid down under Section 197 of the Act read with Schedule V of the Act and the rules thereunder.

25. With respect to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditors of the companies included in consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

Swapnil Kale
Partner
Membership No: 117812
UDIN: 25117812BMNUTB6776

Place: Mumbai
Date: May 13, 2025

For **M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

Murtuza Vajihi
Partner
Membership No: 112555
UDIN: 25112555BMLYNQ3706

Place: Mumbai
Date: May 13, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF Tata Capital Limited

[Referred to in paragraph 22.7 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tata Capital Limited on the consolidated Financial Statements for the year ended March 31, 2025]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Tata Capital Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

2. In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company and it's subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management and Board of Director's Responsibility for Internal Financial Controls

3. The respective Management and the Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

4. Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

6. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

7. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls system with reference to the Consolidated Financial Statements in so far as it relates to subsidiary companies which is incorporated in India, is based on the corresponding report of the auditors of such subsidiaries incorporated in India. Our opinion is not modified in respect of this matter.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W

Swapnil Kale
Partner
Membership No: 117812
UDIN: 25117812BMNUTB6776

Place: Mumbai
Date: May 13, 2025

For **M. P. Chitale & Co.**
Chartered Accountants
ICAI Firm Registration Number: 101851W

Murtuza Vajihi
Partner
Membership No: 112555
UDIN: 25112555BMLYNQ3706

Place: Mumbai
Date: May 13, 2025

TATA CAPITAL LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(Rs. in Crs)

	Particulars	Note	As at March 31, 2025	As at March 31, 2024
	ASSETS			
(1)	**Financial assets**			
(a)	Cash and cash equivalents	3	9,478.20	6,771.16
(b)	Bank balances other than (a) above	4	964.85	224.42
(c)	Derivative financial instruments	5	539.73	242.62
(d)	Receivables			
	(i) Trade receivables	6	96.64	140.70
	(ii) Other receivables	6	0.95	1.88
(e)	Loans	7	2,21,950.37	1,57,760.55
(f)	Investments	8	8,717.79	7,902.02
(g)	Investments accounted using equity method	9	1,148.60	830.78
(h)	Other financial assets	10	1,101.40	519.83
			2,43,998.53	1,74,393.96
(2)	**Non-financial assets**			
(a)	Current tax assets (net)	11 *(i)*	234.04	167.31
(b)	Deferred tax assets (net)	11 *(ii)*	1,388.17	466.50
(c)	Investment property	12	3.13	3.02
(d)	Property, plant and equipment	12	1,513.26	832.93
(e)	Capital work-in-progress	12 *(i)*	1.81	4.15
(f)	Intangible assets under development	12 *(ii)*	13.94	4.11
(g)	Other intangible assets	12	76.97	42.79
(h)	Right to use assets	37	410.01	311.59
(i)	Other non-financial assets	13	825.15	467.62
			4,466.48	2,300.02
	Total assets		2,48,465.01	1,76,693.98
	LIABILITIES AND EQUITY			
	LIABILITIES			
(1)	**Financial liabilities**			
(a)	Derivative financial instruments	5	240.89	46.33
(b)	Payables	14		
	(i) Trade payables			
	Total outstanding dues of micro enterprises and small enterprises		19.39	3.82
	Total outstanding dues of creditors other than micro enterprises and small enterprises		1,801.93	1,386.09
	(ii) Other payables			
	Total outstanding dues of micro enterprises and small enterprises		-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(c)	Debt securities	15	80,141.57	60,503.68
(d)	Borrowings (Other than debt securities)	16	1,18,620.40	79,142.88
(e)	Subordinated liabilities	17	9,652.96	8,538.73
(f)	Lease liabilities	37	436.22	326.53
(g)	Other financial liabilities	18	2,212.63	1,388.46
			2,13,125.99	1,51,336.52
(2)	**Non-Financial Liabilities**			
(a)	Current tax liabilities (net)	11 *(iii)*	364.50	396.73
(b)	Provisions	19	280.22	113.69
(c)	Other non-financial liabilities	20	323.66	264.93
			968.38	775.35
(3)	**EQUITY**			
(a)	Equity share capital	21	3,762.44	3,703.05
(b)	Shares pending for issuance	22	4,162.76	-
(c)	Instruments entirely equity in nature		1,808.00	-
(d)	Other equity	23	23,458.61	19,714.08
	Equity attributable to owners of the Company		33,191.81	23,417.13
(4)	Non-controlling interest		1,178.83	1,164.98
	Total liabilities and equity		2,48,465.01	1,76,693.98
	Summary of material accounting policy information	2		
	See accompanying notes forming part of the financial statements	3 to 54		

In terms of our report attached,

M S K A & Associates
Chartered Accountants
ICAI Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812

M. P. Chitale & Co.
Chartered Accountants
ICAI Firm's Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555

Date: May 13, 2025
Place: Mumbai

For and on behalf of the Board of Directors

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

TATA CAPITAL LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Crs)

	Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
	Revenue from operations			
(i)	Interest income	24	25,719.77	16,366.47
(ii)	Dividend income		24.01	36.19
(iii)	Rental income		272.25	203.41
(iv)	Fees and commission income	25	1,779.75	1,045.88
(v)	Net gain on fair value changes	26	280.49	490.03
(vi)	Net gain on derecognition of associates		-	32.84
(vii)	Net Gain on derecognition of financial instruments		236.47	-
I	**Total revenue from operations**		28,312.74	18,174.82
II	Other income	27	57.13	23.56
III	**Total income (I + II)**		28,369.87	18,198.38
	Expenses			
(i)	Finance costs	28	15,029.64	9,568.23
(ii)	Impairment/(Reversal of impairment) of investment in associates		(23.34)	10.09
(iii)	Net (gain) / loss on derecognition of associates		2.18	-
(iv)	Impairment on financial instruments	29	2,826.83	592.26
(v)	Employee benefit expenses	30	2,812.25	1,850.09
(vi)	Depreciation, amortisation and impairment	12	390.02	287.50
(vii)	Other expenses	31	2,411.15	1,486.61
IV	**Total expenses**		23,448.73	13,794.78
V	**Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax**		4,921.14	4,403.60
VI	Share in profit of associates		(2.58)	(11.57)
VII	**Profit from continuing operations before exceptional items and tax (V + VI)**		4,918.56	4,392.03
VIII	Exceptional items		-	-
IX	**Profit before tax from continuing operations (VII + VIII)**		4,918.56	4,392.03
	Tax expense			
(i)	Current tax	11	1,141.21	1,071.76
(ii)	Deferred tax	11	122.33	(6.69)
X	**Net tax expenses**		1,263.54	1,065.07
XI	**Profit for the year from continuing operations (IX-X)**		3,655.02	3,326.96
XII	**Other comprehensive income**			
A	**Items that will not be reclassified to profit or loss**			
	Owners of the Company			
	(a) Remeasurement of the defined employee benefit plans		(33.70)	(2.72)
	(b) Tax relating to Remeasurement of defined employee benefit plans		8.44	0.67
	(c) Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI)		(151.01)	1,121.04
	(d) Tax on Changes in fair values of investment in equities carried at FVTOCI		80.62	(148.04)
	Non controlling interest			
	(a) Changes in fair values of investment in equities carried at FVTOCI (net of tax)		8.09	192.29
B	**Items that will be reclassified to profit or loss**			
	Owners of the Company			
	(a) Debt instruments measured through FVTOCI		3.89	22.25
	(b) Tax on Debt instruments through FVTOCI		(0.66)	(3.78)
	(c) Fair value loss on financial assets carried at FVTOCI		(8.61)	14.99
	(d) Tax relating to fair value gain on financial asset measured through FVTOCI		2.17	(3.77)
	(e) The effective portion of gain on hedging instruments in a cash flow hedge		(98.74)	(80.70)
	(f) Tax relating to the effective portion of gain on hedging instruments in a cash flow hedge		24.85	20.31
	(g) Share of other comprehensive income in associates (net)		(0.08)	(0.18)
	(h) Exchange differences in translating financial statements of foreign operations		18.04	8.03
	Non controlling interest			
	(a) Fair value loss on financial asset measured through FVTOCI (net of tax)		(0.20)	0.11
	Total Other Comprehensive Income		(146.90)	1,140.50
XIII	**Total Comprehensive Income for the year (XI+XII)**		3,508.12	4,467.46
XIV	**Profit for the year attributable to:**			
	Owners of the company		3,664.66	3,150.21
	Non-controlling interest		(9.64)	176.75
XV	**Other comprehensive income for the year attributable to:**			
	Owners of the company		(154.79)	948.10
	Non-controlling interest		7.89	192.40
XVI	**Total comprehensive income for the year attributable to: (XIV+XV)**			
	Total comprehensive income for the year attributable to:			
	Owners of the company		3,509.87	4,098.31
	Non-controlling interest		(1.75)	369.15
XVII	**Earnings per equity share (Face value : Rs. 10 per share)**	38		
	(1) Basic (In Rs.)		9.32	8.57
	(2) Diluted (In Rs.)		9.32	8.57
	Summary of material accounting policy information	2		
	See accompanying notes forming part of the financial statements	3 to 54		

In terms of our report attached.

For and on behalf of the Board of Directors

M S K A & Associates
Chartered Accountants
ICAI Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812

M. P. Chitale & Co.
Chartered Accountants
ICAI Firm's Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555

Date: May 13, 2025
Place: Mumbai

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

TATA CAPITAL LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

a. Equity Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	(Rs. in Cr)	No. of Shares	(Rs. in Cr)
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	3,70,30,54,419	3,703.05	3,50,70,80,834.00	3,507.07
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance	3,70,30,54,419	3,703.05	3,50,70,80,834	3,507.07
Add: Shares issued during the year:	5,35,20,102	53.52	18,62,87,307	186.28
Add: Subscription of right issue by ESOP trust	(5,41,200)	(0.54)	(15,92,510)	(1.59)
Add/(Less): Net shares issued to employees by ESOP trust	64,06,946	6.40	1,12,78,788	11.28
Add/(Less): Loans to Employees (net)		0.01		0.01
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	3,76,24,40,267	3,762.44	3,70,30,54,419	3,703.05

b. Other Equity

(Rs. in Cr)

Particulars	Reserve and surplus							
	Securities premium	Capital reserve	Capital Redemption Reserve	Debenture Redemption Reserve	Special Reserve Account	Retained earnings	General Reserve	Employee stock option outstanding account
Balance as at April 01, 2023	3,173.25	0.43	5.75	-	2,393.48	5,956.68	321.61	48.12
Effect of business combination	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2023	3,173.25	0.43	5.75	-	2,393.48	5,956.68	321.61	48.12
Profit for the year (a)	-	-	-	-	-	3,150.21	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	-	-	-	-	-	3,150.21	-	-
Elimination against shares held by the ESOP Trust	(14.99)	-	-	-	-	-	-	-
Issue of equity shares	1,888.65	-	-	-	-	-	-	-
Share issue expenses	(0.06)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	30.18
Transfer to Special Reserve Account	-	-	-	-	739.92	(739.92)	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	21.79	(21.79)
Loan given to employees for ESOP's held	0.01	-	-	-	-	-	-	-
Final dividend on equity shares	-	-	-	-	-	(73.66)	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	26.57	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Transfer to retained earnins on derecognition of assets (net of tax)	-	-	-	-	-	1,212.49	-	-
Transfer to/(from) retained earnins	-	-	-	-	-	3.11	-	-
Balance as at March 31, 2024	5,046.86	0.43	5.75	-	3,133.40	9,535.48	343.40	56.51
Effect of business combination	(1,409.14)	-	-	-	396.18	-	-	-
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2024	3,637.72	0.43	5.75	-	3,529.58	9,535.48	343.40	56.51
Profit for the year (a)	-	-	-	-	-	3,664.66	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	-	-	-	-	-	3,664.66	-	-
Elimination against shares held by the ESOP Trust	(6.66)	-	-	-	-	-	-	-
Issue of equity shares	1,450.40	-	-	-	-	-	-	-
Share issue expenses	(7.18)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	40.40
Transfer to Special Reserve Account	-	-	-	-	818.65	(818.65)	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	20.59	(20.59)
Transfer to retained earnins during the year	-	-	-	-	-	1,692.75	-	-
Distributions made to holders of instruments entirely equity in nature	-	-	-	-	-	(226.20)	-	-
Tax on Distributions made to holders of instruments entirely equity in nature	-	-	-	-	-	56.94	-	-
Loan given to employees for ESOP's held	0.01	-	-	-	-	-	-	-
Final dividend on equity shares	-	-	-	-	-	(77.77)	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	18.97	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Derecognition of subsidiary	-	-	-	-	-	(0.77)	-	-
Transfer to retained earnins on derecognition of assets (net of tax)	-	-	-	-	-	584.94	-	-
Transfer to/(from) retained earnins	-	-	-	-	-	-	-	-
Balance as at March 31, 2025	5,074.29	0.43	5.75	-	4,348.23	14,430.35	363.99	76.32

TATA CAPITAL LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Items of other comprehensive income							Total Other Equity	Non-Controlling Interest	Total
	Foreign currency translation reserve	Remeasurement of defined benefit liability /asset	Fair value changes of financial instrument measured at fair value through other comprehensive income	Debt instruments through Other Comprehensive Income	Cash flow hedge reserve	Cost of hedge reserve	Equity instruments through Other Comprehensive Income			
Balance as at April 01, 2023	138.70	(12.84)	8.11	(15.70)	46.22	-	1,697.33	13,761.14	808.81	14,569.95
Effect of business combination	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2023	**138.70**	**(12.84)**	**8.11**	**(15.70)**	**46.22**	-	**1,697.33**	**13,761.14**	**808.81**	**14,569.95**
Profit for the year (a)	-	-	-	-	-	-	-	3,150.21	176.75	3,326.96
Other comprehensive income, net of tax (b)	8.03	(2.05)	11.04	18.47	(60.39)	-	973.00	948.10	192.40	1,140.50
Total comprehensive income for the year (c)=(a)+(b)	8.03	(2.05)	11.04	18.47	(60.39)	-	973.00	4,098.31	369.15	4,467.46
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	(14.99)	-	(14.99)
Issue of equity shares	-	-	-	-	-	-	-	1,888.65	-	1,888.65
Share issue expenses	-	-	-	-	-	-	-	(0.06)	-	(0.06)
Employee share options (net)	-	-	-	-	-	-	-	30.18	-	30.18
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-	-
Loan given to employees for ESOP's held	-	-	-	-	-	-	-	0.01	-	0.01
Interim dividend on equity shares (including tax on dividend)	-	-	-	-	-	-	-	(73.66)	-	(73.66)
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	-	-	26.57	255.80	282.37
Payout of income to contributors	-	-	-	-	-	-	-	-	(268.78)	(268.78)
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	-	(1,214.56)	(2.07)	-	(2.07)
Transfer to/(from) retained earning	-	-	1.93	(5.04)	-	-	-	-	-	-
Balance as at March 31, 2024	**146.73**	**(14.89)**	**21.08**	**(2.27)**	**(14.17)**	-	**1,455.77**	**19,714.08**	**1,164.98**	**20,879.06**
Effect of business combination	-	-	-	-	-	-	-	(1,012.96)	-	(1,012.96)
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2024	**146.73**	**(14.89)**	**21.08**	**(2.27)**	**(14.17)**	-	**1,455.77**	**18,701.12**	**1,164.98**	**19,866.10**
Profit for the year (a)	-	-	-	-	-	-	-	3,664.66	(9.64)	3,655.02
Other comprehensive income, net of tax (b)	18.04	(25.26)	(6.52)	3.23	(73.31)	(0.58)	(70.39)	(154.79)	7.89	(146.90)
Total comprehensive income for the year (c)=(a)+(b)	18.04	(25.26)	(6.52)	3.23	(73.31)	(0.58)	(70.39)	3,509.87	(1.75)	3,508.12
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	-	(6.66)	-	(6.66)
Issue of equity shares	-	-	-	-	-	-	-	1,450.40	-	1,450.40
Share issue expenses	-	-	-	-	-	-	-	(7.18)	-	(7.18)
Employee share options (net)	-	-	-	-	-	-	-	40.40	-	40.40
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings during the year	-	-	-	-	-	-	(1,692.75)	-	-	-
Distributions made to holders of Instruments entirely equity in nature	-	-	-	-	-	-	-	(226.20)	-	(226.20)
Tax on Distributions made to holders of Instruments entirely equity in	-	-	-	-	-	-	-	56.94	-	56.94
Loan given to employees for ESOP's held	-	-	-	-	-	-	-	0.01	-	0.01
Final dividend on equity shares	-	-	-	-	-	-	-	(77.77)	-	(77.77)
Increase in non-controlling interests due to investments	-	-	-	-	-	-	-	18.97	205.83	224.80
Payout of income to contributors	-	-	-	-	-	-	-	-	(190.23)	(190.23)
Derecognition of subsidiary	(0.28)	-	-	-	-	-	-	(1.05)	-	(1.05)
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	-	(584.94)	-	-	-
Transfer of Realised OCI to PL	-	-	-	(0.24)	-	-	-	(0.24)	-	(0.24)
Balance as at March 31, 2025	**164.49**	**(40.15)**	**14.56**	**0.72**	**(87.48)**	**(0.58)**	**(892.31)**	**23,458.61**	**1,178.83**	**24,637.44**

Summary of material accounting policy information	2
See accompanying notes forming part of the financial statements	3 to 54

In terms of our report attached,

M S K A & Associates
Chartered Accountants
ICAI Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812

M.P. Chitale & Co.
Chartered Accountants
ICAI Firm's Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555

Date: May 13, 2025
Place: Mumbai

For and on behalf of the Board of Directors

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

TATA CAPITAL LIMITED
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(Rs. in Crs)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
1 CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		4,918.56	4,392.03
Adjustments for :			
Depreciation, amortisation and impairment		390.02	287.50
Net gain on derecognition of property, plant and equipment and right-to-use assets		(8.52)	(16.31)
Interest expenses		15,029.64	9,568.23
Interest income		(25,719.77)	(16,366.47)
Dividend income		(24.01)	(36.19)
Provision for leave encashment		26.27	7.68
Exchange (gain)/loss (net)		1.56	(1.08)
Net loss /(gain) on fair value changes		(280.49)	(490.03)
Net loss/(gain) on derecognition of investment in Associates		2.18	(32.84)
Net gain on derecognition of financial instruments		(236.47)	-
Rental income on fair valuation of security deposit		-	(7.67)
Share in profit of associates		2.58	11.57
Share based payments to employees		37.65	34.17
Interest on income tax refund		(11.11)	(2.79)
Impairment / derecognition on investment in associates		(23.34)	10.09
Reversal of provision against consumer disputes		(2.80)	-
Impairment on financial instruments		2,826.83	592.26
Reversal of provision against assets held for sale		18.88	(12.70)
		(3,052.34)	**(2,062.55)**
Interest paid		(13,881.45)	(8,910.41)
Interest received		24,078.04	15,694.94
Interest received on income tax refund		11.11	2.79
Dividend received		24.91	36.19
Cash generated from operation before working capital changes		**7,180.27**	**4,760.96**
Movement in working capital:			
(Increase) in loans		(35,685.49)	(40,889.25)
Decrease / (Increase) in trade receivables		90.76	(104.41)
Decrease / (Increase) in other financial/non financial assets		285.03	(137.87)
Decrease in other financial/ non financial liabilities		(236.48)	(561.66)
(Decrease) / Increase in provisions		(33.17)	5.83
Increase in trade payables		4.53	151.39
		(35,574.82)	(41,535.97)
Taxes paid (net)		(1,477.93)	(1,223.53)
NET CASH USED IN OPERATING ACTIVITIES		**(29,872.48)**	**(37,998.54)**
2 CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment (including capital advances)		(1,022.24)	(697.93)
Proceeds from sale of property, plant and equipment		0.80	64.40
Derecognition of subsidiary		(1.05)	-
Investment in associates		(396.74)	(375.51)
Purchase of mutual fund units		(5,85,225.12)	(5,21,842.11)
Purchase of other investments		(1,82,615.08)	(3,250.02)
Proceeds from redemption of mutual fund units		5,85,275.29	5,26,521.31
Proceeds from sale of associates		51.79	173.56
Proceeds from sale of other investments		1,84,629.66	5,128.39
Bank Balances not considered as cash and cash equivalents		(736.83)	35.12
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES		**(39.52)**	**5,757.21**
3 CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of Equity Shares		1,488.71	1,975.50
Infusion of capital by minority shareholders		224.80	282.37
Payout of income/gain to contributors		(190.25)	(268.80)
Repayment of lease obligation		(97.27)	(77.62)
Share and debt issue expenses		(58.55)	(51.77)
Dividend paid on equity & preference shares		(77.77)	(73.66)
Proceeds from debt Securities		57,240.19	41,502.67
Proceeds from borrowings (other than debt securities)		85,069.22	62,935.74
Proceeds from subordinated liabilities		1,165.00	1,787.14
Repayment of debt securities		(42,394.96)	(32,709.77)
Repayment of borrowings (other than debt securities)		(71,512.48)	(38,945.32)
Repayment of subordinated liabilities		(1,218.04)	(404.06)
Distributions made to holders of Instruments entirely equity in nature		(226.20)	-
NET CASH GENERATED FROM FINANCING ACTIVITIES		**29,412.40**	**35,952.42**
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS		**(499.60)**	**3,711.09**
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR		**6,771.16**	**3,058.88**
CASH AND CASH EQUIVALENTS TAKEN OVER IN BUSINESS COMBINATION		**3,204.52**	-
Exchange difference on translation of foreign currency cash and cash equivalents		2.12	1.19
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR		**9,478.20**	**6,771.16**
Significant accounting policies	2		
See accompanying notes forming part of the financial statements	3 to 54		

In terms of our report attached,

M S K A & Associates
Chartered Accountants
ICAI Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812

M. P. Chitale & Co.
Chartered Accountants
ICAI Firm's Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555

Date: May 13, 2025
Place: Mumbai

For and on behalf of the Board of Directors

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

1 **CORPORATE INFORMATION**

Tata Capital Limited (CIN : U65990MH1991PLC060670) (the "Company" or "TCL") is a subsidiary of Tata Sons Private Limited and a Systemically Important Non-Deposit Accepting Non-Banking Finance The Holding Company ("NBFC"), holding a Certificate of Registration from the Reserve Bank of India ("RBI") dated August 2, 2024. The Company together with its subsidiaries (collectively, the Group),is primarily engaged in lending and investing activities Further one of the subsidiary within the Group is also engaged in providing broking services and undertaking trading activities. The Company is domiciled in India and incorporated under the Companies Act, 2013 and listed its non-convertible debentures and commercial papers with BSE Limited and National Stock Exchange Limited.

2 **BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES**

i. **Statement of compliance**

These consolidated financial statements including summary of the material accounting policy and other explanatory informationhave been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 (as amended by the Companies (Indian Accounting Standards) Rules, 2016), notified under Section 133 of the Companies Act, 2013 (the "Act") (as amended), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India as applicable to NBFCs and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI or other regulators are implemented as and when they are issued / applicable, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. Material accounting policy has been consistently applied.

The consolidated financial statements have been reviewed by the Audit Committee and have been approved and taken on record by the Board of Directors at their respective meetings held on May 12, 2025 and May 13, 2025.

ii. **Presentation of consolidated financial statements**

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act, 2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS.

A summary of the significant accounting policies and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.
Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis.

Amounts in the consolidated financial statements are presented in Indian Rupees in crore, which is also the Group's functional currency, and all amounts have been rounded off to the nearest crore unless otherwise indicated.

iii. **Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis except for :

Certain financial instruments that are measured at fair values at the end of each reporting period as explained in the material accounting policy below.
Assets and liabilities acquired under business combination are measured at fair value at initial recognition

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

iv. **Principles of Consolidation**

The Group is able to exercise control over the operating decision of the investee companies, resulting in variable returns to the Group and accordingly, the same are classified as investment in subsidiary and line by line consolidation is carried out under the principles of consolidation. The consolidated financial statements of the Group have been prepared on the following basis:

a) The financial statements of the subsidiaries and associates used in the consolidation are drawn up to the same reporting date as that of the Group i.e., March 31, 2025, except for certain associates for which financial statements as on the reporting date are not available. These have been consolidated based on their latest available financial information. Necessary adjustments have been made for the effects of significant transactions and other events between the reporting dates of such financial information and the consolidated Financial Statements.

b) Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statement of the subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases The consolidated financial statements of the Group and its subsidiaries have been combined on a line-by-line basis by grouping together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

c) The excess of cost to the Group of its investments in the subsidiaries over its share of equity of the subsidiaries, at the dates on which the investments in the subsidiaries were made, is recognised as "Goodwill on Consolidation" and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus' in the Consolidated Financial Statements.

d) In case of an overseas subsidiary, being a non-integral operation, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the "Foreign Currency Translation Reserve".

e) Non-controlling interest (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.
Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

f) When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date of control is lost. Any resulting gain or loss is recognised in profit or loss.

TATA CAPITAL LIMITED

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

v. Investments in associates:

a) The Consolidated Financial Statements include the share of profit/ (loss) of associates, which have been accounted for using the equity method as per Ind AS 28- (Accounting for Investments in Associates in Consolidated Financial Statements). Accordingly, the share of profit/ (loss) of the associates (the loss being restricted to the cost of the investment) have been added/deducted to the costs of investments.

b) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the Consolidated Financial Statements as Goodwill or Capital Reserve as the case may be and adjusted against the carrying amount of investment in the associate

c) The carrying amount of investment in associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.

d) Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal, is recognised in the statement of profit and loss/statement of other comprehensive income.

vi. Measurement of fair values:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A number of the Group's material accounting policy and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value for measurement and/or disclosure purposes for certain items in these consolidated financial statements is determined considering the following measurement methods:

Items	Measurement basis
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Assets and Liabilities acquired as a part of the merger of Tata Motor Finance Ltd. (an entity not under common control)	Initial recognition at Fair value
Net defined benefit (asset)/liability	Fair value of planned assets less present value of defined benefit obligations
Property plant and equipment	Value in use under Ind AS 36

Fair values are categorized into different levels (Level 1, Level 2 or Level 3) in a fair value hierarchy based on the inputs used in the valuation techniques. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The levels are described as follows:

(a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date

(b) Level 2: inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

(c) Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Group can access at the measurement date.

Valuation model and framework used for fair value measurement and disclosure of financial instrument
Refer notes 43(a) & 43(b)
The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred

TATA CAPITAL LIMITED

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

vii. **Use of estimates and judgements**

The preparation of consolidated financial statements in conformity with Ind AS requires the management of the Group to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the consolidated financial statements and reported amounts of income and expenses for the reporting period. The application of material accounting policy that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the consolidated financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effect are disclosed in the notes to the consolidated financial statements.

Judgements:

Information about judgements made in applying material accounting policy that have most significant effect on the amount recognised in the consolidated financial statements is included in the following note:

Note xi - classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation of uncertainties and judgements:

Information about assumptions and estimation of uncertainties that have a significant risk of resulting in a material adjustment in the period ending March 31, 2025 are included in the following notes:

xi. Impairment test of non-financial assets: key assumption underlying recoverable amounts.
xi. The Group's EIR methodology: rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given/taken

xii. Useful life of property, plant, equipment and intangibles.
35. Significant judgments are involved in determining The provision for income taxes, including amount expected to be paid / recovered for uncertain Tax positions

xxi. Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

xiv. Measurement of defined benefit obligations: key actuarial assumptions.
43. Determination of the fair value of financial instruments with significant unobservable inputs.

45. Impairment of financial instruments: assessment of whether credit risk on the financial asset has increased significantly since initial recognition, assumptions used in estimating recoverable cash flows and incorporation of forward-looking information in the measurement of expected credit loss (ECL).
The weights assigned to different scenarios for measurement of forward looking ECL, i.e. best case, worst case and base case also requires judgement.

Measurement of fair value assets and liabilities acquired under business combination

viii. **Revenue Recognition:**

A **Interest**

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Interest income is recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial and purchase originated credit impaired assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)). The Group assesses the collectability of the interest on credit impaired assets at each reporting date Based on the outcome of such assessment, the interest income accrued on credit impaired and purchase originated credit impaired financial assets are accounted for as income and written off as per the write off policy of the Group.

The 'amortised cost' of a financial asset is the amount at which the financial asset is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance. Penal/additional interest on default in payment of dues by customer is recognized on realization basis.

B **Income from direct assignment**

Gains (Excess interest spread (EIS)) arising out of direct assignment transactions comprise the difference between the interest on the loan portfolio and the applicable rate at which the direct assignment is entered into with the assignee. The future EIS basis the scheduled cash flows over the expected life, on execution of the transaction, discounted at the applicable rate entered into with the assignee is recorded upfront in the statement of profit and loss. Any subsequent changes in the excess interest spread is recognised with the corresponding adjustment to the carrying amount of the assets.

C **Fees and commission income not integral to effective interest rate (EIR) method under Ind AS 109 and Income from services and distribution of financial products**

The Group recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreement and when it is probable that the Group will collect the consideration for items

Revenue in the form of income from financial advisory (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at the transaction price allocated to the performance obligation, in accordance with Ind AS 115 - Revenue from contracts with customers.

The Group recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on a five step model as set out in Ind AS 115 'Revenue from contracts with customers'.

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Fees and commission income

(a) The Group recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation.

(b) Fees on value added services and products are recognised on rendering of services and products to the customer.

(c) Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

(d) Foreclosure charges are collected from loan customers for early payment / closure of loan and are recognised on realisation.

(e) Wealth Management Business:

(i) Brokerage / Distribution /Fee Income Bonds / Fixed Deposits / Unlisted Equity / Wills & Trust / Alternative Investment Funds / International products / External Asset Cross sell / Other Referral Products : Income is recognised as per the contractual rate on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.

(ii) Insurance Income : Income is recognised for the commission earned by the Group on the issuance of policies logged in during the month and confirmed by the insurers subject to cancellations done by the customers.

(iii) Income from Mutual Funds : Income is recognised as per the commission specified in the agreement on daily average assets under management which is provided by Registrar and Transfer Agents of each Mutual Fund Entities

(iv) Income from Portfolio Management Services ("PMS") & Alternative Investment Funds ("Trail based AIF") :
a. Income from PMS and Trail based AIF is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.
b. Processing fees, if any, is recognized on upfront basis in the year of receipt.
c. Performance based fee, wherever applicable, is recognized as a percentage of annual profit, in accordance with the terms of the agreement with clients on the completion of the period.

(v) International Products : Income is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.

D **Dividend income**
Income from dividend on investment in equity shares of corporate bodies and units of mutual funds is accounted when the Group's right to receive dividend is established and it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. Dividend income on financial assets measured at fair value through profit and loss is presented under Dividend income and not as a part of Net gains/(losses) on fair value changes.

E **First loss default guarantee (FLDG)**

Company accepts FLDG from sourcing partners and amounts received on account of invocation are recognised as other income.

F **Net gain on derecognition of financial instruments at FVTPL**
The realised gain from financial instruments at FVTPL represents the difference between the carrying amount of a financial instrument at the beginning of the reporting period, or the transaction price if it was purchased in the current reporting period, and its settlement price.

The unrealised gain represents the difference between the carrying amount of a financial instrument at the beginning of the period, or the transaction price if it was purchased in the current reporting period, and its carrying amount at the end of the reporting period.

G **Other Income**
Other income represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Is. **Leases**
Asset given on lease:
Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor. Leases of assets under which substantially all of the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue.

Lease rental - under operating leases (excluding amount for services such as insurance and maintenance) are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases

Asset taken on lease:
The Group's lease asset classes primarily consist of leases for properties.
The Group presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. Lease payments (including interest) have been classified as financing cashflows.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurements of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date to the end of the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.
The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not be exercised.
The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated

I. **Borrowing Cost**
Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

While computing the capitalisation rate for funds borrowed generally, an entity should exclude borrowing costs applicable to borrowings made specifically for obtaining a qualifying asset, only until the asset is ready for its intended use or sale. Borrowing costs (related to specific borrowings) that remain outstanding after the related qualifying asset is ready for intended use or for sale would subsequently be considered as part of the general borrowing costs of the entity.

xl. **Financial Instruments**

Recognition and measurement:

Financial assets and financial liabilities are recognised in the Group's balance sheet on trade date, i.e. when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss. Trade Receivables are measured at transaction price.

a) **Financial assets**

Classification

On initial recognition, depending on the Group's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at;

(i) Amortised cost;
(ii) Fair value through other comprehensive income (FVTOCI); or
(iii) Fair value through profit and loss (FVTPL).

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost using Effective Interest Rate (EIR) method if it meets both of the following conditions and is not recognised as at FVTPL:

The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity Instruments:

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI - equity investment) This election is made an investment - by - investment basis.

All financials assets not classified and measured at amortized cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate the financials assets that otherwise meets the requirements to be measured at amortized cost or at FVTOCI or at FVTPL, if doing so eliminates or significantly reduces the accounting mismatch that would otherwise arise.

Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

-The stated policies and objectives for the portfolio and the operation of those policies in practice.
-How the performance of the portfolio is evaluated and reported to the Group's management;
-The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

-The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectation about future sales activity.

-How managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

At initial recognition of a financial asset, the Group determines whether newly recognized financial assets are part of an existing business model or whether they reflect a new business model. The Group reassess its business models each reporting period to determine whether the business models have changed since the preceding period.

Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. That principal amount may change over the life of the financial assets (e.g. if there are payments of principal). Amount of 'interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition In making this assessment, the Group considers:

Contingent events that would change the amount or timing of cash flows;
Terms that may adjust the contractual coupon rate, including variable interest rate features;
Prepayment and extension features; and
Terms that limit the Group's claim to cash flows from specified assets.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI.

TATA CAPITAL LIMITED

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit or loss. The transaction costs and fees are also recorded related to these instruments in the statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Any gain or loss on de-recognition is recognised in the statement of profit or loss.
Financial assets (other than Equity Investments) at FVTOCI	Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the statement of Profit and Loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Reclassifications within classes of financial assets
Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets. The classification and measurement requirements of the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets.

Particulars	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of Profit and Loss.
FVTPL	Amortised cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognised in OCI is reclassified to Statement of Profit and Loss at the reclassification date.

Impairment of Financial Asset
Impairment approach
Overview of the Expected Credit Losses (ECL) principles.

The Group records allowance for expected credit losses for all loans (including those classified as measured at FVTOCI), together with loan commitments, in this section all referred to as 'financial instruments' other than those measured at FVTPL. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12m ECL). The Group's policies for determining if there has been a significant increase in credit risk are set out in Note 45.

The 12m ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12m ECLs are calculated on an individual/portfolio basis- having similar risk characteristic, depending on the nature of the underlying portfolio of financial instruments.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2 and Stage 3 & Purchase originated credit-impaired, as described below:

Stage 1: All loans (other than purchased credit impaired asset) are categorised as Stage 1 on initial recognition. When loans are first recognised, the Company recognises an allowance based on 12mECLs. This also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2: Loans which are past due for more than 30 days are categorised as Stage 2. When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.

Stage 3: Loans considered credit-impaired. A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3. Defaulted accounts include customers reported as fraud in the FRMC. Once an account defaults as a result of the DPD condition, it will be considered to be cured only when entire arrears of interest and principal are paid by the borrower. The Group records an allowance for the LTECLs.

Purchase Originated Credit Impaired (POCI) : POCI are assets that are credit-impaired on initial recognition. Financial asset that were classified as POCI at initial recognition should be treated as POCI in all subsequent periods until they are derecognized. At initial recognition, POCI assets are recognized at their fair value. After initial recognition POCI assets are measured at amortized costs.

Undrawn loan commitments
Undrawn loan commitments are commitments under which, over the duration of the commitment, the Group is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

Financial guarantee contract:
A financial guarantee contract requires the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.
Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, and not arising from a transfer of a financial asset, are subsequently measured at the higher of:
- the amount of the loss allowance determined in accordance with Ind AS 109; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Group's revenue recognition policies. The Group has not designated any financial guarantee contracts as FVTPL.

Group's ECL for financial guarantee is estimated based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

The Measurement of ECLs
The Group calculates ECLs based on a probability-weighted scenario to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:
Probability of Default (PD): The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. PD is calculated based on historical default rate summary of past years using historical analysis.

Exposure at Default (EAD): The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

Loss Given Default (LGD): The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down, based on a probability-weightage. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan.

The above calculated PDs, EAD and LGDs are reviewed and changes in the forward looking estimates are analysed during the period.

The mechanics of the ECL method are summarised below:The mechanics of the ECL method are summarised below:

Stage 1 The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. These expected 12-months default probabilities are applied to a forecast EAD and multiplied by the expected LGD.

Stage 2 When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an contractual or portfolio EIR as the case may be

Stage 3 For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

Purchase Originated credit impaired:- For loans considered POCI , the Company recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

In ECL model the Group relies on broad range of forward looking information for economic inputs.

The Group recognises loss allowance for expected credit losses (ECLs) on all financial assets at amortised cost that are debt instruments, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is recognised on equity investments.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information (Refer Note 45).

Impairment of Trade receivable and Operating lease receivable
Impairment allowance on trade receivables is made on the basis of life time credit loss method, in addition to specific provision considering the uncertainty of recoverability of certain receivables.

Write-off
Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Group's internal processes and when the Group concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Group has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the statement of profit and loss.

Collateral valuation and repossession
To mitigate the credit risk on financial assets, the Group seeks to use collateral, where possible as per the powers conferred on the Non Banking Finance Companies under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 ("SARFAESI").
The Group provides fully secured, partially secured and unsecured loans to individuals and Corporates. In its normal course of business upon account becoming delinquent, the Group physically repossess properties or other assets in its retail portfolio. Any surplus funds are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, plant and machinery under legal repossession processes are not recorded on the balance sheet and not treated as non-current assets held for sale unless the title is also transferred in the name of the Group.

Presentation of ECL allowance for financial asset:

Type of Financial asset	Disclosure
Financial asset measured at amortised cost	shown as a deduction from the gross carrying amount of the assets
Loan commitments and financial guarantee contracts	shown separately under the head "provisions"

Modification and De-recognition of financial assets
Modification of financial assets
A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Group renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as stage 3 immediately upon such modification in the terms of the contract.

Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

De-recognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

(a) the rights to receive cash flows from the asset have expired, or
(b) the Group has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of ownership of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of ownership of the asset, but has transferred control of the asset

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.
Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated as at FVTOCI is not recognised in profit or loss on derecognition of such securities.

Securitization and Assignment
In case of transfer of loans through securitisation and direct assignment transactions, the transferred loans are de-recognised and gains/losses are accounted for, only if the Company transfers substantially all risks and rewards specified in the underlying assigned loan contract.

In case of securitisation transactions, the Company retains substantially all the risks and rewards, of ownership of a portion of the transferred loan assets. The Company continues to recognise the entire loan and also recognises a collateralised borrowing for the proceeds received.

Financial liability, Equity and Compound Financial Instruments
Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities are subsequently measured at the amortised cost using the effective interest method, unless at initial recognition, they are classified as fair value through profit and loss. Interest expense are recognised in the Statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

Financial liabilities
A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group or a contract that will or may be settled in the Group's own equity instruments and is a non-derivative contract for which the Group is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Group's own equity instruments

Cumulative Redeemable Preference shares (CRPS) is classified as a financial liability as per Ind AS 109 and dividend accrued on such instrument is recorded as Finance cost.

Classification
The Group classifies its financial liability as "Financial liability measured at amortised cost" except for those classified as financial liabilities measured at fair value through profit and loss (FVTPL).

De-recognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Equity
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Treasury shares
When any entity within the Group purchases the company's ordinary shares, the consideration paid including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from securities premium.

Instruments entirely equity in nature
The Perpetual debt instruments issued by the Company are assessed for classification as either equity or financial liability in accordance with the principles laid down under Ind AS 32 – Financial Instruments: Presentation

An instrument is classified as a financial liability if the Company has a contractual obligation to deliver cash or another financial asset to the holder and if the Company has no contractual obligation to deliver cash or financial assets or the Company has full discretion to defer or cancel coupon payments are classified as equity instruments.

Any distributions net of tax on instruments classified as equity are recognised directly in the Statement of Changes in Equity

b) **Derivative Financial Instruments**
The Group holds holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of profit and loss immediately unless the derivative is designated and is effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings or letters of credit issued on behalf of customers, or other highly probable forecast transaction arising due to changes in interest rates and/or exchange rates. The effective portion of changes in the fair value of these hedging instruments is recognized in Other Comprehensive Income (OCI).

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges
When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'cash flow hedging reserve'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. The extent to which the changes in the fair value or the cash flows of the hedging instrument are greater or less than those on the hedged item (ineffective portion of changes in fair value of the derivative) is recognised immediately in profit or loss.

In certain cases, to calculate the value of the change in the hedged item for the purpose of measuring hedge ineffectiveness, the Company uses a derivative that matches the critical terms of the hedged item (hypothetical derivative). The amount that should be recognised in OCI is adjusted to the lower (in absolute terms) of cumulative change in hedging instrument or cumulative change in the hedged item from the inception of the hedge.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. The change in fair value of the forward element of the forward exchange contracts ('forward points') is amortised on a systematic and rational basis over the period of the contract and accumulated under cash flow hedging reserve.

In case the designated hedging instruments are option contracts, the change in fair value of the time value of an option that has the characteristics of a cost for obtaining protection against a risk over a period of time is recognised in other comprehensive income to the extent that it relates to the hedged item and accumulated under cost of hedging reserve. The time value at the date of designation of the option as a hedging instrument, is allocated on a systematic and rational basis from cost of hedging reserve to profit or loss, over the period of the hedge. The change in intrinsic value of an option contract is recorded in other comprehensive income and accumulated under cash flow hedge reserve

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit or loss.

c) **Cash, Cash equivalents and bank balances**
Cash, Cash equivalents and bank balances include fixed deposits, margin money deposits, and earmarked balances with banks which are carried at amortised cost.

xii. **Property, plant and equipment (PPE)**

a) **PPE**

Property, plant and equipment acquired by the Group are reported at acquisition cost less accumulated depreciation and accumulated impairment losses and estimated cost of dismantling and removing the item and restoring the site on which its located if any. However estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for leased assets since the same are borne by the lessee as per the lease agreement. The acquisition cost includes any cost attributable for bringing an asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

b) **Capital work-in-progress**

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress" and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

c) **Other Intangible assets**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to the acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

d) **Intangible assets under development**

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

e) **Depreciation and Amortisation**

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The residual value of each asset given on Operating lease is determined at the time of recording of the lease asset. If the residual value of the Operating lease asset is higher than 5%, the Group has a justification in place for considering the same.

Depreciation on tangible property, plant and equipment deployed for own use has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, equipment and vehicles, in whose case the life of the assets has been internally assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Based on internal assessment, depreciation on tangible property, plant and equipment deployed on operating lease has been provided on the straight-line method over the primary lease period of the asset. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than Rs. 5,000 are depreciated fully in the year in which they are purchased.

Purchased software / licenses are amortised over the estimated useful life during which the benefits are expected to accrue. The method of amortisation, residual value and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

Estimated useful life of Owned assets considered by the Group are:

Asset	Estimated Useful Life
Leasehold Improvements	As per lease period
Furniture and Fixtures	Owned: 10 years
Computer Equipment	Owned: 4 years
Office Equipment	Owned: 5 years
Vehicles	Owned: 4 years
Software Licenses	Owned: 1 to 15 years
Buildings	25 years
Investment Property	69 years
Plant & Machinery	Owned: 10 years

In case of leased assets, useful life is considered as per the lease period.

f) **Investment property**

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition its measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

When there is a change in use of an existing property classified as investment property evidenced by commencement of owner occupation, the property is reclassified as property, plant & equipment at its carrying amount on the date of reclassification.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

g) **Impairment of assets**

Upon an observed trigger, the Group reviews the carrying amounts of its PPE, investment property and intangible asset to determine whether there is any indication that the asset have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss

h) **De-recognition of property, plant and equipment, investment property and intangible asset**

An item of property, plant and equipment and investment property is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

xiii. **Non-Current Assets held for sale:**

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

The Group has a policy to make impairment provision at one third of the value of the Asset for each year upon completion of three years up to the end of five years based on the past observed pattern of recoveries. Losses on initial classification as Held for sale and subsequent gains & losses on Remeasurement are recognised in Statement of Profit and loss. Once classified as Held for sale, the assets are no longer amortised or depreciated.

xiv. **Employee Benefits**

Defined Contribution benefits include superannuation fund.

Defined Employee benefits include gratuity fund, provident fund compensated absences and long service awards

Defined contribution plans

The Group's contribution to superannuation fund is considered as defined contribution plan and is charged as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Group makes Provident Fund contributions, a defined benefit plan for qualifying employees. Under the Schemes, both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions, except that the employer's contribution towards pension fund is paid to the Regional Provident Fund office, as specified under the law, are made to the provident fund set up as an irrevocable trust by Tata Capital Limited and Tata Motors Finance Limited Employees Gratuity Trust. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall on account of , if any, shall be made good by the Company. Hence the Company is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2025.

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. As per Ind AS 19, the service cost and the net interest cost are charged to the Statement of Profit and Loss. Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. Past service cost is recognised immediately to the extent that the benefits are already vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits
The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the reporting period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Other long-term employee benefits
Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long term service awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.
The obligation is measured on the basis of actuarial valuation using Projected unit credit method and Remeasurement gains/ losses are recognised in P&L in the period in which they arise.

Share based payment transaction
The stock options granted to employees pursuant to the company's Stock Options Schemes, are measured at the fair value of the options at the grant date as per Black and Scholes model. The fair value of the options is treated as discount and accounted as employee compensation cost, with a corresponding increase in other equity, over the vesting period on a straight line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense, with a corresponding increase in other equity, in respect of such grant is transferred to the General reserve within other equity.

xv. **Foreign currency transactions**
Transactions in currencies other than the Group's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the rates prevailing at the year end. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.
Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

xvi. **Operating Segments**
The Group's main business is financing by way of loans for retail and corporate borrowers in India. The Group's operating segments consist of "Financing Activity", " Investment Activity" and "Others". All other activities of the Group revolve around the main businesses. This in the context of Ind AS 108 - operating segments reporting are considered to constitute reportable segment. The Chief Operating Decision Maker (CODM) of the Group is the Board of Directors along with Managing Director. Operating segment disclosures are consistent with the information reviewed by the CODM.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. Accordingly, all operating segment's operating results of the Group are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The "Financing Activity" segment consists of asset financing, term loans (corporate and retail), channel financing, credit substitutes, investments linked to/arising out of lending business and bill discounting. The "Investment Activity" segment includes corporate investments and "Others" segment primarily includes advisory services, wealth management, distribution of financial products and leasing.

Revenue and expense directly attributable to segments are reported under each operating segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues/expenses of each segment. All other revenue and expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

xvii. **Investments in associates**
The Group has elected to measure investment in associate at cost as per Ind AS 27 - Seperate Financial Statements, accordingly measurement at fair value through statement of profit and loss account and related disclosure under Ind AS 109 does not apply.

xviii. **Earnings per share**
Basic earnings per share has been computed by dividing net income attributable to owners of the Group by the weighted average number of shares outstanding during the year. Partly paid up equity share is included as fully paid equivalent according to the fraction paid up.

Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive

xix. **Taxation**

Income Tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income or directly in equity when they relate to items that are recognized in the respective line items.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

The carrying amount of deferred tax assets are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

xx. **Goods and Services Input Tax Credit**

Goods and Services Input tax credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

xxi. **Provisions, contingent liabilities and contingent assets**

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent assets/liabilities

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or, present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for. Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognised in the consolidated financial statements.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

The Company operates in a regulatory and legal environment that, by nature, has inherent litigation risk to its operations and in the ordinary course of the Company's business. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors viz. legal advice, the stage of the matter and historical evidence from similar incidents.

xxii. **Commitments**

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

(a) estimated amount of contracts remaining to be executed on capital account and not provided for;
(b) funding related commitment to associate; and
(c) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.
(d) other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.
(e) commitments under Loan agreement to disburse Loans.
(f) lease agreements entered but not executed.

xxiii. **Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

(a) Changes during the period in operating receivables and payables transactions of a non-cash nature;
(b) Non-cash items such as depreciation, impairment, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and

(c) All other items for which the cash effects are investing or financing cash flows

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

xxiv. **Dividend payable**

Interim dividend declared to equity shareholders, if any, is recognised as liability in the period in which the said dividend has been declared by the Board of Directors. Final dividend declared, if any, is recognised in the period in which the said dividend has been approved by the Shareholders

The dividend payable is recognised as a liability with a corresponding amount recognised directly in equity.

xxv. **Business combinations**

Business combinations involving entities that are controlled by the Group are accounted for using the pooling of interest method. Assets and liabilities of the combining entities are reflected at their carrying value without adjustments being made to reflect fair values. The identity of the reserve are preserved and reserve of the transferor become the reserves of the transferee. The difference, if any, between the amounts recorded as share capital issued and the amount of share capital of the transferor is transferred to capital reserve. The financial information in the standalone interim financial statements in respect of prior period is restated as if the business combination had occurred form the beginning of the preceding period in the standalone interim financial statements, irrespective of the actual date of the combination.

The Company applies the acquisition method of accounting for business combinations where common control does not exist. The consideration transferred by the Company for the acquisition of business comprises of fair value of the assets transferred, liabilities incurred, and the equity interests issued by the Company as at the acquisition date i.e. the date on which it obtains the control of the acquiree. Consideration transferred also includes amounts related to settlement of pre-existing relationships. The acquisition related costs are recognised in the statement of profit and loss as incurred, except to the extent related to the issue of debt (classified as equity as per Ind AS) or equity securities, which are directly adjusted in other equity.

Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values on the acquisition date. Intangible assets acquired in a business combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation.

Goodwill is initially measured at cost, being the excess of the consideration transferred over the fair value of the net identifiable assets acquired.

Further details and impact of this merger on financial statements of the Company is disclosed in note 48.

xxvi. **Event After reporting date**

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

xxvii. **Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. for the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

TATA CAPITAL LIMITED

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 3 : Cash and cash equivalents

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Cash on hand	7.55	0.42
Balances with banks in current accounts	7,973.15	4,752.85
Cheques, drafts on hand	39.25	120.52
Balances with banks in Fixed Deposit Accounts (with original maturity of 3 months or less)	1,458.25	1,897.37
Total	**9,478.20**	**6,771.16**

Note 4 : Bank balance other than cash and cash equivalents

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Balances with banks in fixed deposit accounts (Refer note (i), (ii) and (iii) below)	60.48	198.30
Balances with Banks in earmarked accounts (Refer note (iv) below)	664.00	4.19
Margin Money	240.37	21.93
Total	**964.85**	**224.42**

(i) Balance with banks in fixed deposit accounts comprises deposits that have an original maturity exceeding 3 months at balance sheet date.

(ii) Deposits include lien with Stock Exchanges as margin amounting to Rs.1.24 crore (March 31, 2024: Rs.1.24 crore)

(iii) Deposits amounting to Rs. 0.55 crore (March 31, 2024 : Rs. 0.50 crore) pertain to collateral deposits with banks for Aadhaar authentication.

(iv) Pertains balance in current account towards unclaimed matured debentures, unclaimed application money and accrued interest on debentures and preference shares.

Note 5: Derivative financial instruments

(Rs. in Crs)

Part I	As at March 31, 2025				As at March 31, 2024			
	Notional value	Fair value - Assets	Notional value	Fair value - Liabilities	Notional value	Fair value - Assets	Notional value	Fair value - Liabilities
(i) Currency derivatives :								
Spot and Forwards	3,003.42	16.10	9,830.15	201.71	69.10	0.76	1,886.35	34.20
Currency swaps	9,981.11	437.58	589.66	29.34	7,042.79	212.22	1,791.95	12.13
Options	1,709.17	83.63	-	-	-	-	-	-
Subtotal (i)	14,693.70	537.31	10,419.81	231.05	7,111.89	212.98	3,678.30	46.33
(ii) Interest rate derivatives :								
Interest rate swaps[1]	-	2.42	-	9.84	-	29.64	-	-
Subtotal (ii)	-	2.42	-	9.84	-	29.64	-	-
Total derivatives	14,693.70	539.73	10,419.81	240.89	7,111.89	242.62	3,678.30	46.33
Part II								
Included in above (Part I) are derivative held for hedging and risk management purpose as follows:								
(i) Fair value hedging	-	-	-	-	-	-	-	-
(ii) Cash flow hedging								
Currency derivatives	14,693.70	537.31	10,419.81	231.06	7,111.89	212.98	3,678.30	46.33
Interest rate derivatives	-	2.42	-	9.84	-	29.64	-	-
Total derivatives	14,693.70	539.73	10,419.81	240.90	7,111.89	242.62	3,678.30	46.33

Note 1. Currency swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of currency swaps is not disclosed separately.
2 Interest rate swaps has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of interest rate swaps is not disclosed separately.
3. Notional amounts of the respective currencies have been converted using exchange rates as at the reporting date.
4. Fair value assets and liabilities are presented as Derivative financial instruments in the Financial Statement.

5.1 The impact of the cashflow hedges in the statement of profit and loss and other comprehensive income

(Rs. in Crs)

PARTICULARS	Hedging gains or (losses) recognised in other comprehensive income		Hedge ineffectiveness recognised in statement of profit and (loss)	
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Forward exchange contracts, interest rate and currency swaps	(98.74)	(80.70)	3.51	-

5.2 Change in fair value of hedging instrument and hedged item:

PARTICULARS	Change in fair value of hedging instrument		Change in the value of hedged item*		Line item in Balance Sheet
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024	
Forward exchange contracts, interest rate swaps and currency swaps	(27.74)	26.99	(310.90)	(118.36)	Borrowings
Options and currency swaps	(33.20)	-	20.38	-	Debt Securitites
Forward exchange contracts	(0.13)	-	-	-	Letter of Credit (Commitment)

*Change in the value of hedged item are presented as part of Borrowings in the Financial Statement.

5.3 Movement in the cash flow hedge and cost of hedge reserve are as follows:

(Rs. in Crs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Opening Balance	(14.17)	46.22
Effective portion of changes in fair value	(57.56)	26.99
In-effective portion of changes in fair value	(3.51)	-
Foreign currency translation differences	(290.52)	(118.36)
Amortisation of forward premium	251.73	10.57
Provision for derivative current credit exposure	1.12	0.10
Deffered tax	24.85	20.31
Closing Balance	(88.06)	(14.17)

5.4 Hedge Ratio: There is an economic relationship between the hedged item and the hedging instrument as the terms of the forward contracts, interest rate swaps and cross currency swaps contract match that of the foreign currency borrowings. The Company has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the forward contracts, interest rate swaps and cross currency swaps are identical to the hedged risk components. To test the hedge effectiveness, the Company uses the dollar offset method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks. Hedge ineffectiveness can arise in cases where the derivative is not designated as a heading instrument at inception but at a subsequent date. In other cases, It can arise mainly if there is a change in the credit risk of the Company or the counterparty.

5.5 Net investment hedging : Nil

5.6 Undesignated Derivatives : Nil

TATA CAPITAL LIMITED

M.P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 6 : Receivables

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables		
At Amortised cost		
(a) Receivables considered good - Unsecured	84.54	99.23
(b) Receivables which have significant increase in credit risk	12.32	41.91
(c) Receivables - credit impaired	27.15	33.38
	124.01	**174.52**
Less: Allowance for impairment loss		
(i) Considered good	(0.14)	(0.27)
(ii) Significant increase in credit risk	(0.08)	(0.17)
(iii) Credit impaired	(27.15)	(33.38)
Total	**96.64**	**140.70**
Other receivables		
At Amortised cost		
(a) Receivables considered good - Unsecured	0.95	1.88
	0.95	**1.88**
Impairment loss allowance	-	-
	0.95	**1.88**
Total	**97.59**	**142.58**

Note 6 : Receivables (Continued)

(Rs. in Crs)

PARTICULARS	As at March 31, 2025							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	51.69	-	32.85	-	-	-	-	84.54
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	12.32	-	-	-	-	12.32
(iii) Undisputed Trade Receivables – credit impaired	-	-	10.20	2.94	2.09	3.63	8.29	27.15
Total	51.69	-	55.37	2.94	2.09	3.63	8.29	124.01

(Rs. in Crs)

PARTICULARS	As at March 31, 2024							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	52.00	-	47.23	-	-	-	-	99.23
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	41.91	-	-	-	-	41.91
(iii) Undisputed Trade Receivables – credit impaired	-	-	10.58	12.66	2.87	2.93	4.34	33.38
Total	52.00	-	99.72	12.66	2.87	2.93	4.34	174.52

Note 7 : Loans

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A)		
(i) At Amortised Cost		
- Bills purchased and bills discounted	574.58	1,122.05
- Term loans	2,14,734.84	1,51,872.53
- Credit substitutes (refer note (ii) below)	4,967.01	3,761.09
- Finance lease and hire purchase	2,878.54	2,273.89
- Factoring	2,300.81	1,169.33
- Retained portion of assigned loans	269.33	12.73
Subtotal (i)	**2,25,725.11**	**1,60,211.62**
(ii) At Fair Value Through Other Comprehensive Income		
- Term loans	623.02	761.53
Subtotal (ii)	**623.02**	**761.53**
(iii) At Fair Value Through Profit and Loss		
- Credit substitutes	8.69	40.63
Subtotal (iii)	**8.69**	**40.63**
Total (A) = subtotal (i+ii+iii)	**2,26,356.82**	**1,61,013.78**
(B)		
Less : Impairment loss allowance		
- Stage I & II	1,929.15	1,500.79
- Stage III	2,477.30	1,752.44
TOTAL (B)	**4,406.45**	**3,253.23**
Total Loans = (A-B)	**2,21,950.37**	**1,57,760.55**
(C)		
-Secured by tangible assets	1,68,801.65	1,18,791.36
-Secured by intangible assets	2,405.00	1,730.77
-Covered by bank / government guarantees	7,828.67	1,248.96
-Unsecured	47,517.64	39,459.99
Gross Loans (Exlcuding EIR Impact)	**2,26,552.96**	**1,61,231.08**
- Unamortised loan sourcing fees	(894.02)	(735.69)
- Unamortised loan sourcing costs	697.88	518.39
Gross Loan	**2,26,356.82**	**1,61,013.78**
Less : Impairment loss allowance		
- Stage I & II	1,929.15	1,500.79
- Stage III	2,477.30	1,752.44
TOTAL (C)	**2,21,950.37**	**1,57,760.55**
(D)		
(i) Loans in India		
- Public Sector	641.86	74.36
- Others	2,25,714.96	1,60,939.42
Gross Loans	**2,26,356.82**	**1,61,013.78**
Less : Impairment loss allowance		
- Stage I & II	1,929.15	1,500.79
- Stage III	2,477.30	1,752.44
Subtotal (i)	**2,21,950.37**	**1,57,760.55**
(ii) Loans outside India		
- Public Sector	-	-
- Others	-	-
Less : Impairment loss allowance	-	-
Subtotal (ii)	**-**	**-**
TOTAL (D) = (Subtotal (i)+Subtotal (ii))	**2,21,950.37**	**1,57,760.55**

Note 7 : Loans

(i) Reconciliation of loans:

Particulars	As at March 31, 2025	As at March 31, 2024
(i) At Amortised Cost	2,25,921.25	1,60,428.92
(ii) At Fair Value Through Other Comprehensive Income	623.02	761.53
(iii) At Fair Value Through Profit and Loss	8.69	40.63
Total - Gross Loans	**2,26,552.96**	**1,61,231.08**
- Unamortised loan sourcing fees	(894.02)	(735.69)
- Unamortised loan sourcing costs	697.88	518.39
Total - Carrying Value of Loans	**2,26,356.82**	**1,61,013.78**
Less : Impairment loss allowance		
- Stage I & II	1,929.15	1,500.79
- Stage III	2,477.30	1,752.44
Total - Net Loans	**2,21,950.37**	**1,57,760.55**

(ii) Investments in bonds, debentures and other financial instruments which, in substance, form a part of the Company's financing activities ("Credit Substitutes") have been classified under Loans. In the past these were classified as a part of Investments. The classification results in a better presentation of the substance of these investments and is in alignment with regulatory filings.

(iii) Impairment loss allowance of Rs. 1.42 crore (March 31, 2024 : Rs. 4.79 crore) has been provided on loans designated as fair value through other comprehensive income.

(iv) Loans given to related parties Rs. 1,285.12 crore (as on March 31, 2024 : Rs. 1,070.87 crore).

(v) The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Gross Investments:		
- Within one year	1,177.56	1,002.11
- Later than one year and not later than five years	1,859.70	1,397.77
- Later than five years	47.74	6.28
Total	**3,085.00**	**2,406.16**
Unearned Finance Income:		
- Within one year	241.61	183.05
- Later than one year and not later than five years	259.86	186.21
- Later than five years	4.67	1.11
Total	**506.14**	**370.37**
Present Value of Rentals *:		
- Within one year	935.95	819.06
- Later than one year and not later than five years	1,599.85	1,211.56
- Later than five years	43.07	5.17
Total	**2,578.87**	**2,035.79**

* Present Value of Rentals represent the Current Future Outstanding Principal.

Note 8 : Investments

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A)		
(i) At Amortised Cost		
- Investment in Debentures	-	8.44
- Investment in Government Securities	2,867.94	1,655.93
- Investment in Tri-party Repo (TREPS)	499.80	-
- Investment in Treasury Bill	398.89	426.98
- Investment in Fully Paid Non - Cumulative Redeemable Preference shares	0.38	-
- Investment in State Development Loan	2,469.49	1,906.98
Subtotal (i)	**6,236.50**	**3,998.33**
(ii) At Fair Value		
(a) Through Other Comprehensive Income:		
- Fully paid equity shares (quoted)	506.86	642.43
- Fully paid equity shares (unquoted)	-	2,054.87
- Debt securities	231.17	237.33
Subtotal (i)	**738.03**	**2,934.63**
(b) Through Profit or Loss:		
- Mutual and other funds (quoted)	753.15	126.95
- Fully paid equity shares (quoted)	305.47	255.77
- Fully paid equity shares (unquoted)	460.62	325.93
- Preference shares	-	-
- Venture capital fund	192.13	201.44
- Alternate investment fund	34.61	32.69
- Structured product	-	26.28
- Security receipts	-	-
Less : Impairment on investment in Alternate investment fund	(2.72)	-
Subtotal (ii)	**1,743.26**	**969.06**
Total (A) = (i)+(ii)	**8,717.79**	**7,902.02**
(B)		
(i) Investments in India	8,299.56	7,320.46
(ii) Investments outside India	418.23	581.56
Total (B) (i)+(ii)	**8,717.79**	**7,902.02**

Note : Market value of quoted investment is equal to book value.

Note 9: Investments accounted using equity method

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
(i) At Amortised Cost		
Associate companies		
Fully paid equity shares (unquoted)	283.05	202.40
Preference shares (unquoted)	899.47	677.52
Less: Diminution in value of investments	(82.83)	(134.21)
	1,099.69	**745.71**
(ii) At Fair Value Through Profit or Loss:		
Associate companies		
Fully paid equity shares (quoted)	48.91	85.07
	48.91	**85.07**
(i) Investments in India	1,083.74	780.92
(ii) Investments outside India	64.86	49.86
Total (B) (i)+(ii)	**1,148.60**	**830.78**

Note : Market value of quoted investment is equal to book value.

Note 10: Other financials assets

(Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
At Amortised cost				
Security deposits		47.15		32.95
Pass Through Certificate application money (refundable)		4.53		84.61
Income accrued but not due		83.36		50.95
Advances to employees		0.29		0.49
Receivable on sale/redemption of investment	-		64.68	
Provision for receivable on sale/redemption of investment	-	-	(1.62)	63.06
Receivable under letter of credit/buyers credit facility	125.31		230.66	
Provision for letter of credit/buyer's credit facility	(0.31)	125.00	(0.65)	230.01
Excess interest spread on direct assignment	328.76		-	
Less : Impairment loss allowance	(6.97)	321.79	-	-
Other receivables	530.22		57.76	
Less : Impairment loss allowance	(10.94)	519.28	-	57.76
Total		**1,101.40**		**519.83**

TATA CAPITAL LIMITED

M.P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 11: Income Taxes

(i) Current tax assets (net)

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax and tax deducted at source	234.04	167.31
Total	234.04	167.31

A. The income tax expense consist of the following:

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax:		
Current tax expense for the year	1,141.25	1,071.76
Current tax expense / (benefit) pertaining to prior years	(0.04)	-
	1,141.21	1,071.76
Deferred tax benefit		
Origination and reversal of temporary differences	122.33	(6.69)
	122.33	(6.69)
Total income tax expense recognised in the year	1,263.54	1,065.07

The reconciliation of estimated income tax expense at statutory income tax rate income tax expense reported in statement of profit and loss is as follows:

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit / (Loss) before tax from continuing operations	4,918.56	4,392.03
Indian statutory income tax rate	25.168%	25.168%
Expected income tax expense	1,237.90	1,105.39
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Income exempt from tax	(60.87)	(16.62)
Non deductible expenses	69.35	22.90
Impact of unrecognised timing differences	1.89	3.48
Tax on income at different rates	18.27	(59.00)
Effect of removal of indexation & change in capital gain tax rate	15.77	-
Tax benefit on deductions in respect of certain incomes	(14.53)	(15.31)
Tax pertaining to prior years	(0.04)	(0.13)
Tax impact on consol adjustments	9.06	26.74
Differences in tax rates in foreign jurisdictions	(13.26)	(2.38)
Total income tax expense (effective tax rate of 25.69%, March 31, 2024 24.25%)	1,263.54	1,065.07

B. Amounts recognised in Other Comprehensive Income

(Rs. in Crs)

PARTICULARS	For the year ended March 31, 2025			For the year ended March 31, 2024		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss						
Owners of the company						
Remeasurement of the defined benefit plans	(33.70)	8.44	(25.26)	(2.72)	0.67	(2.05)
Changes in fair values of investment in equities carried at FVTOCI	(151.01)	80.62	(70.39)	1,121.04	(148.04)	973.00
Items that are or may be reclassified subsequently to profit or loss						
Debt instruments through Other Comprehensive Income	3.89	(0.66)	3.23	22.25	(3.78)	18.47
Fair value gain / (loss) on financial asset measured at FVTOCI	(8.61)	2.17	(6.44)	14.99	(3.77)	11.22
Net changes in fair values of time value of cash flow hedges (FVTOCI)	(98.74)	24.85	(73.89)	(80.70)	20.31	(60.39)
Share of other comprehensive income in associates	(0.08)	-	(0.08)	(0.18)	-	(0.18)
Exchange differences in translating financial statements of foreign operations	18.04	-	18.04	8.03	-	8.03
Total Amounts recognised in OCI	(270.21)	115.42	(154.79)	1,082.71	(134.61)	948.10

(ii) Deferred tax assets

The major components of deferred tax assets and liabilities for the year ended March 31, 2025 are as follows:

(Rs. in Crs)

Particulars	Opening Balance	Effect of Business Combination	Recognised / reversed through profit and loss	Recognised/ reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-						
(a) Impairment loss allowance - Stage III	385.56	-	167.45	-	-	553.01
(b) Impairment loss allowance - Stage I & II	394.92	2.82	104.31	(0.85)	-	501.20
(c) Employee benefits	8.74	3.06	7.54	-	-	19.34
(d) Deferred income	173.08	-	0.13	-	-	173.21
(e) Depreciation on property, plant & equipment	82.22	4.08	(7.92)	-	-	78.38
(f) Fair valuation of associates and fund investments	(34.15)	-	(20.68)	57.46	-	2.63
(g) Right to use asset	8.64	-	2.90	-	-	11.54
(h) Cash flow hedges	4.77	-	1.23	24.85	-	30.85
(i) Other deferred tax assets	10.53	11.37	(14.43)	(0.66)	0.08	6.89
(j) Business Combination						
- Loans	-	538.70	(280.30)	-	-	258.40
- Others	-	128.74	(21.23)	-	-	107.51
Deferred Tax Liabilities :-						
(a) Debenture issue expenses	(8.90)	-	(1.44)	-	-	(10.34)
(b) Investments measured at fair value	(418.46)	(103.72)	(2.50)	438.47	-	(86.21)
(c) Loans measured at FTVOCI	(3.35)	-	(1.10)	3.02	-	(1.43)
(d) Direct Assignement	-	(63.42)	(9.65)	-	-	(73.07)
(e) Deduction u/s 36(1)(viii)	(137.10)	-	(46.64)	-	-	(183.74)
Net Deferred Tax Asset	**466.50**	**521.63**	**(122.33)**	**522.29**	**0.08**	**1,388.17**

The major components of deferred tax assets and liabilities for the year ended March 31, 2024 are as follows:

(Rs. in Crs)

Particulars	Opening Balance	Recognised / reversed through profit and loss	Recognised / reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-					
(a) Impairment loss allowance - Stage III	353.01	32.55	-	-	385.56
(b) Impairment loss allowance - Stage I & II	422.19	(27.27)	-	-	394.92
(c) Employee benefits	6.50	2.24	-	-	8.74
(d) Deferred income	124.73	48.35	-	-	173.08
(e) Depreciation on property, plant & equipment	85.08	(2.86)	-	-	82.22
(f) Fair valuation of associates and fund investments	(18.87)	(7.71)	(7.57)	-	(34.15)
(g) Right to use asset	6.18	2.46	-	-	8.64
(h) Cash flow hedges	(15.54)	-	20.31	-	4.77
(i) Other deferred tax assets	11.87	2.39	(3.78)	0.05	10.53
Deferred Tax Liabilities :-					
(a) Debenture issue expenses	(8.90)	-	-	-	(8.90)
(b) Investments measured at fair value	(492.90)	0.94	-	73.50	(418.46)
(c) Loans measured at FTVOCI	(0.09)	0.51	-	(3.77)	(3.35)
(d) Deduction u/s 36(1)(viii)	(92.19)	(44.91)	-	-	(137.10)
Net Deferred Tax Asset	**381.07**	**6.69**	**8.96**	**69.78**	**466.50**

One of our subsidiary has not recognized net deferred tax assets as at March 31, 2025 on the following item, since it is not probable that the economic benefits will flow in future years against which such deferred tax assets can be realized.

(Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Closing balance	DTA @25.17%	Closing balance	DTA @25.17%
Deferred Tax Asset (A)				
On business losses as per Income Tax*	45.17	11.37	39.06	9.83
On unabsorbed depreciation as per Income Tax	10.77	2.71	8.35	2.10
Provision for doubtful debts	0.85	0.21	0.71	0.18
Employee benefits - Leave encashment	0.19	0.05	0.24	0.06
On account of right to use asset	0.17	0.04	0.11	0.03
Deferred Tax Liability (B)				
On account of depreciation on fixed assets	(1.01)	(0.25)	(0.74)	(0.19)
Net Deferred Tax Asset (A-B)	**56.14**	**14.13**	**47.73**	**12.01**

The Subsidiary business Losses as per Income Tax Act, 1961 of Rs. 0.37 crore expiring in FY 2028-29, Rs. 12.78 crore expiring in FY 2029-30, Rs. 13.52 crore expiring in FY 2030-31, Rs. 12.75 crore expiring in FY 2031-32 and Rs. 5.74 crore expiring in FY 2032-33 (PY Rs. 0.37 crore expiring in FY 2028-29, Rs. 12.77 crore expiring in FY 2029-30, Rs. 13.51 crore expiring in FY 2030-31 and Rs. 12.39 crore expiring in FY 2031-32).

(iii) Current tax liabilities (net):

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax	364.50	396.73
Total	**364.50**	**396.73**

(iv) Unrecognised temporary differences:

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Temporary difference relating to investment in subsidiaries for which deferred tax liabilities have not been recognised		
Undistributed reserves	8,099.42	6,660.43

Note:
Subsidiaries of Tata Capital Limited's undistributed reserves which, if paid out as dividends, would be subject to tax in the hands of recipient. An assessable temporary difference exists, but no deferred tax liability has been recognized as Tata Capital Limited is able to control the timing of distribution from these subsidiaries. These subsidiaries are not expected to distribute the dividend out of these reserves in the foreseeable future. Also there are no plans to sell any of the subsidiaries in the foreseeable future and hence no deferred tax liability has been created on the basis of capital gains tax.

MSKA & ASSOCIATES Chartered Accountants
TATA CAPITAL LIMITED
M.P. CHITALE & CO. MUMBAI CA.

Tata Capital Limited
Notes forming part of the Consolidated Financial Statements

Note 12: Property, plant, equipment, Investment property and Intangible Assets

(Rs. in Crs)

Particulars	Gross Block						Accumulated depreciation and amortisation					Net Carrying Value
	Opening balance as at April 1, 2024	Effect of Business Combination	Additions/ Adjustments	Deletions	Written off	Closing balance as at March 31, 2025	Opening balance as at April 1, 2024	Depreciation/ Amortisation for the year*	Deletions/ Adjustments	Written off	Closing balance as at March 31, 2025	As at March 31, 2025
TANGIBLE ASSETS												
Buildings#	150.01	2.52	-	-	-	152.53	52.17	7.68	-	-	59.85	92.68
	128.28	-	21.73	-	-	150.01	39.65	7.45	(5.07)	-	52.17	97.84
Leasehold Improvements	107.65	2.19	13.90	1.57	-	122.17	40.29	14.54	1.43	-	53.40	68.77
	56.63	-	52.86	1.84	-	107.65	27.74	14.02	1.47	-	40.29	67.36
Furniture & Fixtures	37.10	3.10	15.07	0.60	0.15	54.52	16.46	6.70	0.56	-	22.60	31.92
	19.86	-	17.98	0.74	-	37.10	10.86	6.16	0.56	-	16.46	20.64
Computer Equipment	129.87	13.57	25.87	2.72	0.10	166.49	59.52	37.30	2.54	-	94.28	72.21
	102.27	-	52.22	24.39	0.23	129.87	57.02	26.87	24.37	-	59.52	70.35
Office Equipment	46.29	4.48	16.35	0.66	0.10	66.36	21.07	11.89	0.61	-	32.35	34.01
	25.69	-	21.07	0.47	-	46.29	15.54	5.95	0.42	-	21.07	25.22
Plant & Machinery	11.21	-	0.64	0.28	0.03	11.54	3.77	1.02	0.27	-	4.52	7.02
	8.03	-	3.52	0.34	-	11.21	3.09	0.95	0.27	-	3.77	7.44
Vehicles	31.15	16.99	21.27	7.86	-	61.55	10.86	15.03	3.98	-	21.91	39.64
	21.40	-	14.04	4.29	-	31.15	7.83	6.48	3.45	-	10.86	20.29
ASSETS GIVEN UNDER OPERATING LEASE/RENTAL												
Construction Equipment	95.57	-	194.56	7.15	-	282.98	38.65	40.23	6.73	-	72.15	210.83
	89.96	-	45.79	40.18	-	95.57	63.31	12.20	36.86	-	38.65	56.92
Vehicles	150.07	-	276.62	4.48	1.40	420.81	14.54	43.04	3.68	-	53.90	366.91
	40.26	-	124.38	14.57	-	150.07	18.19	8.39	12.04	-	14.54	135.53
Plant & Machinery	609.38	-	53.48	79.56	-	583.30	280.41	90.45	71.78	-	299.08	284.22
	611.97	-	236.31	238.85	0.05	609.38	396.39	97.75	213.73	-	280.41	328.97
Computer Equipment	45.63	-	3.15	25.44	0.11	23.23	43.66	2.31	24.82	-	21.15	2.08
	114.65	-	0.28	69.30	-	45.63	95.05	15.42	66.81	-	43.66	1.97
Furniture & Fixtures	0.47	-	1.10	0.38	-	1.19	0.40	0.16	0.33	-	0.23	0.96
	0.65	-	0.06	0.24	-	0.47	0.61	0.01	0.22	-	0.40	0.07
Office Equipment's	1.44	-	-	1.44	-	-	1.39	0.05	1.44	-	-	-
	3.00	-	-	1.56	-	1.44	2.70	0.09	1.40	-	1.39	0.05
Railway Wagons	2.94	-	304.93	0.23	2.72	304.92	2.83	2.96	2.86	-	2.93	301.99
	28.71	-	-	25.77	-	2.94	28.07	0.53	25.77	-	2.83	0.11
Electrical Installation & Equipment's	3.09	-	-	2.58	0.34	0.17	2.92	-	2.77	-	0.15	0.02
	5.24	-	-	2.15	-	3.09	4.28	0.58	1.94	-	2.92	0.17
TANGIBLE ASSETS - TOTAL	**1,421.87**	**42.85**	**926.94**	**134.95**	**4.95**	**2,251.76**	**588.94**	**273.36**	**123.80**	**-**	**738.50**	**1,513.26**
	1,256.60	-	*590.24*	*424.69*	*0.28*	*1,421.87*	*770.33*	*202.85*	*384.24*	-	*588.94*	*832.93*

Tata Capital Limited
Notes forming part of the Consolidated Financial Statements

Note 12: Property, plant, equipment, Investment property and Intangible Assets

(Rs. in Crs)

Particulars	Gross Block						Accumulated depreciation and amortisation					Net Carrying Value
	Opening balance as at April 1, 2024	Effect of Business Combination	Additions/ Adjustments	Deletions	Written off	Closing balance as at March 31, 2025	Opening balance as at April 1, 2024	Depreciation/ Amortisation for the year*	Deletions/ Adjustments	Written off	Closing balance as at March 31, 2025	As at March 31, 2025
INTANGIBLE ASSETS (other than internally generated)												
Software	105.37	7.23	50.26	-	-	162.86	62.58	23.31	-	-	85.89	76.97
	78.72	-	*26.65*	-	-	*105.37*	*46.17*	*16.41*	-	-	*62.58*	*42.79*
INTANGIBLE ASSETS - TOTAL	**105.37**	**7.23**	**50.26**	-	-	**162.86**	**62.58**	**23.31**	-	-	**85.89**	**76.97**
	78.72		*26.65*	-	-	*105.37*	*46.17*	*16.41*	-	-	*62.58*	*42.79*
Investment Property	4.32	0.31	-	-	-	4.63	1.30	0.20	-	-	1.50	3.13
	26.05	-	*(21.73)*	-	-	*4.32*	*6.18*	*0.19*	*5.07*	-	*1.30*	*3.02*
Total	**1,531.56**	**50.39**	**977.20**	**134.95**	**4.95**	**2,419.25**	**652.82**	**296.87**	**123.80**	-	**825.89**	**1,593.36**
	1,361.37	-	*595.16*	*424.69*	*0.28*	*1,531.56*	*822.68*	*219.45*	*389.31*	-	*652.82*	*878.74*

Note :

1. Figures in italics relate to March 31, 2024
2. # Immovable property having net carrying value amounting to Rs. 2.03 crore is hypothecated against borrowings, refer notes 15.1.
3. Fair value of investment property as on March 31, 2025 : Rs 9.67 crore (March 31, 2024 : Rs. 8.59 crore), The fair value of the investment properties has been determined by an external independent property valuer, having appropriate professional qualification and experience in the location and category of property being valued.
4. *Total depreciation charged for the year in the Statement of Profit and Loss includes depreciation on Right to use assets. Depreciation on right to use assets for the year ended is Rs. 93.15 crore (March 31, 2024 : Rs. 68.05 crore)
5. None of the class of fixed assets are revalued during the year except assets acquired in the business combination.
6. Amount recognised in Statement of Profit and Loss for Investment Property:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rental Income	0.08	0.05
Direct Operating expense from property that generated rental income	0.03	0.03
Direct Operating expense from property that did not generate the rental income*	-	-

* less than Rs. 50,000/-

7. Title of immovable properties having Gross Block of Rs. 0.87 crore and Net Block of Rs. 0.83 crore (March 31, 2024 : Gross Block of Rs. Nil and Net Block of Rs. Nil) is yet to be transferred in the name of the Company.

Details of Immovable Properties whose title deeds are not held in the name of the Company as at March 31, 2025 :

Asset Category	Title Deeds held in the name of	Whether the Title holder is Promoter/ Director/Relative of Promoter/Relative of Director/ Employee	Property held since	Reason for not being transferred in the name of Company	Gross Carrying Value as on March 31, 2025	Gross Carrying Value as on March 31, 2024
Property, Plant and Equipment						
Building						
Ceejay House	Tata Motor Finance Limited	No	02-03-2010	The title of the asset transferred pursuant to the scheme of amalgamation / arrangement/merger/demerger are in the process of being transferred in the name of the Company	0.31	-
Nilgiri - Thane	Tata Motor Finance Limited	No	07-05-2007		0.56	-

8. Title deeds for all the leased premises are held in the name of the Company except branches acquired in the business combination.

TATA CAPITAL LIMITED

T. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

F-52

Note 12: Property, plant, equipment, Investment property and Intangible Assets (Continued)

12 *(i)*. CAPITAL WORK IN PROGRESS

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Opening Balance	4.15	11.30
Additions	924.60	583.09
Deductions / Adjustments	(926.94)	(590.24)
Closing Balance	**1.81**	**4.15**

As at March 31, 2025

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	1.81	-	-	-	**1.81**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**1.81**	-	-	-	**1.81**

As at March 31, 2025

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	1.81	-	-	-	**1.81**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**1.81**	-	-	-	**1.81**

As at March 31, 2024

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	4.15	-	-	-	**4.15**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**4.15**	-	-	-	**4.15**

As at March 31, 2024

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	4.15	-	-	-	**4.15**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**4.15**	-	-	-	**4.15**

12 *(ii)*. INTANGIBLE ASSETS UNDER DEVELOPMENT

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Opening Balance	4.11	8.72
Additions	60.09	22.04
Deductions / Adjustments	(50.26)	(26.65)
Closing Balance	**13.94**	**4.11**

As at March 31, 2025

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	12.09	1.62	0.16	0.07	**13.94**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**12.09**	**1.62**	**0.16**	**0.07**	**13.94**

As at March 31, 2025

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	13.94	-	-	-	**13.94**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**13.94**	-	-	-	**13.94**

As at March 31, 2024

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	3.98	0.06	0.07	-	**4.11**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**3.98**	**0.06**	**0.07**	-	**4.11**

As at March 31, 2024

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	4.11	-	-	-	**4.11**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**4.11**	-	-	-	**4.11**

12 *(iii)*. **The Group has given assets under non-cancellable operating leases. The total of future minimum lease payments that the group is committed to receive is:**

Lease Payments	As at March 31, 2025	As at March 31, 2024
Within one year	332.73	173.45
Later than one year and not later than five years	880.61	445.24
Later than five years	572.13	71.53
Total	**1,785.47**	**690.22**

Accumulated Depreciation on lease assets is Rs. 449.64 crore. (Year ended March 31, 2024 : Rs. 384.86 crore)
Accumulated Impairment losses on the leased assets Rs. Nil (Year ended March 31, 2024 : Rs. Nil)

Note 13 : Other non-financials assets

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Capital advances	202.77	152.59
Prepaid expenses	95.10	37.39
Balances with government authorities	479.47	257.85
Assets held-for-sale	1.74	1.74
Less : Provision for receivable on sale/redemption of investment	(1.74)	(1.74)
Other advances	47.81	19.79
Total	**825.15**	**467.62**

Note 14: Trade Payables

(i). Total outstanding dues of creditors other than micro enterprises and small enterprises

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Trade payables		
Accrued expenses	930.44	604.96
Payable to dealers/vendors	857.86	774.31
Due to others	13.63	6.82
Total	**1,801.93**	**1,386.09**
Other payables		
Due to related parties	-	-
Due to others	-	-
Total (B)	-	-
Total (A)+(B)	**1,801.93**	**1,386.09**

Note - The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group. The amount of principal and interest outstanding during the year is given below :

(ii). Total outstanding dues of micro enterprises and small enterprises

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	19.39	3.82
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-
Total	**19.39**	**3.82**

*Amount of interest due is nil as at March 31, 2025 and March 31, 2024.

Note 14: Trade Payables (Continued)

PARTICULARS	As at March 31, 2025						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	13.88	-	5.51	-	-	-	19.39
(ii) Others	757.06	781.67	252.47	2.30	2.30	6.13	1,801.93
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**770.94**	**781.67**	**257.98**	**2.30**	**2.30**	**6.13**	**1,821.32**

PARTICULARS	As at March 31, 2024						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	3.82	-	-	-	3.82
(ii) Others	499.82	674.39	207.37	-	1.94	2.57	1,386.09
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**499.82**	**674.39**	**211.19**	**-**	**1.94**	**2.57**	**1,389.91**

Note 15: Debt securities

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A)		
At Amortised Cost		
Secured		
- Privately Placed Non-Convertible Debentures (Refer note 15.1)	58,865.43	46,188.31
- Public issue of Non-Convertible Debentures (Refer note 15.2)	867.06	1,658.13
Unsecured		
- Privately Placed Non-Convertible Debentures	2,474.95	2,831.34
- Commercial paper [Net of unamortised discount of Rs. 172.47 crore (March 31, 2024 : Rs. 258.88 crore)]	14,484.62	9,825.90
- Medium Term Notes (Refer note 15.4)	3,449.51	-
Total	**80,141.57**	**60,503.68**
(B)		
(i) Debt securities in India	76,692.06	60,503.68
(ii) Debt securities outside India	3,449.51	-
Total	**80,141.57**	**60,503.68**

Note:

15.1- Privately Placed Non-Convertible Debentures are secured by pari passu charge on the specific immovable property, specified receivables arising out of loan, lease, hire purchase transactions and to the extent of shortfall in asset cover by a pari passu charge on the assets of the Company. The Company has, at all times, for the secured NCDs, maintained sufficient asset cover as stated in the respective information memorandum towards the principal amount, interest accrued thereon, and such other sums as mentioned therein

15.2- Public issue of Non-Convertible Debentures are secured by a pari passu charge on the specific immovable property, receivables against unsecured loans, bills discounted and trade advances and other current assets of the Group.

15.3- Discount on commercial paper varies between 7.47% to 7.99% (March 31, 2024 : 7.05% to 8.39%) and are repayable at maturity ranging between 7 days and 12 months from the date of reporting.

15.4- Rate of interest on Medium Term Notes varies between 7.93% to 8.29% and are repayable in 40 months from the date of reporting.

15.5- Of the above, Privately placed Secured Non-Convertible Debentures amounting to face value of Rs. 931.90 Crore (March 31, 2024 : Rs. 388.86 crore) and Unsecured Non-Convertible Debentures amounting to face value of Rs. 240 crore (March 31, 2024 : Rs. 530 crore) are held by related parties.

15.6- Of the above, Public issue of Non-Convertible Debentures amounting to face value of Rs 6 crore (March 31, 2024 : Rs 53.90 crore) are held by related parties.

15.7- No default has been made in repayment of debt securities for the year ended March 31, 2025 and March 31, 2024.

15.8 Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL NCD "A" FY 2022-23 - Option I	29-Apr-22	29-Apr-24	-	-	1,750	175.00
TCFSL NCD 'B' FY 2021-22	10-May-21	10-May-24	-	-	5,000	500.00
TCHFL NCD "A" FY 2021-22	18-May-21	17-May-24	-	-	2,600	260.00
TCFSL NCD "D" FY 2019-20	27-May-19	27-May-24	-	-	2,180	218.00
TCFSL NCD "C" FY 2022-23 - Option II	01-Jun-22	31-May-24	-	-	4,250	425.00
TCCL NCD 'C' FY 2017-18	02-Jun-17	03-Jun-24	-	-	100	10.00
TCFSL NCD "F" FY 2019-20 Option - II	20-Jun-19	20-Jun-24	-	-	885	88.50
TCFSL NCD 'F' FY 2019-20 Op-II Reissuance 1	10-Jul-19	20-Jun-24	-	-	1,000	100.00
TCCL MLD "A" FY 2022-23	12-Jul-22	25-Jun-24	-	-	2,296	229.60
TCHFL NCD "C" Series FY 2022-23	06-Jul-22	05-Jul-24	-	-	1,600	160.00
TCHFL NCD "D" FY 2021-22	20-Jul-21	19-Jul-24	-	-	1,850	185.00
TCCL NCD "B" FY 2021-22	28-Jul-21	26-Jul-24	-	-	3,600	360.00
TCFSL NCD 'D' FY 2021-22	02-Aug-21	02-Aug-24	-	-	2,000	200.00
TCHFL NCD "E" FY 2021-22	15-Sep-21	13-Sep-24	-	-	5,000	500.00
TCHFL NCD "C" FY 2021-22	23-Jun-21	23-Sep-24	-	-	1,350	135.00
TCHFL NCD "C" FY 2021-22 - Reissue No. 1	08-Sep-21	23-Sep-24	-	-	2,000	200.00
TCFSL NCD 'G' FY 2022-23	23-Aug-22	25-Sep-24	-	-	1,640	164.00
TCFSL NCD 'E' FY 2021-22	06-Aug-21	04-Oct-24	-	-	7,000	700.00
TCFSL NCD 'E' FY 2021-22 Premium Reissuance 1 at PAR	24-Aug-21	04-Oct-24	-	-	4,000	400.00
TCCL NCD "C" FY 2021-22	17-Nov-21	15-Nov-24	-	-	3,000	300.00
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	-	-	950	95.00
TCCL NCD 'C' FY 2019-20	05-Dec-19	05-Dec-24	-	-	250	25.00
TCFSL NCD AF FY 2014-15-Option-I	08-Dec-14	06-Dec-24	-	-	750	75.00
TCHFL NCD R FY 2014-15	09-Dec-14	09-Dec-24	-	-	2,000	200.00
TCHFL NCD "I" FY 2021-22	17-Dec-21	17-Dec-24	-	-	1,500	150.00
TCFSL NCD "E" FY 2019-20 Option - I	04-Jun-19	15-Jan-25	-	-	300	30.00
TCFSL NCD "E" FY 2019-20 Option - I Reissuance 1	26-Feb-20	15-Jan-25	-	-	350	35.00
TCHFL NCD V FY 2014-15	23-Jan-15	23-Jan-25	-	-	1,500	150.00
TCFSL NCD "K" FY 2022-23 - Option - I	18-Nov-22	27-Mar-25	-	-	560	56.00
TCFSL NCD "B" FY 2020-21 - Option II	29-Apr-20	29-Apr-25	400	40.00	400	40.00
TCFSL NCD "B" FY 2022-23	10-May-22	09-May-25	2,000	200.00	2,000	200.00
TCFSL NCD "B" FY 2022-23 Discount Reissuance 1	04-May-23	09-May-25	2,400	240.00	2,400	240.00
TCCL Market Linked NCD "B" FY 2022-23	30-Nov-22	30-May-25	500	50.00	500	50.00
TCCL NCD "B" FY 2022-23 Reissue No.1	14-Dec-22	30-May-25	1,610	161.00	1,610	161.00
TCHFL NCD"O" FY 2015-16	16-Jun-15	16-Jun-25	200	20.00	200	20.00
TCCL NCD "A" FY 2022-23	21-Jun-22	20-Jun-25	500	50.00	500	50.00
TCFSL NCD "D" FY 2022-23 - Option II	30-Jun-22	25-Jul-25	2,500	250.00	2,500	250.00
TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 1	03-Aug-22	25-Jul-25	3,250	325.00	3,250	325.00
TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 2	23-Aug-22	25-Jul-25	2,250	225.00	2,250	225.00
TCCL NCD "C" FY 2022-23	26-Dec-22	28-Jul-25	500	50.00	500	50.00
TCHFL NCD D Series FY 2022-23 - Option - I	05-Aug-22	05-Aug-25	2,920	292.00	2,920	292.00
TCFSL Market Linked NCD "A" 2022-23	19-Sep-22	19-Aug-25	430	43.00	430	43.00
TCHFL NCD "AE" FY 2015-16	31-Aug-15	29-Aug-25	200	20.00	200	20.00
TCFSL NCD "E" FY 2022-23 Option - I	26-Jul-22	10-Sep-25	1,500	150.00	1,500	150.00
TCFSL NCD "E" FY 2022-23 - Option - I - Reissue No.1	04-Nov-22	10-Sep-25	1,110	111.00	1,110	111.00
TCHFL NCD "AG" FY 2015-16	08-Oct-15	08-Oct-25	75	7.50	75	7.50
TCFSL NCD "I" FY 2022-23	13-Oct-22	13-Oct-25	350	35.00	350	35.00
TCHFL NCD "G" Series FY 2022-23 - Option - I	03-Nov-22	03-Nov-25	8,000	800.00	8,000	800.00
TCHFL NCD "AM" FY 2015-16 - Option I	06-Nov-15	06-Nov-25	350	35.00	350	35.00
TCFSL NCD "K" FY 2022-23 Option II	18-Nov-22	18-Nov-25	1,500	150.00	1,500	150.00
TCFSL NCD "K" FY 2022-23 Option II Discount Reissuance 1	05-Dec-22	18-Nov-25	2,000	200.00	2,000	200.00
TCFSL NCD "K" FY 2022-23 Option II Premium Reissuance 2	08-Dec-22	18-Nov-25	6,000	600.00	6,000	600.00
TCFSL NCD "L" FY 2022-23	08-Dec-22	08-Dec-25	2,000	200.00	2,000	200.00
TCHFL NCD "G" FY 2020-21	19-Jan-21	19-Jan-26	850	85.00	850	85.00
TCFSL NCD 'P' FY 2022-23 STRPP I	14-Mar-23	13-Mar-26	2,00,000	2,000.00	2,00,000	2,000.00
TCCL NCD UNLISTED A Series FY 2022-23	23-Mar-23	23-Mar-26	37,500	375.00	37,500	375.00
TCHFL NCD "AU" FY 2015-16 Option I	30-Mar-16	30-Mar-26	150	15.00	150	15.00
TCFSL NCD "M" FY 2022-23 Premium	17-Jan-23	17-Apr-26	5,000	500.00	5,000	500.00
TCFSL NCD "M" FY 2022-23 Discount Reissuance 1	11-Sep-23	17-Apr-26	3,000	300.00	3,000	300.00
TCL MARKET LINKED NCD "A" FY 2024-25 VIS-M	23-Apr-24	23-Apr-26	75,000	750.00	-	-
TCHFL NCD "H" FY 2022-23	08-Feb-23	08-May-26	30,000	300.00	30,000	300.00
TCHFL NCD "H" FY 2022-23 – Reissue No. 1	18-May-23	08-May-26	50,000	500.00	50,000	500.00
TCFSL NCD "O" FY 2022-23 Option I	21-Feb-23	21-May-26	1,300	130.00	1,300	130.00
TCFSL NCD "O" FY 2022-23 Option I Premium Reissuance 1	26-Apr-23	21-May-26	1,800	180.00	1,800	180.00
TCFSL NCD 'O' FY 2022-23 – Option – I Reissue No. 2-1 Discount	23-Jul-24	21-May-26	2,500	250.00	-	-
TCFSL NCD 'O' FY 2022-23 - Option - I Reissue No. 2-2 Discount	23-Jul-24	21-May-26	7,500	750.00	-	-
TCHFL NCD "B" FY 2021-22	15-Jun-21	15-Jun-26	1,700	170.00	1,700	170.00
TCHFL NCD "B" FY 2021-22 – Reissue No. 1	24-Jan-23	15-Jun-26	8,000	800.00	8,000	800.00
TCHFL NCD "B" FY 2021-22 Reissue No.2	20-Feb-23	15-Jun-26	1,500	150.00	1,500	150.00
TCHFL NCD "J" FY 2016-17	30-Jun-16	30-Jun-26	100	10.00	100	10.00
TCHFL NCD "A" FY 2023-24	10-Jul-23	18-Sep-26	25,000	250.00	25,000	250.00
TCHFL NCD "A" FY 2023-24 Reissue No.2-3	30-Jul-24	18-Sep-26	17,500	175.00	-	-
TCHFL NCD "A" FY 2023-24 Reissue No.2-2	30-Jul-24	18-Sep-26	2,500	25.00	-	-
TCHFL NCD "A" FY 2023-24 Reissue No.2-1	30-Jul-24	18-Sep-26	20,000	200.00	-	-
TCHFL NCD "A" Series FY 2023-24 Re-1	16-Jul-24	18-Sep-26	15,000	150.00	-	-
TCFSL NCD 'B' FY 2023-24 STRPP I	03-Aug-23	03-Dec-26	3,00,000	3,000.00	3,00,000	3,000.00
TCFSL NCD 'D' FY 2023-24 STRPP I	28-Nov-23	22-Jan-27	1,50,000	1,500.00	1,50,000	1,500.00
TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-1 Premium	07-Mar-25	22-Jan-27	15,000	150.00	-	-

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL NCD "D" Series FY 2023-24 STRPP-I Re.No.1-2 Premium	07-Mar-25	22-Jan-27	25,000	250.00	-	-
TCHFL NCD "D" FY 2023-24	21-Feb-24	19-Feb-27	90,100	901.00	90,100	901.00
TCFSL NCD 'P' FY 2022-23 STRPP II	14-Mar-23	16-Mar-27	2,00,000	20.00	2,00,000	20.00
TCHFL NCD "C" FY 2023-24	21-Dec-23	19-Mar-27	50,000	500.00	50,000	500.00
TCHFL NCD "C" FY 2023-24 – Reissue No. 1	24-Jan-24	19-Mar-27	30,000	300.00	30,000	300.00
TCL SECURED "C" FY 2023-24 VIS-M-1	29-Feb-24	10-May-27	85,800	858.00	85,800	858.00
TCL SECURED "C" FY 2023-24 VIS-M-2	29-Feb-24	10-May-27	22,500	225.00	22,500	225.00
TCL SECURED "C" FY 2023-24 VIS-M-3	29-Feb-24	10-May-27	23,200	232.00	23,200	232.00
TCL SECURED "C" FY 2023-24 VIS-M-4	29-Feb-24	10-May-27	5,000	50.00	5,000	50.00
TCL SECURED "C" FY 2023-24 VIS-M-5	29-Feb-24	10-May-27	27,500	275.00	27,500	275.00
TCHFL NCD "A" Series FY 2022-23	18-May-22	18-May-27	1,780	178.00	1,780	178.00
TCHFL NCD "A" Series FY 2022-23 – Reissue No. 1	13-Jul-22	18-May-27	4,000	400.00	4,000	400.00
TCHFL NCD "A" Series FY 2022-23 – Reissue No. 2	18-May-23	18-May-27	5,000	500.00	5,000	500.00
TCHFL NCD "A" Series FY 2022-23 – Reissue No. 3	27-Feb-24	18-May-27	4,000	400.00	4,000	400.00
TCFSL NCD "E" FY 2022-23 Option - II	26-Jul-22	26-Jul-27	4,750	475.00	4,750	475.00
TCFSL NCD "E" FY 2022-23 Option - II Premium Reissuance 1	23-Aug-22	26-Jul-27	2,500	250.00	2,500	250.00
TCFSL NCD E FY 2022-23 Option - II - Re.2 - Discount	19-Jun-24	26-Jul-27	2,900	290.00	-	-
TCHFL NCD D Series FY 2022-23 - Option - II	05-Aug-22	05-Aug-27	2,000	200.00	2,000	200.00
TCHFL NCD "D" FY 2022-23-Option-II Reissue No. 1	27-May-24	05-Aug-27	8,500	850.00	-	-
TCHFL NCD D FY 2022-23-Option-II R2-2	18-Jun-24	05-Aug-27	4,500	450.00	-	-
TCHFL NCD D FY 2022-23-Option-II R2-1	18-Jun-24	05-Aug-27	1,500	150.00	-	-
TCHFL NCD "D" FY 2022-23-Option-II Reissue No.3	22-Aug-24	05-Aug-27	1,600	160.00	-	-
TCFSL NCD "H" FY 2022-23	07-Sep-22	07-Sep-27	2,060	206.00	2,060	206.00
TCFSL NCD H Series FY 2022-23 - Reissue No. 1 Discount	16-Oct-24	07-Sep-27	4,000	400.00	-	-
TCFSL NCD H Series FY 2022-23 - Reissue No. 1-1 Discount	16-Oct-24	07-Sep-27	2,100	210.00	-	-
TCCL NCD 'A' FY 2020-21	10-Jun-20	10-Sep-27	1,750	175.00	1,750	175.00
TCFSL NCD 'D' FY 2022-23 STRPP II	28-Nov-23	23-Sep-27	1,50,000	1,500.00	1,50,000	15.00
TCFSL NCD "J" FY 2022-23	19-Oct-22	19-Oct-27	5,000	500.00	5,000	500.00
TCFSL NCD "J" FY 2022-23 Premium Reissuance 1	08-Dec-22	19-Oct-27	2,500	250.00	2,500	250.00
TCFSL NCD J Series FY 2022-23 - Reissue No. 2 Premium	27-Nov-24	19-Oct-27	2,850	285.00	-	-
TCFSL NCD J Series FY 2022-23 - Reissue No. 3 Premium	23-Dec-24	19-Oct-27	5,000	500.00	-	-
TCFSL NCD "J" Series FY 2022-23 - Reissue No. 4 Premium	19-Mar-25	19-Oct-27	2,780	278.00	-	-
TCHFL NCD "G" Series FY 2022-23 - Option - II	03-Nov-22	03-Nov-27	2,700	270.00	2,700	270.00
TCHFL NCD "G" Series FY 2022-23 - Option - II - Reissue No. 1	16-Nov-22	03-Nov-27	4,300	430.00	4,300	430.00
TCHFL NCD G Series FY 2022-23-Opt-II Reissue No.3	30-Jul-24	03-Nov-27	3,000	300.00	-	-
TCHFL NCD "G" Series FY 2022-23-Option--II Reissue No.3	30-Jul-24	03-Nov-27	2,000	200.00	-	-
TCHFL NCD "G Series FY 2022-23-Opt-II R2	16-Jul-24	03-Nov-27	1,900	190.00	-	-
TCFSL NCD 'B' FY 2023-24 STRPP II	03-Aug-23	03-Dec-27	3,00,000	30.00	3,00,000	30.00
TCFSL NCD Unlisted FY 2023-24	21-Dec-23	21-Dec-27	1,02,500	1,025.00	1,02,500	1,025.00
TCHFL NCD UNLISTED "A" SERIES FY 2022-23	27-Dec-22	27-Dec-27	11,250	1,125.00	11,250	1,125.00
TCHFL NCD D FY 2024-25-1	16-Oct-24	14-Jan-28	1,17,600	1,176.00	-	-
TCFSL NCD "N" FY 2022-23	08-Feb-23	08-Feb-28	1,100	110.00	1,100	110.00
TCFSL NCD "N" FY 2022-23 Discount Reissuance 1	21-Feb-23	08-Feb-28	1,520	152.00	1,520	152.00
TCFSL NCD N FY 2022-23 - Reissue No. 2-1 Discount	08-Aug-24	08-Feb-28	5,650	565.00	-	-
TCFSL NCD N FY 2022-23 - Reissue No. 2-2 Discount	08-Aug-24	08-Feb-28	250	25.00	-	-
TCFSL NCD N FY 2022-23 - Reissue No. 2-3 Discount	08-Aug-24	08-Feb-28	100	10.00	-	-
TCFSL NCD A FY 2023-24-1	19-Jul-23	19-Jul-28	5,650	565.00	5,650	565.00
TCFSL NCD "A" FY 2023-24-2	19-Jul-23	19-Jul-28	450	45.00	450	45.00
TCHFL NCD "E" FY 2024-25	26-Dec-24	24-Jul-28	50,000	500.00	-	-
TCFSL NCD "C" FY 2023-24	20-Oct-23	20-Oct-28	24,370	243.70	24,370	243.70
TCFSL NCD "C" Series FY 2023-24 Reissue No.1 Premium	19-Mar-25	20-Oct-28	10,000	100.00	-	-
TCHFL NCD "B" FY 2023-24	13-Dec-23	13-Dec-28	89,800	898.00	89,800	898.00
TCFSL NCD "H" FY 2018-19 - Option II	19-Dec-18	19-Dec-28	1,120	112.00	1,120	112.00
TCFSL NCD "H" FY 2018-19 - Option II - 1 Reissuance on Premium	03-Jan-19	19-Dec-28	230	23.00	230	23.00
TCFSL NCD "H" FY 2018-19 - Option II - 2 Reissuance on Premium	15-Feb-19	19-Dec-28	550	55.00	550	55.00
TCL SECURED "B" FY 2023-24 VIS-M	13-Feb-24	13-Feb-29	11,500	115.00	11,500	115.00
TCL SECURED "A" FY 2024-25 VIS-M-1	21-May-24	21-Mar-29	18,600	186.00	-	-
TCL SECURED "A" FY 2024-25 VIS-M-2	21-May-24	21-Mar-29	14,000	140.00	-	-
TCL SECURED "A" FY 2024-25 VIS-M-3	21-May-24	21-Mar-29	9,000	90.00	-	-
TCHFL NCD "A" FY 2024-25	18-Jun-24	18-Jun-29	55,000	550.00	-	-
TCHFL NCD "A" FY 2024-25 Reissue No.1-2	07-Aug-24	18-Jun-29	55,000	550.00	-	-
TCHFL NCD "A" FY 2024-25 Reissue No.1-1	07-Aug-24	18-Jun-29	20,000	200.00	-	-
TCFSL NCD "F" FY 2019-20 Option - 1	20-Jun-19	20-Jun-29	2,730	273.00	2,730	273.00
TCFSL NCD 'F' FY 2019-20 Op-I Reissuance 1	19-Jul-19	20-Jun-29	1,000	100.00	1,000	100.00
TCCL NCD 'A' FY 2019-20	15-Jul-19	13-Jul-29	1,400	140.00	1,400	140.00
TCHFL NCD "C" Series FY 2024-25	23-Sep-24	21-Sep-29	1,00,000	1,000.00	-	-
TCCL NCD 'B' FY 2019-20	16-Oct-19	16-Oct-29	600	60.00	600	60.00
TCFSL NCD 'H' FY 2019-20	06-Nov-19	06-Nov-29	1,000	100.00	1,000	100.00
TCFSL NCD H 2019-20 Reissue No.1 Premium	26-Sep-24	06-Nov-29	13,000	1,300.00	-	-
TCHFL NCD "F" 2019-2020	18-Nov-19	16-Nov-29	10,000	1,000.00	10,000	1,000.00
TCHFL NCD "F" Series FY 2024-25	14-Jan-25	14-Jan-30	90,500	905.00	-	-
TCFSL NCD 'L' FY 2019-20	06-Mar-20	06-Mar-30	10,000	1,000.00	10,000	1,000.00
TCFSL NCD 'H' FY 2021-22	29-Sep-21	29-Sep-31	950	95.00	950	95.00
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 1	03-Dec-21	29-Sep-31	2,190	219.00	2,190	219.00
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 2	16-Dec-21	29-Sep-31	500	50.00	500	50.00
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 3	29-Dec-21	29-Sep-31	850	85.00	850	85.00
TCHFL NCD "F" Series FY 2022-23 - Reissue No. 1	29-Mar-23	17-Oct-31	5,000	500.00	5,000	500.00
TCHFL NCD "F" Series FY 2022-23	19-Oct-22	19-Oct-31	10,000	1,000.00	10,000	1,000.00
TCHFL NCD "G" FY 2021-22	09-Nov-21	07-Nov-31	3,030	303.00	3,030	303.00
TCFSL NCD 'I' FY 2021-22	20-Jan-22	20-Jan-32	12,500	1,250.00	12,500	1,250.00

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCHFL NCD "K" FY 2021-22	16-Feb-22	16-Feb-32	5,000	500.00	5,000	500.00
TCFSL NCD "A" FY 2022-23 - Option II	29-Apr-22	29-Apr-32	1,810	181.00	1,810	181.00
TCFSL NCD "C" FY 2022-23 - Option I	01-Jun-22	01-Jun-32	2,500	250.00	2,500	250.00
TCHFL NCD "B" Series FY 2022-23	27-Jun-22	25-Jun-32	811	81.10	811	81.10
TCHFL NCD "B" Series FY 2022-23 – Reissue No. 1	13-Jul-22	25-Jun-32	265	26.50	265	26.50
TCHFL NCD B Series FY 2022-23 - Reissue No.2	26-Aug-22	25-Jun-32	400	40.00	400	40.00
TCFSL NCD "F" FY 2022-23	12-Aug-22	12-Aug-32	1,875	187.50	1,875	187.50
TCFSL NCD "F" FY 2022-23 Premium Reissuance 1	25-Sep-23	12-Aug-32	400	40.00	400	40.00
TCHFL NCD "E" Series FY 2022-23	13-Sep-22	13-Sep-32	7,220	722.00	7,220	722.00
TCFSL NCD "O" FY 2022-23 Option II	21-Feb-23	21-Feb-33	810	81.00	810	81.00
TCFSL NCD "E" FY 2023-24 - 1	07-Dec-23	07-Dec-33	2,49,500	2,495.00	2,49,500	2,495.00
TCFSL NCD "E" FY 2023-24 - 2 Premium	07-Dec-23	07-Dec-33	500	5.00	500	5.00
TCL SECURED "A" FY 2023-24 VIS-M-1	08-Feb-24	08-Feb-34	22,710	227.10	22,710	227.10
TCL SECURED "A" FY 2023-24 VIS-M-2 Premium	08-Feb-24	08-Feb-34	1,500	15.00	1,500	15.00
TCL A FY 2023-24 VIS-M -1 - Re No. 1 - Discount	27-Jun-24	08-Feb-34	50,200	502.00	-	-
TCHFL NCD "E" FY 2023-24	22-Mar-24	22-Mar-34	1,00,000	1,000.00	1,00,000	1,000.00
TCHFL NCD "B" FY 2024-25	08-Jul-24	07-Jul-34	58,000	580.00	-	-
TCHFL NCD "B" FY 2024-25 Reissue No.1	07-Aug-24	07-Jul-34	27,000	270.00	-	-
TCHFL NCD "B" FY 2024-25 Reissue No.2	30-Sep-24	07-Jul-34	25,000	250.00	-	-
TCL SECURED NCD "B" FY 2024-25 VIS-M	23-Jul-24	21-Jul-34	63,000	630.00	-	-
TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 1 Premium	23-Dec-24	21-Jul-34	13,100	131.00	-	-
TCL SECURED NCD "B" FY 2024-25 VIS-M Reissue No. 2 Premium	23-Dec-24	21-Jul-34	2,000	20.00	-	-
Total				**56,782.40**		**44,780.50**
Add : Interest accrued on borrowing				2,117.51		1,529.17
Add : Unamortised premium				48.95		9.56
Total				**2,166.46**		**1,538.73**
Less : Unamortised discount				(34.27)		(36.66)
Less : Unamortised borrowing cost				(49.16)		(94.26)
Privately Placed Non-Convertible Debentures				**58,865.43**		**46,188.31**

Note :

1. Coupon rate of above "NCDs" outstanding as on March 31, 2025 varies from 6.25% to 9.25% (March 31, 2024 : 5.70% to 9.36%)

15.9 Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
SERIES II TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-24	-	-	9,77,140	97.71
SERIES II TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-24	-	-	34,09,175	340.92
TCHFL NCD "Series II" FY 2019-20	14-Jan-20	14-Jan-25	-	-	51,892	5.19
TCHFL NCD "Series II" FY 2019-20	14-Jan-20	14-Jan-25	-	-	5,41,471	54.15
TCHFL NCD "Series III" FY 2019-20	14-Jan-20	14-Jan-25	-	-	3,35,925	33.59
TCHFL NCD "Series III" FY 2019-20	14-Jan-20	14-Jan-25	-	-	23,48,032	234.80
SERIES III TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-27	9,24,814	92.48	9,24,814	92.48
SERIES III TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-27	60,03,935	600.39	60,03,935	600.39
TCHFL NCD "Series IV" FY 2019-20	14-Jan-20	14-Jan-28	12,025	1.20	12,025	1.20
TCHFL NCD "Series IV" FY 2019-20	14-Jan-20	14-Jan-28	3,82,776	38.28	3,82,776	38.28
TCHFL NCD "Series V" FY 2019-20	14-Jan-20	14-Jan-28	1,17,900	11.79	1,17,900	11.79
TCHFL NCD "Series V" FY 2019-20	14-Jan-20	14-Jan-28	9,05,697	90.57	9,05,697	90.57
Total (A)				**834.71**		**1,601.07**
Add: Interest accrued on borrowing				37.72		65.03
Less: Unamortised borrowing cost				(5.37)		(7.97)
TOTAL				**867.06**		**1,658.13**

Note : Coupon rate of above outstanding as on March 31, 2025 varies from 8.01% to 8.65% (March 31, 2024 : 7.92% to 8.65%)

15.10 Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCL NCD "B" FY 2020-21 - Option - II	25-Feb-21	30-Apr-24	-	-	1,000	100.00
TCL NCD B SERIES FY 2020-21 - OPTION - II - Reissue No. 1	22-Feb-22	30-Apr-24	-	-	3,000	300.00
TCL NCD "B" FY 2021-22	22-Feb-22	28-Mar-25	-	-	3,000	300.00
TCL NCD "B" FY 2021-22-Reissue No.1-1	18-Jul-23	28-Mar-25	-	-	2,950	295.00
TCL NCD "B" FY 2021-22-Reissue No.1-2	18-Jul-23	28-Mar-25	-	-	2,050	205.00
TCL NCD "A" FY 2020-21 - Option - I	04-Aug-20	04-Aug-25	2,050	205.00	2,050	205.00
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-1	21-Aug-23	04-Aug-25	950	95.00	950	95.00
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-2	21-Aug-23	04-Aug-25	1,500	150.00	1,500	150.00
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-3	21-Aug-23	04-Aug-25	500	50.00	500	50.00
TMFL Unsecured NCD "A" FY 2022-23	30-Aug-22	28-Aug-26	7,000	700.00	-	-
TCFSL Unsecured NCD "A" FY 2018-19	19-Mar-19	17-Mar-34	5,900	590.00	5,900	590.00
TCFSL Unsecured NCD "A" FY 2019-20	23-Mar-20	23-Mar-35	5,000	500.00	5,000	500.00
Total (A)				**2,290.00**		**2,790.00**
Add: Interest accrued on borrowing				186.28		52.08
Add : Unamortised Premium				-		0.06
Less: Unamortised borrowing cost				(0.43)		(0.61)
Less: Unamortised discount				(0.90)		(10.19)
TOTAL				**2,474.95**		**2,831.34**

Note : Coupon rate of above outstanding as on March 31, 2025 varies from 7.22% to 8.93% (March 31, 2024 : 6.70% to 8.93%)

Note 16: Borrowings (other than debt securities) **(Rs. in Crs)**

Particulars	As at March 31, 2025	As at March 31, 2024
(A)		
At Amortised Cost		
(a) Term loans		
Secured - From Banks		
(i) Term Loans (Refer note 16.1 and 16.2 below)	70,642.41	41,973.34
(ii) From National Housing Bank (Refer note 16.5 below)	9,023.44	8,197.41
(iii) External commercial borrowing (Refer note 16.2 below)	19,428.90	9,972.97
Secured - From Others		
(i) Term Loans (Refer note 16.1 and 16.2 below)	8,974.88	13,086.18
(ii) External commercial borrowing (Refer note 16.2 below)	831.06	802.28
Unsecured - From Banks		
(i) Term Loans (Refer note 16.2 below)	653.54	-
(b) Loan repayable on demand		
Secured From Banks		
(a) Working capital demand loan (Refer note 16.6 below)	8,015.64	4,269.72
(b) Bank overdraft (Refer note 16.6 below)	50.12	-
(c) Cash credit (Refer note 16.6 below)	-	0.02
Unsecured From banks		
(a) Working capital demand loan (Refer note 16.6 below)	974.90	800.00
(c) Other loans		
Unsecured - From Others		
(i) Inter corporate deposits from others (Refer note 16.4 below)	25.51	40.96
Total	**1,18,620.40**	**79,142.88**
(B)		
(i) Borrowings (other than debt securities) in India	98,360.44	68,367.63
(ii) Borrowings (other than debt securities) outside India	20,259.96	10,775.25
Total	**1,18,620.40**	**79,142.88**

16.1- Loans and advances from banks and others are secured by pari passu charge on the receivables of the Group through Security Trustee.

16.2- Rate of interest payable on term loans varies between 6.25% to 9.36% (March 31, 2024 : 6.50% to 9.38%).

16.3- Rate of interest payable on loans from others varies between 4.19% to 8.17%. (March 31, 2024 : 4.24% to 8.35).

16.4- Rate of interest payable on Inter-corporate deposits varies is 7.50% (March 31, 2024 : 7.60% to 7.80%).

16.5- Loan from National Housing Bank is secured by way of hypothecation of book debt and guarantee / letter of comfort from Tata Capital Limited and is repayable in 1-40 (March 31, 2024: 3-39) quarterly installments. Rate of interest payable on National Housing Bank varies between 2.80% to 8.50% (March 31, 2024: 2.80% to 8.50%).

16.6- Rate of Interest payable on Cash Credit / Over Draft & Working Capital Demand Loan varies between 7.30% to 8.60% (March 31, 2024 : 7.28% to 8.45%).

16.7 As at March 31, 2025, the Group had undrawn borrowing facilities of Rs. 20,048 crore (March 31, 2024 : Rs. 11,223.26 crore).

16.8- No default has been made in repayment of any borrowings and/or interest for the year ended March 31, 2025 and March 31, 2024.

Note 17: Subordinated liabilities

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A)		
At Amortised cost		
Unsecured		
Non-Convertible Subordinated Debentures	8,197.77	6,619.25
Non-Convertible Perpetual Debentures	1,124.67	1,124.09
Cumulative Redeemable Preference Shares	330.52	795.39
Total	9,652.96	8,538.73
(B)		
(i) Subordinated liabilities in India	9,652.96	8,538.73
(ii) Subordinated liabilities outside India	-	-
Total	**9,652.96**	**8,538.73**

17.1- Of the above, Cumulative Redeemable Preference Shares amounting to face value of Rs 20 crore (March 31, 2024 : 50.50 crore) are held by related parties.

17.2- Of the above, subordinated liabilities and perpetual debentures amounting to face value of Rs. 832.44 crore (March 31, 2024 : 232.24 crore) are held by related parties.

17.3- No default has been made in repayment of subordinated liabilities for the year ended March 31, 2025 and March 31, 2024.

17.4 Particulars of Subordinated unsecured non-convertible debentures ("NCDs") outstanding as on

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	26-Sep-24	-	-	1,000	100.00
TCHFL Tier II Bond A FY 2014-15	26-Sep-14	26-Sep-24	-	-	480	48.00
TCFSL Tier II Bond 'B' FY 2014-15	07-Jan-15	07-Jan-25	-	-	350	35.00
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	-	-	750	75.00
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	-	-	2,000	200.00
TCHFL Tier-II Bond A FY 2015-16	28-Apr-15	28-Apr-25	400	40.00	400	40.00
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	90.00	900	90.00
TCHFL Tier II Bond B FY 2015-16	22-Jul-15	22-Jul-25	350	35.00	350	35.00
TCHFL Tier II Bond C FY 2015-16	16-Sep-15	16-Sep-25	100	10.00	100	10.00
TCHFL Tier II Bond D FY 2015-16	21-Sep-15	19-Sep-25	150	15.00	150	15.00
TCHFL Tier II Bond E FY 2015-16	04-Nov-15	04-Nov-25	300	30.00	300	30.00
TCHFL Tier II Bond F FY 2015-16	15-Dec-15	15-Dec-25	250	25.00	250	25.00
TCHFL Tier II Bond G FY 2015-16	17-Dec-15	17-Dec-25	250	25.00	250	25.00
TCHFL Tier II Bond H FY 2015-16	15-Mar-16	13-Mar-26	200	20.00	200	20.00
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	200.00	2,000	200.00
TCHFL Tier II Bond A FY 2016-17	04-Aug-16	04-Aug-26	2,000	200.00	2,000	200.00
TCFSL Tier-II Bond 'A' FY 2016-17	11-Aug-16	11-Aug-26	2,000	200.00	2,000	200.00
TCFSL Tier-II Bond 'B' FY 2016-17	26-Oct-16	26-Oct-26	150	15.00	150	15.00
TMFL TIER II A FY 17-18	13-Nov-17	13-Nov-27	500	50.00	-	-
TMFL TIER II B FY 17-18	28-Mar-18	28-Mar-28	2,000	200.00	-	-
TMFL TIER II A FY 18-19	31-Aug-18	31-Aug-28	1,000	100.00	-	-
TCFSL NCD Series III (2018)	27-Sep-18	27-Sep-28	2,95,490	29.55	2,95,490	29.55
TCFSL NCD Series III (2018)	27-Sep-18	27-Sep-28	34,18,488	341.85	34,18,488	341.85
TCFSL Tier-II Bond 'A' FY 2018-19	28-Dec-18	28-Dec-28	2,000	200.00	2,000	200.00
TMFL TIER II B FY 18-19	29-Mar-19	29-Mar-29	1,500	150.00	-	-
TCFSL Tier-II Bond "A" FY 2019-20	16-Apr-19	16-Apr-29	200	20.00	200	20.00
TCFSL Tier II NCD "A" FY 2019-20 Discount Reissuance 1	13-Jun-19	16-Apr-29	650	65.00	650	65.00
TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 2	26-Jun-19	16-Apr-29	1,000	100.00	1,000	100.00
TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 3	29-Jul-19	16-Apr-29	295	29.50	295	29.50
TMFL TIER II A FY 19-20	30-Apr-19	30-Apr-29	1,000	100.00	-	-
TCCL Tier II Bond 'A' FY 2019-20	10-May-19	10-May-29	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 1	29-May-19	10-May-29	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 2	27-Jun-19	10-May-29	500	50.00	500	50.00
TMFL TIER II B FY 19-20	31-May-19	31-May-29	2,000	200.00	-	-
SERIES IV TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-29	46,500	4.65	46,500	4.65
SERIES IV TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-29	17,26,973	172.70	17,26,973	172.70
TCFSL Tier-II Bond "B" FY 2019-20	13-Nov-19	13-Nov-29	1,000	100.00	1,000	100.00
TCFSL Tier-II Bond "B" FY 2019-20 Premium Reissuance 1	03-Jan-20	13-Nov-29	700	70.00	700	70.00
TCCL Tier II Bond 'B' FY 2019-20	13-Nov-19	13-Nov-29	500	50.00	500	50.00
TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 1	03-Feb-20	13-Nov-29	1,000	100.00	1,000	100.00
TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 2	24-Feb-20	13-Nov-29	500	50.00	500	50.00
TCHFL Tier II Bond Series VI FY-2019-20	14-Jan-20	14-Jan-30	7,80,402	78.04	7,80,402	78.04
TCCL Tier II Bond 'A' FY 2020-21	28-Jul-20	26-Jul-30	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 1	14-Oct-20	26-Jul-30	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 2	17-Dec-20	26-Jul-30	500	50.00	500	50.00
TCFSL Tier-II Bond "A" FY 2020-21	17-Sep-20	17-Sep-30	750	75.00	750	75.00
TCFSL Tier-II Bond "A" FY 2020-21 Premium Reissuance 1	13-Oct-20	17-Sep-30	1,250	125.00	1,250	125.00
TCFSL Tier-II Bond "A" FY 2020-21 Discount Reissuance 2	23-Mar-21	17-Sep-30	1,000	100.00	1,000	100.00
TCHFL Tier II Bond A FY 2020-21	11-Jan-21	10-Jan-31	500	50.00	500	50.00
TCHFL Tier II Bond A FY-2021-22	19-Apr-21	18-Apr-31	1,500	150.00	1,500	150.00
TCFSL Tier-II Bond "A" FY 2021-22	28-Jun-21	27-Jun-31	1,500	150.00	1,500	150.00
TCFSL Tier-II Bond "B" FY 2021-22	24-Nov-21	24-Nov-31	500	500.00	500	500.00
TCHFL Tier II Bond B FY-2021-22	14-Mar-22	12-Mar-32	25	25.00	25	25.00
TCHFL Tier II Bond B FY-2021-22 - Reissue 1	28-Mar-22	12-Mar-32	146	146.00	146	146.00
TCHFL Tier II Bond A FY-2022-23	19-Aug-22	19-Aug-32	129	129.00	129	129.00
TCHFL Tier II Bond A Series FY 2022-23 Reissue No.1	15-Mar-24	19-Aug-32	300	300.00	300	300.00
TCFSL Tier-II Bond "A" FY 2023-24	27-Jul-23	27-Jul-33	500	500.00	500	500.00
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 1	16-Nov-23	27-Jul-33	500	500.00	500	500.00
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 2	22-Feb-24	27-Jul-33	240	240.00	240	240.00
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 3	21-Mar-24	27-Jul-33	260	260.00	260	260.00
TCL Tier-II Bond "A" FY 2024-25	13-Sep-24	13-Sep-34	250	250.00	-	-
TCL Tier-II Bond "A" FY 2024-25 Premium Reiss 1	23-Jan-25	13-Sep-34	665	665.00	-	-
TCL Tier-II Bond "A" FY 2024-25 Reissue No.2 Premium	27-Mar-25	13-Sep-34	50	50.00	-	-
TCL Tier-II Bond "A" FY 2024-25 Reissue No.2-2 Premium	27-Mar-25	13-Sep-34	200	200.00	-	-
Total				**7,831.29**		**6,324.29**
Add: Interest accrued but not due				376.75		320.09
Add : Unamortised premium				3.19		3.14
Add : Unamortised fair valuation				15.56		-
Less : Unamortised borrowing cost				(16.97)		(14.67)
Less : Unamortised discount				(12.05)		(13.60)
Total				**8,197.77**		**6,619.25**

Note: Coupon rate of above outstanding as on March 31, 2025 varies from 7.30% to 10.25% (March 31, 2024 : 7.30% to 10.15%)







17.5 Particulars of Perpetual unsecured non-convertible debentures ("NCDs") outstanding as on

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2025		As at March 31, 2024	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL Perpetual 'A' FY 2015-16	16-Jul-15	16-Jul-25	1,000	100.00	1,000	100.00
TCFSL Perpetual 'B' FY 2015-16	06-Jan-16	06-Jan-26	500	50.00	500	50.00
TCFSL Perpetual 'C' FY 2015-16	02-Feb-16	02-Feb-26	500	50.00	500	50.00
TCFSL Perpetual 'D' FY 2015-16	09-Feb-16	09-Feb-26	1,000	100.00	1,000	100.00
TCFSL Perpetual 'E' FY 2015-16	23-Mar-16	23-Mar-26	1,000	100.00	1,000	100.00
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	30-Jun-26	500	50.00	500	50.00
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	13-Jan-27	100	10.00	100	10.00
TCFSL Perpetual 'C' FY 2016-17	08-Mar-17	08-Mar-27	400	40.00	400	40.00
TCFSL Perpetual 'A' FY 2017-18	21-Jun-17	21-Jun-27	500	50.00	500	50.00
TCFSL Perpetual 'B' FY 2017-18	14-Jul-17	14-Jul-27	500	50.00	500	50.00
TCFSL Perpetual 'C' FY 2017-18	11-Sep-17	11-Sep-27	930	93.00	930	93.00
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	26-Mar-28	1,250	125.00	1,250	125.00
TCFSL Perpetual 'A' FY 2020-21	30-Sep-20	30-Sep-30	1,000	100.00	1,000	100.00
TCFSL Perpetual 'B' FY 2020-21	19-Oct-20	21-Oct-30	750	75.00	750	75.00
TCFSL Perpetual 'A' FY 2021-22	28-Feb-22	01-Mar-32	100	100.00	100	100.00
Total (A)				**1,093.00**		**1,093.00**
Add: Interest accrued on borrowing				33.43		33.52
Less: Unamortised borrowing cost				(1.76)		(2.43)
				1,124.67		**1,124.09**

Note : Coupon rate of above outstanding as on March 31, 2025 varies from 7.89% to 9.99% (March 31, 2024 : 7.89% to 9.99%)

17.6 Particulars of Cumulative Redeemable Preference Shares outstanding as on

(Rs. in Crs)

Particulars	Tranche	No of shares	Allotment Date	Redemption Date/ Actual Redemption Date	As at March 31, 2025	As at March 31, 2024
7.50% Cumulative Redeemable Preference Shares of Rs. 1,000 each	U	6,04,500	July 7, 2017	July 6, 2024	-	60.45
	V	7,36,000	July 12, 2017	July 11, 2024	-	73.60
	W	6,69,500	July 26, 2017	July 25, 2024	-	66.95
7.33% Cumulative Redeemable Preference Shares of Rs. 1,000 each	X	7,50,000	July 28, 2017	July 27, 2024	-	75.00
	Y	6,59,500	August 4, 2017	August 3, 2024	-	65.95
7.15% Cumulative Redeemable Preference Shares of Rs. 1,000	Z	6,45,500	September 15, 2017	September 14, 2024	-	64.55
7.10% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AA	5,83,700	September 29, 2017	September 28, 2024	-	58.37
	AB	2,81,000	April 20, 2018	April 19, 2025	28.10	28.10
	AC	1,54,550	May 10, 2018	May 9, 2025	15.46	15.46
	AD	2,97,000	June 15, 2018	June 14, 2025	29.70	29.70
7.75% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AE	3,64,500	March 13, 2019	March 12, 2026	36.45	36.45
7.50% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AF	2,42,000	June 12, 2019	June 11, 2026	24.20	24.20
	AG	90,000	June 28, 2019	June 27, 2026	9.00	9.00
	AH	1,98,000	August 7, 2019	August 6, 2026	19.80	19.80
	AI	1,50,000	August 28, 2019	August 27, 2026	15.00	15.00
	AJ	2,76,200	August 30, 2019	August 29, 2026	27.62	27.62
	AK	3,17,500	September 4, 2019	September 3, 2026	31.75	31.75
	AL	2,11,900	September 9, 2019	September 8, 2026	21.19	21.19
	AM	4,50,000	September 18, 2019	September 17, 2026	45.00	45.00
	AN	2,72,500	September 24, 2019	September 23, 2026	27.25	27.25
Total					**330.52**	**795.39**

Tata Capital Limited
Notes forming part of the Consolidated Financial Statements

Note 18: Other financial liabilities

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Security deposits	431.97	552.18
Payable for capital expenditure	75.41	67.65
Advances from customers	68.07	50.74
Accrued employee benefit expense	350.51	303.13
Unclaimed matured debentures, unclaimed dividend on preference shares,and accrued interest thereon	3.99	4.18
Payable under letter of credit/buyers credit facility	125.31	230.66
Amounts payable - assigned loans	397.30	1.98
Book overdraft	62.88	108.92
Claimed amount under CGTMSE, ECLGS and other arrangements	300.23	38.64
Margin money towards derivative variation	338.47	18.33
Other financial liabilities	58.49	12.05
Total	**2,212.63**	**1,388.46**

Note 19 : Provisions

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
(a) Provision for employee benefits		
Gratuity (net)	28.77	1.47
Provision for compensated absences and Superannuation allowance	62.36	36.09
Long-term service award	3.57	1.87
Share based payments to employees	0.86	0.86
(b) Others		
Provision for Indirect Taxes	119.82	6.86
Provision for consumer Disputes	8.39	-
Provision for off balance sheet exposure	56.45	66.54
Total	**280.22**	**113.69**

Note 20: Other non-financial liabilities

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
At Amortised cost		
Statutory dues	238.34	194.81
Revenue received in advance	1.50	1.15
Margin money received under Letter of credit/Buyer's credit	0.81	10.75
Other payables	83.01	58.22
Total	**323.66**	**264.93**

Note 21: Equity share capital

(I) Share capital authorised, issued, subscribed and paid up

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
Authorised:				
Equity Shares of Rs 10 each	7,75,00,00,000	7,750.00	7,75,00,00,000	7,750.00
Preference shares of Rs 1000 each	3,25,00,000	3,250.00	3,25,00,000	3,250.00
Preference shares of Rs 10 each	3,00,00,00,000	3,000.00	3,00,00,00,000	3,000.00
	10,78,25,00,000	**14,000.00**	**10,78,25,00,000**	**14,000.00**
Issued, Subscribed & Paid up:				
Equity shares of Rs 10 each fully paid	3,79,99,27,250	3,799.93	3,74,64,07,148	3,746.41
Less: Net shares issued to employees by ESOP trust	(3,74,86,984)	(37.49)	(4,33,52,729)	(43.35)
	3,76,24,40,266	**3,762.44**	**3,70,30,54,419**	**3,703.06**
Add/(Less): Loans to Employees (net)		-		(0.01)
Total	**3,76,24,40,266**	**3,762.44**	**3,70,30,54,419**	**3,703.05**

(II) Terms/rights attached to equity shares

1. During the year, the Holding Company has issued and allotted 5,35,20,102 Equity Shares of face value Rs. 10 each, at a premium of Rs. 271 per share (During the year ended March 31, 2024, the Holding Company has issued and allotted 6,13,81,377 & 5,32,57,371 Equity Shares of face value Rs. 10 each, at premium of Rs 152.90 & 178.40 per share recpectively).

(III) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
At the beginning of the year	3,70,30,54,419	3,703.05	3,50,70,80,834	3,507.07
Issued during the year	5,35,20,102	53.52	18,62,87,307	186.28
Add. Subscription of right issue by ESOP trust	(5,41,200)	(0.54)	(15,92,510)	(1.59)
Add/(less): Net shares issued to employees by ESOP trust	64,06,946	6.40	1,12,78,788	11.28
Add/(Less): Loans to Employees (net)	-	0.01	-	0.01
Total	**3,76,24,40,267**	**3,762.44**	**3,70,30,54,419**	**3,703.05**

(IV) Equity shares in the Company held by the holding company

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
Tata Sons Private Limited	3,52,86,81,463	3,528.68	3,47,77,15,784	3,477.72
	3,52,86,81,463	**3,528.68**	**3,47,77,15,784**	**3,477.72**

(V) Details of shareholders holding more than 5% shares in the company

Equity Shares	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% holding	No. of Shares	% holding
Tata Sons Private Limited	3,52,86,81,463	92.86%	3,47,77,15,784	92.83%

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(VI) Details of shares held by promoters

Name of Promoters	As at March 31, 2025		As at March 31, 2024		% change during the year
	No. of Shares	% holding	No. of Shares	% holding	
Tata Sons Private Limited	3,52,86,81,463	92.86%	3,47,77,15,784	92.83%	1.47%

(VII) Capital Management

The objective of the Group's Capital Management is to maximise shareholder value, safeguard business continuity and support the growth of its subsidiaries. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated.

(VIII) Employee stock option scheme

The Company is required to present disclosures as required by Para 44, 45, 46, 47, 50, 51 and 52 of Ind AS 102. It is required to present scheme wise terms and conditions of the ESOP schemes, present for the employees of the Company.

A. Description of share based payments:

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU
i. Vesting requirements	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 20 months and 30% at the end of each 32 and 44 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	100% at the end of 36 months from the date of grant
ii. Maximum term of option	7 years	7 years	7 years	7 years	3 years
iii. Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
iv. Modifications to share based payment plans	N.A.	N.A.	N.A.	N.A.	N.A.
lv. Any other details as disclosed in the audited Ind AS financial statements	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2022	ESOP 2023	ESOP 2023(Special Scheme)	ESOP 2024
i. Vesting requirements	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	100% at the end of 36 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant
ii. Maximum term of option	7 years	7 years	7 years	7 years
iii. Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled
iv. Modifications to share based payment plans	N.A.	N.A.	N.A.	N.A.
iv. Any other details as disclosed in the audited Ind AS financial statements	N.A.	N.A.	N.A.	N.A.

B. Summary of share based payments

March 31, 2025

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU
Outstanding balance at the beginning of the period	18,97,750	21,70,000	37,97,500	39,74,000	21,90,433
Options granted	-	-	-	-	-
Options forfeited	-	-	-	22,500	7,99,376
Options exercised	5,97,750	4,20,000	14,43,750	10,14,000	13,91,057
Options expired	-	-	-	-	-
Options lapsed	-	-	-	-	-
Options outstanding at the end of the period	**13,00,000**	**17,50,000**	**23,53,750**	**29,37,500**	-
Options exercisable at the end of the period	13,00,000	17,50,000	23,53,750	14,35,625	-
For share options exercised:					
Weighted average exercise price at date of exercise					
Money realized by exercise of options (In crore)					
For share options outstanding					
Range of exercise prices (in Rs.)	50.60	51.00	40.30	51.80	51.80
Average remaining contractual life of options	0.50	1.33	2.33	3.34	-
Modification of plans	N.A.	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

March 31, 2025

Particulars	ESOP 2022	ESOP 2023	ESOP 2023(Special Scheme)	ESOP 2024	Total
Outstanding balance at the beginning of the period	44,01,990	60,30,310	10,02,500	-	2,54,64,483
Options granted	-	-	-	52,36,540	52,36,540
Options forfeited	40,368	1,33,774	-	73,810	10,69,828
Options exercised	7,09,736	8,30,653	-	-	64,06,946
Options expired	-	-	-	-	-
Options lapsed	-	-	-	-	-
Options outstanding at the end of the period	**36,51,886**	**50,65,883**	**10,02,500**	**51,62,730**	**2,32,24,249**
Options exercisable at the end of the period	7,23,784	3,70,835	-	-	79,33,994
For share options exercised:					
Weighted average exercise price at date of exercise					65.60
Money realized by exercise of options (In crore)					42.03
For share options outstanding					
Range of exercise prices (in Rs.)	85.00	151.15	151.15	226.40	
Average remaining contractual life of options	4.17	5.17	5.17	6.17	4.18
Modification of plans	N.A.	N.A.	N.A.	N.A.	
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	

March 31, 2024

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU
Outstanding balance at the beginning of the period	**54,90,000**	**55,80,000**	**64,64,000**	**52,23,750**	**22,55,095**
Options granted	-	-	-	-	-
Options forfeited	25,000	15,000	66,000	97,500	64,662
Options exercised	35,67,250	33,95,000	26,00,500	11,52,250	-
Options expired	-	-	-	-	-
Options lapsed	-	-	-	-	-
Options outstanding at the end of the period	**18,97,750**	**21,70,000**	**37,97,500**	**39,74,000**	**21,90,433**
Options exercisable at the end of the period	18,97,750	21,70,000	26,58,250	15,89,600	-
For share options exercised:					
Weighted average exercise price at date of exercise					
Money realized by exercise of options (In crore)					
For share options outstanding					
Range of exercise prices (in Rs.)	50.60	51.00	40.30	51.80	51.80
Average remaining contractual life of options	1.50	2.33	3.33	4.34	0.50
Modification of plans	N.A.	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

TATA CAPITAL LIMITED MUMBAI

MSKA & ASSOCIATES Chartered Accountants

M. P. CHITALE & CO. MUMBAI C.A.

March 31, 2024

Particulars	ESOP 2022	ESOP 2023	ESOP 2023(Special Scheme)	Total
Outstanding balance at the beginning of the period	**50,90,730.00**	-	-	**3,01,03,575**
Options granted	-	61,96,670.00	10,02,500.00	71,99,170
Options forfeited	1,22,552.00	1,66,360.00	-	5,57,074
Options exercised	5,66,188.00	-	-	1,12,81,188
Options expired	-	-	-	-
Options lapsed	-	-	-	-
Options outstanding at the end of the period	**44,01,990.00**	**60,30,310.00**	**10,02,500.00**	**2,54,64,483**
Options exercisable at the end of the period	8,80,398.00	-	-	91,95,998.00
For share options exercised:				
Weighted average exercise price at date of exercise				50.20
Money realized by exercise of options (In crore)				56.63
For share options outstanding				
Range of exercise prices (in Rs.)	85.00	151.15	151.15	
Average remaining contractual life of options	5.17	6.17	6.17	3.35
Modification of plans	N.A.	N.A.	N.A.	
Incremental fair value on modification	N.A.	N.A.	N.A.	

C. Valuation of stock options

The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using the Black & Scholes formula. The inputs used in measuring the fair values at grant date of the equity-settled share based payment plans were as follows :

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021
Share price (in Rs):	50.60	51.00	40.30	51.80
Exercise Price (in Rs):	50.60	51.00	40.30	51.80
Fair value of option (in Rs):	23.34	23.02	17.07	22.33
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.38	0.41	0.42	0.41
Basis of determination of expected volatility:	Average historical volatility over 4.85 years of comparable companies	Average historical volatility over 4.85 years of comparable companies	Historical volatility of equity shares of comparable companies over the period ended December 15,2020 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended October 01,2021 based on the life of options
Contractual Option Life (years):	7	7	7	7
Expected dividends:	-	-	-	-
Risk free interest rate:	8.04%	6.28%	5.22%	5.87%
Vesting Dates	20% vesting on September 30, 2019 40% vesting on September 30, 2020 70% vesting on September 30, 2021 100% vesting on September 30, 2022	20% vesting on August 01, 2020 40% vesting on August 01, 2021 70% vesting on August 01, 2022 100% vesting on August 01, 2023	20% vesting on December 14, 2021 40% vesting on July 31, 2022 70% vesting on July 31, 2023 100% vesting on July 31, 2024	20% vesting on September 30, 2022 40% vesting on July 31, 2023 70% vesting on July 31, 2024 100% vesting on July 31, 2025
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2022	ESOP 2023	ESOP 2023 Special Scheme	ESOP 2024
Share price (in Rs):	85.00	151.15	151.15	226.40
Exercise Price (in Rs):	85.00	151.15	151.15	226.40
Fair value of option (in Rs):	40.40	71.20	72.68	105.22
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0 43	0.43	0.43	0.43
Basis of determination of expected volatility:	Historical volatility of equity shares of comparable companies over the period ended May 31,2022 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options	As per the standard deviation of comparable companies of TCL for corresponding option lifetime
Contractual Option Life (years):	7	7	7	7
Expected dividends:	-	-	-	0.14%
Risk free interest rate:	7.14%	7.06%	7.05%	6.90%
Vesting Dates	20% vesting on May 31, 2023 40% vesting on May 31, 2024 70% vesting on May 31, 2025 100% vesting on May 31, 2026	20% vesting on May 31, 2024 40% vesting on May 31, 2025 70% vesting on May 31, 2026 100% vesting on May 31, 2027	100% vesting on May 31, 2026	20% vesting on June 30, 2025 40% vesting on May 31, 2026 70% vesting on May 31, 2027 100% vesting on May 31, 2028
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.	N.A.

Note - Valuation of stock option granted in ESOP 2021 RSU scheme is not applicable since exercise price is Rs. Nil

D) Options granted and inputs used for measurement of fair value of options, for the key managerial employees and other senior employees

As at March 31, 2025

Name of Scheme	Mr. Rajiv Sabharwal		Mr. Rakesh Bhatia	
	Granted	Exercised	Granted	Exercised
ESPS 2009	-	-	1,00,302	1,00,302
ESPS 2011	-	-	-	-
ESOP 2011	-	-	80,000	53,334
PS 2013	-	-	10,813	10,813
ESPS 2013	-	-	-	-
ESOP 2013	-	-	-	-
ESOP 2016	-	-	10,000	-
ESOP 2017	-	-	10,000	-
ESOP 2018	16,00,000	3,00,000	-	-
ESOP 2019	16,00,000	-	-	-
ESOP 2020	17,60,000	-	2,00,000	2,00,000
ESOP 2021	12,00,000	-	2,25,000	1,57,500
ESOP 2021 RSU	3,28,517	3,28,517	61,597	61,597
ESOP 2022	9,90,100	-	1,65,820	66,328
ESOP 2023	6,31,990	-	1,00,000	20,000
ESOP 2023 Special Scheme	-	-	75,000	-
ESOP 2024	4,28,000	-	72,000	-
Total	**85,38,607**	**6,28,517**	**11,10,532**	**6,69,874**

Name of Scheme	Ms. Sarita Kamath	
	Granted	Exercised
ESPS 2009	-	-
ESPS 2011	3,000	3,000
ESOP 2011	-	-
PS 2013	323	323
ESPS 2013	-	-
ESOP 2013	30,000	30,000
ESOP 2016	10,000	10,000
ESOP 2017	10,000	10,000
ESOP 2018	1,00,000	1,00,000
ESOP 2019	1,00,000	1,00,000
ESOP 2020	1,10,000	1,10,000
ESOP 2021	1,12,500	78,750
ESOP 2021 RSU	30,798	30,798
ESOP 2022	82,910	33,164
ESOP 2023	50,000	10,000
ESOP 2023 Special Scheme	-	-
ESOP 2024	43,000	-
Total	**6,82,531**	**5,16,035**

As at March 31, 2024

Name of Scheme	Mr. Rajiv Sabharwal		Mr. Rakesh Bhatia	
	Granted	Exercised	Granted	Exercised
ESPS 2009	-	-	1,00,302	1,00,302
ESPS 2011	-	-	-	-
ESOP 2011	-	-	80,000	53,334
PS 2013	-	-	10,813	10,813
ESPS 2013	-	-	-	-
ESOP 2013	-	-	-	-
ESOP 2016	-	-	10,000	-
ESOP 2017	-	-	10,000	-
ESOP 2018	16,00,000	-	-	-
ESOP 2019	16,00,000	-	-	-
ESOP 2020	17,60,000	-	2,00,000	1,40,000
ESOP 2021	12,00,000	-	2,25,000	90,000
ESOP 2021 RSU	5,17,297	-	96,993	-
ESOP 2022	9,90,100	-	1,65,820	33,164
ESOP 2023	6,31,990	-	1,00,000	-
ESOP 2023 Special Scheme	-	-	75,000	-
Total	**82,99,387**	**-**	**10,73,928**	**4,27,613**

Name of Scheme	Ms. Sarita Kamath	
	Granted	Exercised
ESPS 2009	-	-
ESPS 2011	3,000	3,000
ESOP 2011	-	-
PS 2013	323	323
ESPS 2013	-	-
ESOP 2013	30,000	30,000
ESOP 2016	10,000	10,000
ESOP 2017	10,000	10,000
ESOP 2018	1,00,000	1,00,000
ESOP 2019	1,00,000	1,00,000
ESOP 2020	1,10,000	77,000
ESOP 2021	1,12,500	45,000
ESOP 2021 RSU	48,497	-
ESOP 2022	82,910	16,582
ESOP 2023	50,000	-
ESOP 2023 Special Scheme	-	-
Total	**6,57,230**	**3,91,905**

Note 22: Shares Pending For Issuance

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
18,38,67,495 Shares to be issued to Shareholders of Tata Motors Finance Limited, Pursuant to the Scheme of Amalgamation between the Company and Tata Motors Finance Limited ("Amalgamating Company").	4,162.76	-
Total	**4,162.76**	**-**

Tata Capital Limited
Notes forming part of the Consolidated Financial Statements

Note 23: Other Equity

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium	5,074.29	5,046.86
Capital reserve	0.43	0.43
Capital redemption reserve	5.75	5.75
Special reserve account	4,348.23	3,133.40
Retained earnings	14,430.35	9,535.48
General reserve	363.99	343.40
Employee stock option outstanding account	76.32	56.51
Foreign currency translation reserve	164.49	146.73
Other comprehensive income		
Remeasurement of defined benefit liability/asset	(40.15)	(14.89)
Fair value changes of financial instrument measured at fair value through other comprehensive income	14.56	21.08
Debt instruments through other comprehensive income	0.72	(2.27)
The effective portion of gains and loss on hedging instruments in Cash flow hedge reserve	(87.48)	(14.17)
Cost of hedge reserve	(0.58)	-
Equity instruments through Other Comprehensive Income	(892.31)	1,455.77
Total	**23,458.61**	**19,714.08**

Nature and Purpose of Reserves as per Para 79 of Ind AS 1

1. Securities premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium Account.

2. Capital Reserve: Reserve created on accounting of merger of subsidiaries.

3. Capital Redemption Reserve: This reserve has been created and held in books as per requirement of the Companies Act.

4. Special reserve Account/ Statutory Reserve: As prescribed by section 45-IC of the Reserve Bank of India Act, 1934, Section 29C of National Housing Bank Act 1987,and Section 36 (1) (viii) of the Income Tax Act,1961. No appropriation of any sum from the reserve fund shall be made by the Group except for the purpose as may be specified by RBI/NHB from time to time.

5. Retained Earning: Created out of accretion of profits.

6. General reserve: Created upon employees stock options that expired unexercised or upon forfeiture of options granted.

7. Employee stock option outstanding account: Created upon grant of options to employees.

8. Foreign Currency Translation Reserve: The reserve is created on account of translation of assets and liabilities of foreign subsidiaries.

9. Remeasurement of defined benefit liability/asset: It represents the cumulative gains/(losses) arising on remeasurement of post employment benefit obligation.

10. Fair value gain on Financial Assets carried at FVTOCI: The Company designated certain loans at FVTOCI where the purpose is to sell in the near future; this reserve represents the changes in the fair value of loans classified at fair value through other comprehensive income.

11. Debt instruments through FVTOCI: The Company has designated certain debt instruments at FVTOCI, hence this reserve represents the fair value gains/(losses) arising on these instruments.

12. The effective portion of gains and loss on hedging instruments in Cash flow hedge reserve: It represents the amortisation of premium on hedge instruments and cumulative gains/(losses) arising on revaluation of the hedged items and hedge instruments.

13. Cost of hedge reserve: It represents the change in time value of option contracts, designated as cash flow hedges through OCI.

14. Equity instruments through FVTOCI: The Company has designated certain equity instruments at FVTOCI, hence this reserve represents the fair value gains/(losses) arising on these instruments.

TATA CAPITAL LIMITED

M.P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 24: Interest income

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
On financial assets measured at:		
(i) Amortised cost		
Interest on loans and credit substitutes	25,127.53	15,966.98
Interest income from investments	421.58	258.16
Interest on deposits with bank	94.09	36.68
Interest income on inter corporate deposits	0.55	-
Other interest income	10.76	11.43
(ii) Fair value through other comprehensive income		
Interest on loans and credit substitutes	47.83	73.08
Interest on debentures	13.51	14.39
(ii) Fair value through profit and loss		
Interest on debentures	3.92	5.75
Total	**25,719.77**	**16,366.47**

Note 25: Fees and commission Income

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Loan servicing and other charges	287.19	213.60
Foreclosure charges	182.24	90.53
Fees on value added services and products	742.05	518.97
Advisory Fees	21.85	118.64
Other fee and commision income	546.42	104.14
Total	**1,779.75**	**1,045.88**

Note 26: Net gain/(loss) on fair value changes

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(A) Net gain/(loss) on financial instruments classified at fair value through profit or loss		
(i) On trading portfolio		
-Investments	(78.09)	242.97
-Derivatives	-	-
-Others	-	-
(ii) On financial instruments designated at fair value through profit or loss	-	-
(B) Others	358.58	247.06
Total	**280.49**	**490.03**
(C) Fair value changes:		
-Realised	200.94	282.63
-Unrealised	79.55	207.40
Total	**280.49**	**490.03**

Note 27: Other income

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net gain on derecognition of property, plant and equipment	8.52	16.31
Interest on income tax refund	11.11	2.79
Other miscellaneous Income	37.50	4.46
Total	**57.13**	**23.56**

Note 28: Finance costs (Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
At Amortised Cost		
Interest on borrowings other than debt securities	8,724.46	4,810.01
Interest on debt securities	5,490.24	4,105.39
Interest on subordinated liabilities	773.35	620.21
Interest cost of lease liabilities	31.91	21.36
Other interest expenses	9.68	11.26
Total	**15,029.64**	**9,568.23**

During the year ended March 31, 2025, the Company has declared and paid an interim dividend on Cumulative Redeemable Preference Shares aggregating to Rs. 36.53 crore. (For the year ending March 31, 2024 : Rs. 74.34 crore).

Note 29: Impairment on financial instruments (Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(I) Loans and credit substitutes		
(a) Impairment loss allowance on loans (Stage I & II)		
-At amortised cost	417.92	(107.56)
-At FVTOCI	(3.38)	1.13
	414.54	(106.43)
(b) Impairment loss allowance on loans (Stage III) - at amortised cost	724.86	164.91
Less : Delinquency Support	-	(7.28)
	724.86	157.63
(c) Write off - Loans and credit substitutes - at amortised cost	1,735.96	503.84
(II) Impairment/write-off on Trade receivables	(6.42)	37.12
(III) Provision on derivative current credit exposure - at FVTOCI	1.12	0.10
(IV) Impairment on Investments	(59.68)	-
(V) Impairment on Other Financial Assets	16.45	-
Total	**2,826.83**	**592.26**

Pursuant to the acquisition of TMFL, the Company has recognized the acquired loans at fair value in its financial statements, in line with Ind-AS 103. However, the Company's Loan Accounting & Management Systems (LMS) continue to reflect these loans at their original carrying values as of the acquisition date.
In addition to the write off (net of recoveries) disclosed in the profit and loss statement amounting to Rs. 1,735.96 crores, the Company has further written off bad debts amounting to Rs. 619.42 crores from these acquired loans as irrecoverable as per Company's policy. Therefore, the total write-off for the year amounts to Rs. 2,355.38 crores.

Note 30: Employee benefits expenses (Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	2,530.43	1,664.93
Contribution to provident, superannuation and pension fund	108.39	62.98
Share based payments to employees	37.65	34.17
Staff welfare expenses	110.54	73.75
Expenses related to post-employment defined benefit plans	25.24	14.26
Total	**2,812.25**	**1,850.09**

TATA CAPITAL LIMITED

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 31: Other expenses

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisements and publicity	196.19	166.92
Brand Equity and Business Promotion	79.00	50.43
Corporate social responsibility expenses	80.85	54.98
Information Technology expenses	378.65	303.02
Insurance charges	96.15	4.86
Incentive / commission/ brokerage	0.68	1.24
Legal and professional fees	247.55	151.06
Loan processing fees	106.53	73.41
Printing and stationery	14.97	11.66
Reversal of provision against assets held for sale (Net)#	18.88	(12.70)
Power and fuel	26.86	18.59
Repairs and maintenance	13.73	7.32
Rent, rates and taxes	30.64	27.47
Stamp charges	92.96	67.15
Service providers' charges	739.08	394.90
Training and recruitment	15.61	14.17
Telephone, telex and leased line	16.98	10.02
Travelling and conveyance	107.89	66.32
Other miscellaneous expenses*	147.95	75.79
Total	**2,411.15**	**1,486.61**

#- Includes loss amounting to Rs. 18.60 crore on sale of asset held for sale during the period ended March 31, 2024.
*- Includes contribution amounting to Rs. 22.93 crore to the Progressive Electoral Trust (March 31, 2024 : Nil).

(a). Auditors' remuneration (excl. Taxes)

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Audit fees[1]	5.82	4.82
(ii) Tax audit fees	0.25	0.20
(iii) Other Services[2&3]	1.56	0.63
	7.63	5.65

(Auditors' remuneration is part of Other expenses)
1. Includes Audit Fee of Rs 0.90 core paid to Statutoty Auditors of Tata Motors Finance Limited.
2. Includes Other Services of Rs 0.19 crore paid to Statutoty Auditors of Tata Motors Finance Limited and Other Services include fees for certifications.

3. The above audit fees excludes Rs. 0.34 crore towards fee paid to auditors on account of issuance of debt securities.

(b). Corporate social responsibility expenses

(i) Gross amount required to be spent by the Group during the period was Rs. 80.85 crore (March 31, 2024: Rs. 54.98 crore)
(ii) Amount spent during the year on:

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
(i) Construction/acquisition of any asset		
Paid	10.36	11.55
Yet to be paid	-	-
(ii) On purposes other than (i) above		
Paid	66.72	43.43
Yet to be paid	-	-

(iii) The amount of shortfall in one of the subsidiary of the Company, out of the amount required to be spent during the year : Rs 3.77 crore.

(iv) The total of previous years' shortfall amounts: Nil

(v) The reason for above shortfalls by way of a note: The amount of Rs. 3.77 crore is proposed to be earmarked towards capital-intensive watershed infrastructural work (like creating check-dams, desiltation of water bodies, creating new farm ponds, etc.), agricultural trainings and livelihood support which are best implemented before monsoon period in the project area within the duration of the ongoing project to enhance and augment the impact. Therefore, the amount of Rs. 3.77 crore, proposed to be re-allocated to an existing ongoing project i.e. JalAadhar Milestone 10,000 ha Project at Tamil Nadu with National Agro Foundation (NAF), will be unspent in FY 2024-25 and the said unspent amount will be utilized towards the said project in accordance with the provisions of Companies Act, 2013.

(vi) The nature of CSR activities undertaken by the Company: The CSR activities are undertaken as per Section 135 CSR Rules of the Companies Act 2013. The company's mission is to improve the lives of the community, especially the socially and economically underprivileged communities, by making a long term, measurable and positive impact through projects in the areas of Education, Climate Action, Health and Skill Development.

(vii) Details of related party transactions: Nil

(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period should be shown separately: Not Applicable

(ix) The amount of shortfall at the end of the year out of the amount required to be spent by acquired entity Tata Motors Finance Limited during the year: Rs. 0.03 Cr and The total of previous years' shortfall - Rs 0.54 Crs.

TATA CAPITAL LIMITED MUMBAI

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 32: The financial statements of the following subsidiaries have been consolidated as per Ind AS 110 on Consolidated Financial Statements as on March 31, 2025:-

Sr No.	Name of the Subsidiary	Country of Incorporation	% Holding as at March 31, 2025	% Holding as at March 31, 2024
1	Tata Securities Limited	India	100.00	100.00
2	Tata Capital Housing Finance Limited	India	100.00	100.00
3	Tata Capital Growth Fund I	India	73.75	73.75
4	Tata Capital Pte. Limited	Singapore	100.00	100.00
5	Tata Capital Advisors Pte. Limited (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00
6	Tata Capital Plc[1] (Subsidiary of Tata Capital Pte. Limited)	United Kingdom	-	100.00
7	Tata Capital General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80.00	80.00
8	Tata Capital Healthcare General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00
9	Tata Capital Healthcare II General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00
10	Tata Opportunities General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	90.00	90.00
11	Tata Capital Growth II General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80.00	80.00
12	Tata Capital Special Situation Fund	India	28.20	28.20
13	Tata Capital Innovation Fund	India	27.86	27.84
14	Tata Capital Growth Fund II[2]	India	39.15	35.94
15	Tata Capital Healthcare Fund I	India	32.05	32.17
16	Tata Capital Healthcare Fund II[2]	India	16.43	16.62
17	TCL Employee Welfare Trust	India	-	-

1. Tata Capital Plc, registered in UK, has liquidated on December 31, 2024.

2. Consolidated based on beneficial interest held.

3. All the entities that are required to be consolidated as per IndAS 110 and IndAS 28 have been consolidated for the purpose of preparation of these financial statements.

Note 33: The Group has investments in the following associates, which are accounted under the Equity Method in accordance with the Ind AS 28 on Accounting for Investment in Associate in Consolidated Financial Statements as on March 31, 2025:-

(Rs. in Crs)

Sr No	Name of Associates	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Share of post acquisition Reserves & Surplus	Impairment	Carrying Amount of Investments
	Equity Shares							
1	Tata Play Limited (formerly Tata Sky Limited)[3]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	-	(0.58)	-	-
2	Tata Projects Limited[4]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	-	(4.67)	-	-
3	Fincare Business Services Limited[9]	As at March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	0.77%	7.34	1.04	-	8.38
4	Fincare Small Finance Bank Limited[5]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	0.09%	1.45	0.34	-	1.79
5	TVS Supply Chain Solutions Limited[2]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	-	(1.67)	-	-
6	Novalead Pharma Private Limited	As at March 31, 2025	India	19.75%	23.35	(0.54)	(22.81)	-
		March 31, 2024	India	19.75%	23.35	(0.54)	(22.81)	-
7	Kapsons Industries Private Limited	As at March 31, 2025	India	0.01%	0.01	-	(0.01)	-
		March 31, 2024	India	0.01%	0.01	-	(0.01)	-
8	Vortex Engineering Private Limited[7]	As at March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	18.50%	29.00	-	(23.34)	5.66
9	Sea6 Energy Private Limited	As at March 31, 2025	India	13.40%	20.60	(19.99)	-	0.61
		March 31, 2024	India	13.40%	20.60	(13.75)	-	6.85
10	Alef Mobitech Soluations Private Limited[6]	As at March 31, 2025	India	0.00%	-	-	-	-
		March 31, 2024	India	25.70%	15.88	(4.95)	(10.93)	-
11	Indusface Private Limited	As at March 31, 2025	India	36.88%	35.00	(6.61)	-	28.39
		March 31, 2024	India	36.89%	35.00	(6.42)	-	28.58
12	Linux Laboratories Private Limited	As at March 31, 2025	India	3.90%	15.00	1.46	-	16.46
		March 31, 2024	India	3.90%	15.00	0.49	-	15.49
13	Cnergyis Infotech India Pvt Ltd	As at March 31, 2025	India	23.89%	57.09	(6.56)	-	50.53
		March 31, 2024	India	23.89%	57.09	(8.79)	-	48.30
14	Atulaya Healthcare Private Limited	As at March 31, 2025	India	0.01%	0.01	-	-	0.01
		March 31, 2024	India	0.01%	0.01	-	-	0.01
15	Anderson Diagnostic Private Limited	As at March 31, 2025	India	4.48%	15.00	(0.96)	-	14.04
		March 31, 2024	India	4.48%	15.00	(0.30)	-	14.70
16	Auxilo Finserve Pvt Ltd	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	-	-	-	-
17	Apex Kidney Care Private Limited	As at March 31, 2025	India	6.89%	15.50	0.73	-	16.23
		March 31, 2024	India	6.89%	15.50	0.03	-	15.53
18	Finagg Technologies Pvt.Ltd	As at March 31, 2025	India	-	0.01	-	-	0.01
		March 31, 2024	India	-	0.01	-	-	0.01
19	Noble Medichem Private Limited	As at March 31, 2025	India	39.41%	98.00	0.75	-	98.75
		March 31, 2024	India	-	-	-	-	-
20	Harsoria Healthcare Private Limited	As at March 31, 2025	India	5.49%	35.29	(0.10)	-	35.19
		March 31, 2024	India	-	-	-	-	-
	Subtotal	As at March 31, 2025			314.86	(31.82)	(22.82)	260.22
		March 31, 2024			235.24	(39.77)	(57.09)	145.30







Note 33: The Group has investments in the following associates, which are accounted under the Equity Method in accordance with the Ind AS 28 on Accounting for Investment in Associate in Consolidated Financial Statements as on March 31, 2025:-

(Rs. in Crs)

Sr No	Name of Associates	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Share of post acquisition Reserves & Surplus	Impairment	Carrying Amount of Investments
	Preference Shares							
1	Lokmanava Hospital Private Limited[8]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	24.64	-	-	24.64
2	Kapsons Industries Private Limited	As at March 31, 2025	India	-	60.00	-	(60.00)	-
		March 31, 2024	India	-	60.00	-	(60.00)	-
3	Linux Laboratories Private Limited	As at March 31, 2025	India	-	50.00	-	-	50.00
		March 31, 2024	India	-	50.00	-	-	50.00
4	Alef Mobitech Soluations Private Limited[6]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	17.12	-	(17.12)	-
5	Cnergyis Infotech India Pvt Ltd	As at March 31, 2025	India	-	20.91	-	-	20.91
		March 31, 2024	India	-	20.91	-	-	20.91
6	Atulaya Healthcare Private Limited	As at March 31, 2025	India	-	54.99	-	-	54.99
		March 31, 2024	India	-	54.99	-	-	54.99
7	DeepTek, Inc	As at March 31, 2025	USA	-	64.86	-	-	64.86
		March 31, 2024	USA	-	49.86	-	-	49.86
8	Anderson Diagnostic Private Limited	As at March 31, 2025	India	-	40.00	-	-	40.00
		March 31, 2024	India	-	40.00	-	-	40.00
9	Cellcure Cancer Centre Private Limited	As at March 31, 2025	India	-	75.00	-	-	75.00
		March 31, 2024	India	-	75.00	-	-	75.00
10	Tema India Limited[1]	As at March 31, 2025	India	-	-	-	-	-
		March 31, 2024	India	-	-	-	-	-
11	Auxilo Finserve Pvt Ltd	As at March 31, 2025	India	-	215.00	-	-	215.00
		March 31, 2024	India	-	215.00	-	-	215.00
12	Finagg Technologies Pvt.Ltd	As at March 31, 2025	India	-	20.00	-	-	20.00
		March 31, 2024	India	-	20.00	-	-	20.00
13	Apex Kidney Care Private Limited	As at March 31, 2025	India	-	50.00	-	-	50.00
		March 31, 2024	India	-	50.00	-	-	50.00
14	Noble Medichem Private Limited	As at March 31, 2025	India	-	34.00	-	-	34.00
		March 31, 2024	India	-	-	-	-	-
15	Harsoria Healthcare Private Limited	As at March 31, 2025	India	-	64.71	-	-	64.71
		March 31, 2024	India	-	-	-	-	-
16	Orbicular Pharmaceutical Technologies Private Limited	As at March 31, 2025	India	-	150.00	-	-	150.00
		March 31, 2024	India	-	-	-	-	-
	Subtotal	As at March 31, 2025			899.47	-	(60.00)	839.47
		March 31, 2024			677.52	-	(77.12)	600.40
	Sub-Total (i)	March 31, 2025			1,214.33	(31.82)	(82.82)	1,099.69
		March 31, 2024			912.76	(39.77)	(134.21)	745.71

The Group has investments in the following associate, which are accounted under the Fair valuation method in accordance with the Ind AS 109 Financial Instruments in Consolidated Financial Statements as on March 31, 2025:-

(Rs. in Crs)

Sr No	Name of Associate	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Fair value recognised in P&L	Impairment	Carrying Amount of Investments
1	Sakar Healthcare Limited	As at March 31, 2025	India	10.52%	60.00	(11.09)	-	48.91
		March 31, 2024	India	10.62%	60.00	25.07	-	85.07
	Sub-Total (ii)	March 31, 2025			60.00	(11.09)	-	48.91
		March 31, 2024			60.00	25.07	-	85.07
	Total = Sub-total (i)+Sub-total (ii)	March 31, 2025			1,274.33	(42.91)	(82.82)	1,148.60
		March 31, 2024			972.76	(14.70)	(134.21)	830.78

Notes:

Consolidated based on unaudited financial statements as at the year/relevant period during the year.

1. Tema India Limited ceased to be an Associate company w.e.f. May 22, 2023
2. TVS Supply Chain Solutions Limited ceased to be an Associate company w.e.f. July 28, 2023
3. Tata Play Limited ceased to be an Associate company w.e.f. October 11, 2023
4. Tata Project Limited ceased to be an Associate company w.e.f. October 11, 2023
5. Fincare Small Finance Bank Limited ceased to be an Associate company w.e.f. April 01, 2024
6. Alef Mobitech Soluations Private Limited ceased to be an Associate company w.e.f. April 04, 2024
7. Vortex Engineering Private Limited ceased to be an Associate company w.e.f. June 04, 2024
8. Lokmanaya Hospital Private Limited ceased to be an Associate company w.e.f. July 05, 2024
9. Fincare Business Services Limited ceased to be an Associate company w.e.f. March 24, 2025

Note 34: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

(Rs. in Crs)

Name of the entity	As at March 31, 2025		As at 31 March 2024		For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2025		For the year ended March 31, 2024	
	Net assets, i.e., total assets minus total liabilities				Share in profit and loss				Share in other comprehensive income				Share in total comprehensive income			
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:																
Tata Capital Limited	84.66	28,099.00	83.07	19,452.42	70.79	2,594.25	79.12	2,492.46	121.12	(187.48)	27.98	265.27	68.57	2,406.77	67.29	2,757.73
Subsidiaries																
Indian																
Tata Capital Housing Finance Limited	26.52	8,801.98	28.66	6,710.99	40.90	1,498.93	36.43	1,147.64	9.83	(15.21)	(0.64)	(6.09)	42.27	1,483.72	27.85	1,141.55
Tata Securities Limited	0.06	20.84	0.12	28.40	(0.20)	(7.49)	(0.44)	(13.81)	-0.11	(0.17)	(0.01)	(0.05)	(0.22)	(7.66)	(0.34)	(13.86)
Tata Capital Growth Fund I	-	0.14	2.72	636.23	0.03	1.09	0.58	18.35	(24.88)	38.51	96.58	915.69	1.13	39.60	22.79	934.04
Tata Capital Healthcare Fund I	0.01	2.36	0.10	24.01	0.56	20.60	(0.31)	(9.64)	-	-	-	-	0.59	20.60	(0.24)	(9.64)
Tata Capital Healthcare Fund II	2.45	812.14	2.49	584.02	(1.36)	(49.84)	0.26	8.18	-	-	-	-	(1.42)	(49.84)	0.20	8.18
Tata Capital Special Situation Fund	-	(0.03)	-	0.11	-	(0.15)	(0.04)	(1.14)	-	-	-	-	-	(0.15)	(0.03)	(1.14)
Tata Capital Innovation Fund	-	(1.05)	0.05	10.61	(0.18)	(6.45)	(0.16)	(4.97)	0.18	(0.28)	0.02	0.15	(0.19)	(6.73)	(0.12)	(4.82)
Tata Capital Growth Fund II	2.07	687.47	3.10	725.28	(1.27)	(46.62)	6.48	204.18	-	-	-	-	(1.33)	(46.62)	4.98	204.18
Tata Capital Employee Welfare Trust	0.22	73.27	0.21	48.56	0.67	24.71	0.93	29.30	-	-	-	-	0.70	24.71	0.71	29.30
Foreign																
Tata Capital Pte. Limited	1.83	606.80	2.21	.516.90	3.71	136.12	0.93	29.37	(13.81)	21.37	2.83	26.81	4.49	157.49	1.37	56.18
Tata Capital Advisors Pte. Limited	0.26	87.68	0.37	86.12	(0.02)	(0.61)	0.26	8.17	-	-	-	-	(0.02)	(0.61)	0.20	8.17
Tata Capital General Partners LLP	0.14	46.42	0.26	59.83	5.11	187.41	1.68	52.85	-	-	-	-	5.34	187.41	1.29	52.85
Tata Capital Growth II General Partners LLP	-	0.15	-	0.12	-	0.04	(0.01)	(0.26)	-	-	-	-	-	0.04	(0.01)	(0.26)
Tata Capital Healthcare General Partners LLP	-	0.07	-	0.17	-	(0.10)	-	(0.10)	-	-	-	-	-	(0.10)	-	(0.10)
Tata Capital Healthcare II General Partners LLP	-	0.39	-	0.31	-	0.06	-	0.06	-	-	-	-	-	0.06	-	0.06
Tata Opportunities General Partners LLP	-	(0.02)	-	(0.18)	-	0.17	(0.01)	(0.32)	-	-	-	-	-	0.17	(0.01)	(0.32)
Tata Capital PLC	-	-	0.05	10.67	-	-	-	-	-	-	-	-	-	-	-	-
Non- Controlling Interests in all subsidiaries																
Indian																
Tata Capital Growth Fund I	-	(0.03)	(0.57)	(133.63)	(0.01)	(0.23)	(0.12)	(3.86)	5.23	(8.09)	(20.28)	(192.29)	(0.24)	(8.32)	(4.79)	(196.15)
Tata Capital Healthcare Fund I	-	(1.61)	(0.06)	(12.95)	(0.31)	(11.20)	0.17	5.23	-	-	-	-	(0.32)	(11.20)	0.13	5.23
Tata Capital Healthcare Fund II	(2.04)	(678.70)	(2.08)	(486.94)	1.20	43.98	(0.13)	(4.01)	-	-	-	-	1.25	43.98	(0.10)	(4.01)
Tata Capital Special Situation Fund	-	0.03	-	(0.08)	-	0.11	0.03	0.82	-	-	-	-	-	0.11	0.02	0.82
Tata Capital Innovation Fund	-	0.75	(0.03)	(7.66)	0.13	4.65	0.11	3.59	(0.13)	0.20	(0.01)	(0.11)	0.14	4.85	0.08	3.48
Tata Capital Growth Fund II	(1.26)	(418.32)	(1.98)	(464.55)	0.94	34.55	(4.40)	(138.74)	-	-	-	-	0.98	34.55	(3.39)	(138.74)
TCL Employee Welfare Trust	(0.22)	(73.27)	(0.21)	(48.56)	(0.67)	(24.71)	(0.93)	(29.30)	-	-	-	-	(0.70)	(24.71)	(0.71)	(29.30)
Foreign																
Tata Capital Pte. Limited	(0.02)	(7.68)	(0.05)	(10.61)	(1.02)	(37.51)	(0.33)	(10.48)	-	-	-	-	(1.07)	(37.51)	(0.26)	(10.48)

Note 34: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

(Rs. in Crs)

Name of the entity	As at March 31, 2025		As at 31 March 2024		For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2025		For the year ended March 31, 2024		For the year ended March 31, 2025		For the year ended March 31, 2024	
	Net assets, i.e., total assets minus total liabilities				Share in profit and loss				Share in other comprehensive income				Share in total comprehensive income			
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Associates (Investment as per the equity method)																
Indian																
Equity shares																
Fincare Business Services Limited	-	-	0.04	8.38	(0.01)	(0.33)	-	(0.07)	-	-	-	-	(0.01)	(0.33)	-	(0.07)
Fincare Small Finance Bank Limited	-	-	0.01	1.79	-	-	0.01	0.21	-	-	(0.02)	(0.18)	-	-	-	0.03
Novalead Pharma Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vortex Engineering Private Limited	-	-	0.02	5.67	-	-	-	-	-	-	-	-	-	-	-	-
Sea6 Energy Private Limited	-	0.61	0.03	6.85	(0.16)	(5.96)	(0.13)	(4.04)	0.05	(0.08)	-	0.04	(0.17)	(6.04)	(0.10)	(4.00)
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indusface Private Limited (Equity)	0.09	28.39	0.12	28.58	(0.01)	(0.19)	(0.02)	(0.51)	-	-	-	-	(0.01)	(0.19)	(0.01)	(0.51)
Linux Laboratories Pvt Ltd	0.05	16.46	0.07	15.49	0.03	0.97	0.01	0.45	-	-	-	-	0.03	0.97	0.01	0.45
Cnergyis Infotech India Pvt Ltd	0.15	50.53	0.21	48.30	0.06	2.23	(0.06)	(1.83)	-	-	-	-	0.06	2.23	(0.04)	(1.83)
Atulaya Healthcare Private Limited	-	0.01	-	0.01	-	-	-	-	-	-	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.05	16.23	0.07	15.53	0.02	0.70	-	0.03	-	-	-	-	0.02	0.70	-	0.03
Finagg Technologies Private Ltd	-	0.01	-	0.01	-	-	-	-	-	-	-	-	-	-	-	-
Sakar Healthcare Limited	0.15	48.91	0.36	85.07	-	-	-	-	-	-	-	-	-	-	-	-
Noble Medichem Private Limited	0.30	98.75	-	-	0.02	0.75	-	-	-	-	-	-	0.02	0.75	-	-
Harsoria Healthcare Private Limited	0.11	35.19	-	-	-	(0.10)	-	-	-	-	-	-	-	(0.10)	-	-
Anderson Diagnostic Private Limited	0.04	14.04	0.06	14.70	(0.02)	(0.65)	(0.01)	(0.35)	-	-	-	-	(0.02)	(0.65)	(0.01)	(0.35)
Preference Shares																
Lokmanaya Hospital Private Limited	-	-	0.11	24.64	-	-	-	-	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Alef Mobitech Soluations Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Linux Laboratories Pvt Ltd	0.15	50.00	0.21	50.00	-	-	-	-	-	-	-	-	-	-	-	-
Cnergyis Infotech India Pvt Ltd	0.06	20.91	0.09	20.91	-	-	-	-	-	-	-	-	-	-	-	-
Atulaya Healthcare Private Limited	0.17	54.99	0.23	54.99	-	-	-	-	-	-	-	-	-	-	-	-
Deeptek Inc.	0.20	64.86	0.21	49.86	-	-	-	-	-	-	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.12	40.00	0.17	40.00	-	-	-	-	-	-	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	0.65	215.00	0.92	215.00	-	-	-	-	-	-	-	-	-	-	-	-
Finagg Technologies Pvt.Ltd	0.06	20.00	0.09	20.00	-	-	-	-	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.15	50.00	0.21	50.00	-	-	-	-	-	-	-	-	-	-	-	-
Noble Medichem Private Limited	0.10	34.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Harsoria Healthcare Private Limited	0.19	64.71	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Orbicular Pharmaceutical Technologies Private Limited	0.45	150.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cellcure Cancer Centre Private Limited	0.23	75.00	0.32	75.00	-	-	-	-	-	-	-	-	-	-	-	-
Eliminations	(18.15)	(6,015.57)	(21.98)	(5,143.24)	(18.93)	(694.52)	(19.73)	(621.79)	2.30	(3.56)	(6.45)	(61.10)	(19.87)	(698.08)	(16.63)	(682.89)
Total	**100.00**	**33,191.81**	**100.00**	**23,417.13**	**100.00**	**3,664.66**	**100.00**	**3,150.21**	**100.00**	**(154.79)**	**100.00**	**948.10**	**100.00**	**3,509.87**	**100.00**	**4,098.31**

Notes forming part of the Consolidated Financial Statements

Note 35: Provisions and Contingent Liabilities :

(i). Movement in provisions against loans, off balance sheet exposure and provision for buyer's credit facilities during the period/year is as under :

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	3,320.42	3,263.07
Provision created during the year (net)	1,151.18	57.35
Closing Balance	4,471.60	3,320.42

(ii). Movement in provisions for indirect taxes, consumer disputes during the year is as under :

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	6.86	4.41
Provision created during the year (net)	121.35	2.45
Closing Balance	128.21	6.86

(iii). Movement in employee benefit provisions during the year is as under:

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	40.29	30.93
Provision created during the year (net)	55.27	9.36
Closing Balance	95.56	40.29

(iv). Claims not acknowledged by the Group relating to cases contested by the Group and which are not likely to be devolved on the Group relating to the following areas :

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax (Pending before Appellate authorities)[1 & 4]	243.31	220.97
VAT & GST (Pending before Appellate authorities)[2 & 4]	154.40	16.68
Customs (Pending before Appellate authorities)[3 & 4]	6.14	-
Suits filed against the Group	28.82	5.25
Letter of credit	145.47	221.47
Letter of Comfort	61.05	190.06
Bank Guarantees	1.30	2.07
Corporate Guarantee[5]	38.81	81.00
Total	679.30	737.50

1. As at March 31, 2025, claims against the Group not acknowledged as debts in respect of income tax matters amounted to Rs. 243.31 crore. These claims against the Company are arising on account of multiple issues of disallowances on completion of assessment proceedings under the Income-tax Act, 1961, such as disallowance of expenditure incurred in relation to income not includible in total income u/s 14A of the Income Tax Act, 1961 and disallowance of interest expenditure on perpetual NCDs.These matters are pending before various appellate authorities and the Management expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position. Hence, the Company has not recognized these uncertain tax positions in its books.

2 As of March 31, 2025, claims against the Group not acknowledged as debts in respect of indirect tax (VAT and GST) matters amounting to Rs. 154.40 crore (Previous year: Rs. 16.68 crore). These claims against the Company are arising on account of multiple issues such as disallowances on Input Tax Credit under the erstwhile VAT Laws and GST Act, 2017 and disallowance of transitional credit to GST regime (TRAN-1).

3 The customs authorities have raised a demand due to an issue with the Harmonized System of Nomenclature (HSN) classification, which has led to a shortfall in the payment of customs duty.

4. These matters are pending before various appellate authorities and the Management expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position. Hence, the Company has not recognized these uncertain tax positions in its books.

5. Corporate Guarantee includes guarantees issued to National Housing Bank on behalf of Tata Capital Housing Finance Limited Rs. 1,200 crore (As at March 31, 2024 : Rs. 1,200 crore) against which the amount liable by Tata Capital Housing Finance Limited is Rs. 38.81 crore as at March 31, 2025 (As at March 31, 2024 Rs. 81 crore). Pursuant to the terms of the Guarantee, the Company's liability on invocation is capped at the outstanding amount.

(v). Commitments :

Particulars	As at March 31, 2025	As at March 31, 2024
Undrawn Commitment given to Borrowers	20,717.40	16,657.80
Leases entered but not executed	2,655.28	1,259.50
Estimated amount of contracts remaining to be executed on capital account and not provided for (net off advances given)	47.48	33.77

Note 36: Employee benefit expenses

A. Defined contribution plans

1) Superannuation Fund

The Group makes contribution towards superannuation fund, a defined contribution retirement plan for qualifying employees. The Superannuation fund is administered by superannuation fund set up as Trust by the Group. The Group is liable to pay to the superannuation fund to the extent of the amount contributed. The Group recognizes such contribution as an expense in the year of contribution. The Group has recognised ₹ 2.61 crore (Period ended 31 March 2024 ₹ 1.70 crore) for Superannuation Fund contributions in the Statement of Profit and Loss.

The Board of Directors of the Company in its meeting held on June 4, 2024 had approved a Scheme of Arrangement and Amalgamation ("Scheme"), inter alia, involving the amalgamation of Tata Motors Finance Limited (Formerly known as Tata Motors Finance Solutions Limited) ("amalgamating company") with and into Tata Capital Limited. The Hon'ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, the Amalgamating Company and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 ("Effective Date") and the Amalgamating Company has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024.

The contributions towards superannuation, for qualifying employees of the erstwhile company Tata Motors Finance Limited for the period upto the date of order i.e. May 1, 2025 was paid to a superannuation fund administered by the Trustees of the Tata Motors Limited Superannuation Fund.

B. Defined benefit plans

1) Provident Fund

The Group makes Provident Fund contributions, a defined contribution plan for qualifying employees. Under the Schemes, both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions are made to the provident fund set up as an irrevocable trust by the Group, except for one of its subsidiaries where contributions as specified under the law are paid to provident fund administered by the Regional Provident Fund Commisisoner.

The employer's contribution towards pension fund is paid by the Group to Regional Provident Fund office, as specified under the law.

The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. Hence the Group is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2025.

The Provident Fund contributions, for qualifying employees of the erstwhile company Tata Motors Finance Limited for the period upto the date of NCLT order (May 1, 2025) was paid to provident fund administered by the Regional Provident Fund Commissioner.

The Provident Fund contributions along with the interest shortfall if any are recognized as an expense in the year in which it is determined. The Group has recognised ₹ 96.75 crore (Year ended 31 March 2024 ₹ 58.37 crore) for Provident Fund contributions and ₹ Nil (Year ended 31 March 2024 ₹ Nil) for interest shortfalls in the Statement of Profit and Loss.

2) Gratuity

The Group offers its employees defined benefit plans in the form of a gratuity scheme (a lump-sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on Government bonds with a remaining term that is almost equivalent to the average balance working period of employees. Actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are recorded in the Other Comprehensive Income. The Company provides gratuity for employees in India as per payment of Gratuity Act, 1972. The gratuity scheme for employees is as under:

Eligibility	Continuous service for 5 years (not applicable in case of death or disability while in service)
Benefit payable upon	Retirement, Withdrawal, Death/Diability
Benefit payable	For service less than 10 years: 15/26 X Salary X Service For service greater than 10 years: Salary X Service
Salary definition	Last drawn monthly basic salary + Dearness Allowance
Service definition	Number of years of service rounded to the nearest integer
Normal retirement age	60 years

There are no statutory minimum funding requirements for gratuity plans mandated in India. However, a Company can fund the benefits by way of a separate irrevocable Trust to take advantage of tax exemptions and also to ensure security of benefits.

The Tata Capital Limited Gratuity Scheme is funded by way of a separate irrevocable Trust and the Company is expected to make regular contributions to the Trust. The fund is managed internally by the Company and the assets are invested as per the pattern prescribed under Rule 67 of Income Tax Rules, 1962. The asset allocation of the Trust is set by Trustees from time to time, taking into account the membership profile, the liquidity requirements of the plan and risk appetite of the plan sponsor as per the investment norms. Each year asset-liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and Contribution policies are integrated within this study.

Note 36: Employee benefit expenses

The contributions for qualifying employees of the erstwhile company Tata Motors Finance Limited for the period upto the date of NCLT order (May 1, 2025) was paid to the Tata Motors Finance Limited Employee Gratuity Trust.

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

1. Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

2. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation

3. Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

4. Investment risk : For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

5. Legislative risk : Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Movement in net defined benefit (asset) liability

a) Reconciliation of balances of Defined Benefit Obligations. (Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Defined Obligations at the beginning of the period/year	131.59	-	106.11	-
Transfer due to business combination	61.35	-	-	-
Current service cost	24.96	-	15.08	-
Interest cost	12.83	-	7.24	-
Benefits paid form plan assets	(7.66)	-	-	-
Amalgamations / Acquisitions	-	-	-	-
a. Due to change in financial assumptions	21.18	-	1.77	-
b. Due to change in experience adjustments	13.64	-	9.63	-
c. Due to demographic assumptions	(2.69)	-	-	-
Benefits paid directly by the Group	(6.41)	-	(8.24)	-
Defined Obligations at the end of the period/year	**248.79**	**-**	**131.59**	**-**

b) Reconciliation of balances of Fair Value of Plan Assets (Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Fair Value at the beginning of the period/year	130.12	-	107.72	-
Transfer due to business combination	45.78	-	-	-
Expected return on plan assets	(1.55)	-	8.68	-
Amalgamations / Acquisitions	-	-	-	-
Employer contributions	40.08	-	5.86	-
Benefits paid from plan assets	(7.66)	-	-	-
Interest Income on Plan Assets	13.26	-	7.86	-
Fair Value of Plan Assets at the end of the period/year	**220.03**	**-**	**130.12**	**-**

c) Funded status (Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Deficit of plan assets over obligations	-	-	-	-
Surplus of plan assets over obligations	(28.76)	-	(1.47)	-
Total	**(28.76)**	**-**	**(1.47)**	**-**

d) Categories of plan assets (Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Corporate bonds	0.30	-	0.28	-
Government securities	0.30	-	0.28	-
Insurer managed funds - ULIP Product	163.64	-	128.79	-
Others	54.49	-	-	-
Cash	1.30	-	0.77	-
Total	**220.03**	-	**130.12**	-

Note 36: Employee benefit expenses

e) Amount recognised in Balance sheet

(Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Present value of the defined benefit obligation (Liability)	248.79	-	131.59	-
Fair value of plan assets	220.03	-	130.12	-
Net asset / (liability) recognised in the Balance Sheet	**(28.76)**	-	**(1.47)**	-

f) Amount recognised in Statement of Profit and Loss

(Rs. in Crs)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Current Service Cost	24.96	-	15.08	-
Interest Cost (net)	(0.43)	-	(0.62)	-
Total	**24.53**	-	**14.46**	-

g) Amount recognised in OCI

(Rs. in Crs)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
a. Due to change in financial assumptions	21.18	-	1.77	-
b. Due to change in experience adjustments	13.64	-	9.63	-
c. Due to demographic assumptions	(2.69)	-	-	-
d. (Return) on plan assets (excl. interest income)	1.55	-	(8.68)	-
e. Change in Asset Ceiling	-	-	-	-
Sub-total	**33.68**	-	**2.72**	-
Less: Attributable to non-controlling interest	-	-	-	-
Total	**33.68**	-	**2.72**	-
Total defined benefit cost recognized in P&L and OCI	**58.21**	-	**17.18**	-

h) Expected cash flows for the following year

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Expected total benefit payments	455.04	207.84
Year 1	32.44	14.11
Year 2	38.52	13.77
Year 3	35.07	19.39
Year 4	41.95	15.80
Year 5	47.06	18.99
Next 5 years	260.01	125.77

i) Major Actuarial Assumptions

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate (%)	6.50%	6.90%
Salary Escalation/ Inflation (%)	Non CRE & J Grade: 12.00% for 3 years, 9.00% p.a. thereafter CRE & CSE Grade : 2.00%	Non CRE: 9.00%, CRE & J Grade: 6.50%
Expected Return on Plan assets (%)	6.50%	6.90%
Mortality Table	Indian assured lives Mortality (2006-08) Ult.	Indian assured lives Mortality (2006-08) Ult.
Withdrawal (rate of employee turnover)	Non CRE Grade : 15.00%; J Grade : 30.00%; CRE & CSE Grade: 40.00%	CRE and J Grade : 40%; Non CRE : Less than 5years : 25% More than 5 years : 10%
Retirement Age	60 years	60 years
Weighted Average Duration	6 years	6 years
Estimate of amount of contribution in the immediate next year (Rs in crore)	32.44	14.11

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors.
The expected return on plan assets is based on market expectation, at the beginning of the period, for returns over the entire life of the related obligation.

Note 36: Employee benefit expenses

j) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(Rs. in Crs)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(12.77)	14.14	(8.43)	9.51
Future salary growth (1% movement)	13.56	(12.50)	9.25	(8.36)
Others (Withdrawal rate 5% movement)	(15.66)	21.75	(8.53)	12.66

k) Provision for leave encashment

(Rs. in Crs)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Non current	Current	Non current	Current
Liability for compensated absences	46.93	11.02	24.51	7.98

l) Experience adjustments

(Rs. in Crs)

Particulars	Defined benefit obligation	Plan assets	Surplus/ (deficit)	Experience adjustments on plan liabilities	Experience adjustments on plan assets
Funded					
2024-25	248.80	220.02	(28.78)	(13.64)	(1.55)
2023-24	131.59	130.12	(1.47)	(9.63)	8.68

m) Provision for long service award scheme

(Rs. in Crs)

Particulars	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Non current	Current	Non current	Current
Liability for long term service awards	3.09	0.48	1.58	0.29

Note: The actuarial valuation As at March 31, 2025 has been carried out on the basis of the membership data provided as at February 28, 2025.

Note 37: Disclosure under Ind AS 116: Leases

As a lessee the Group classified property leases as operating leases under Ind AS 116. These include office premises taken on lease. The leases typically run for a period of one to nine years. Leases include conditions such as non-cancellable period, notice period before terminating the lease or escalation of rent upon completion of part tenure of the lease in line with inflation in prices.

Information about leases for which the Group is a lessee is presented below.

(I). Right-of-use assets

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	311.59	193.93
Additions on business combination	81.82	-
Additions during the year	114.30	192.24
Deletion during the year	(4.59)	(6.53)
Foreign currency translation	0.04	-
Depreciation charge for the year	(93.15)	(68.05)
Closing balance	**410.01**	**311.59**

(II). Movement of lease liabilities

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	326.53	205.38
Additions on business combination	81.82	-
Additions during the year	97.95	185.18
Deletion during the year	(4.68)	(7.77)
Finance cost	31.91	21.36
Foreign currency translation	(0.04)	-
Payment of lease liabilities	(97.27)	(77.62)
Closing balance	**436.22**	**326.53**

(III) Future minimum lease payments were payable as follows:

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one month	7.33	6.83
Between one and three months	15.94	12.90
Between three months and one year	70.93	52.53
Between one and five years	315.77	232.52
More than five years	120.92	110.86
Total undiscounted lease liabilities	**530.89**	**415.64**

(IV). Amounts recognized in the Statement of Profit and Loss

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on lease liabilities	(31.91)	(21.36)
Depreciation of ROU lease asset	(93.15)	(68.05)
Gain/(loss) on termination of leases	0.09	1.27

(V). Amounts recognised In statement of cash flows

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total cash outflow for leases	97.27	77.62

Note:
1. The Group has considered entire lease term for the purpose of determination of Right of use assets and Lease liabilities.

Note 38: Earnings per Share (EPS):

(Rs. in Crs)

Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
Profit for the year attributable to Owners of the company	Rs. in crore	3,664.66	3,150.21
Weighted average number of equity shares used in computing Basic / Diluted earnings per share	Nos	3,93,18,87,578	3,67,64,72,629
Face value of equity shares	Rupees	10	10
Basic EPS/Diluted EPS	Rupees	9.32	8.57

Note 39: Operating segments -Basis for segmentation

See accounting policy in 2(xvi)

A. Basis for segmentation

In accordance with Ind AS 108 on Segment Reporting, the Group has identified three business segments i.e. Financing Activity, Investment Activity and Others, and one Geographical Segment viz. India, as secondary segment. These divisions offer different products and services, and are managed separately based on the Group's management.

Reportable segments	Operations
Financing activity	Loans for retail and corporate borrowers. Products offered include asset financing, term loans (corporate and retail), channel financing, credit substitutes, commercial vehicle finance, passenger vehicle finance, investments linked to/arising out of lending business, bill and invoice discounting.
Investment activity	Corporate investments including private equity instruments.
Others	Advisory services, wealth management, distribution of financial products and leasing.

a. Operating segment disclosures are consistent with the information reviewed by the chief operating decision maker (CODM). The basis of measurement of segment information is consistent with the basis of preparation of financial statements. The reconciling items are limited to items that are not allocated to reportable segments, as opposed to a difference in the basis of preparation of the information.

b. When two or more operating segments are aggregated into a single operating segment, the judgements made in applying the aggregation criteria are disclosed by the Group. This includes a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics.

Note 39: Operating segments - Information about reportable segments

In accordance with Ind AS 108, the Group has identified three business segments i.e. Financing Activity, Investment Activity, and Others and one Geographical Segment viz. India, as secondary segment.

(Rs. in Crs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Segment Revenue		
a) Financing Activity	27,392.70	17,378.10
b) Investment Activity	1,513.53	1,228.17
c) Others	434.24	337.04
Total	**29,340.47**	**18,943.31**
Less : Inter Segment Revenue	981.71	747.72
Add : Interest on Income Tax Refund	11.11	2.79
Total Income	**28,369.87**	**18,198.38**
Segment Results		
a) Financing Activity	4,751.04	4,160.63
b) Investment Activity	117.59	221.75
c) Others	52.51	21.22
Total	**4,921.14**	**4,403.60**
Add: Share of profit of associates	(2.58)	(11.57)
Profit before taxation	**4,918.56**	**4,392.03**
Less : Provision for taxation	1,263.54	1,065.07
Profit after taxation	**3,655.02**	**3,326.96**

Particulars	As at March 31, 2025	As at March 31, 2024
Segment Assets		
a) Financing Activity	2,41,547.23	1,69,864.81
b) Investment Activity	3,257.12	5,063.58
c) Others	1,558.98	873.93
d) Unallocated	2,101.68	891.66
Total	**2,48,465.01**	**1,76,693.98**
Segment Liabilities		
a) Financing Activity	2,11,823.54	1,50,583.10
b) Investment Activity	178.41	246.89
c) Others	1,369.75	683.46
d) Unallocated	722.67	598.42
Total	**2,14,094.37**	**1,52,111.87**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Capital Expenditure (Including Capital Work-In-Progress)		
a) Financing Activity	233.37	257.92
b) Investment Activity	0.51	1.04
c) Others	788.36	438.97
Total	**1,022.24**	**697.93**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation and Amortisation		
a) Financing Activity	207.09	149.80
b) Investment Activity	1.29	1.16
c) Others	181.64	136.54
Total	**390.02**	**287.50**

Geographical information:

(Rs. in Crs)

Particulars	Revenue by location of customers	
	For the year ended March 31, 2025	For the year ended March 31, 2024
a) India	27,976.24	18,062.32
b) Singapore	393.63	136.06
Total	**28,369.87**	**18,198.38**

(Rs. in Crs)

Particulars	Total assets by location of customers	
	As at March 31, 2025	As at March 31, 2024
a) India	2,47,728.54	1,76,014.54
b) Singapore	736.47	679.44
Total	**2,48,465.01**	**1,76,693.98**

Note 40: Disclosure pursuant to Ind AS 112 "Disclosure of Interest in other entities": Material Associates

i. **Summarised Statement of Profit and Loss of Material Associates** (Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue	-	-
Profit/(loss) for the year	-	-
Other comprehensive income for the year	-	-
Total comprehensive income	-	-
Dividend received from associate	-	-

ii. **Financial Information in respect of individually non-material associate**

Particulars	As at March 31, 2025	As at March 31, 2024
Aggregate carrying amount of investment in individually non-material associate	1,148.60	830.78
Aggregate amounts of the Group's share of:		
Profit/(loss) for the year	(2.58)	(11.57)
Other comprehensive income for the year	(0.08)	(0.18)
Total comprehensive income for the year	(2.66)	(11.75)

iii. **Share in profit /(loss) of associates (net)**

Particulars	As at March 31, 2025	As at March 31, 2024
Non-material associate	(2.58)	(11.57)
Material associate	-	-
Total	(2.58)	(11.57)

iv. **Share in other comprehensive income of associates (net)**

Particulars	As at March 31, 2025	As at March 31, 2024
Non-material associate	(0.08)	(0.18)
Material associate	-	-
Total	(0.08)	(0.18)

Note 41: Revenue from contracts with customers

a. Below table provides disaggregation of the Group's revenue from contracts with customers

(Rs. in Crs)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
i	Type of revenue		
	- Fee and commission income	1,779.75	1,045.88
	Total	1,779.75	1,045.88
ii.	Primary geographical market:		
	- Outside India	367.05	112.22
	- India	1,412.70	933.66
	Total revenue from contracts with customer	1,779.75	1,045.88
iii.	Timing of revenue recognition		
	- at a point in time upon rendering services	1,732.23	1,030.82
	- over period of time upon rendering services	47.52	15.06
	Total	1,779.75	1,045.88
iv.	Trade receivables towards contracts with customers		
	- Opening Balance	110.61	70.96
	- Closing Balance	100.97	110.61
v.	Impairment on trade receivables towards contracts with customers	1.62	24.57

Income accrued but not due of Rs. 23.60 crore as at March 31, 2025 (as at March 31, 2024 : Rs. 52.18 crore) has been considered as Contract assets, which are billable on completion of milestones specified in the contracts.

As on March 31, 2025 and March 31, 2024, the Group doesn't have any unsatisfied/partially satisfied performance obligation.

b. Reconciliation between revenue as per IndAS 108 Segment Reporting and revenue as per IndAS 115 Revenue from contract with customers

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue reported as per IndAS 108 Segment Reporting	28,369.87	18,198.38
Less:		
(a) Revenue reported as per IndAS 109-Financial Instruments	(25,758.18)	(16,343.35)
(b) Revenue reported as per IndAS 116-Leases	(272.31)	(204.19)
(c) Revenue reported as per IndAS 28 & IndAS 109-Investments in Associates and Joint Ventures	(540.07)	(586.64)
(d) Revenue reported as per IndAS 16-Property, Plant and Equipment	(8.46)	(15.54)
(e) Revenue reported as per IndAS 12-Income Taxes	(11.10)	(2.78)
Revenue reported as per IndAS 115 Revenue from contract with customers	1,779.75	1,045.88

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Name of related party
a) Holding Company
Tata Sons Private Limited
b) Subsidiaries
Tata Capital Financial Services Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)
Tata Cleantech Capital Limited (merged with Tata Capital Limited w.e.f. 01.01.2024)
Tata Capital Housing Finance Limited
Tata Securities Limited
Tata Capital Growth Fund I
Tata Capital Growth Fund II
Tata Capital Healthcare Fund I
Tata Capital Healthcare Fund II
Tata Capital Innovations Fund
Tata Capital Special Situation Fund
Tata Capital Pte. Limited
Tata Capital Advisors Pte. Limited
Tata Capital General Partners LLP
Tata Capital Growth II General Partners LLP
Tata Capital Healthcare General Partners LLP
TATA Capital Healthcare II General Partners LLP
Tata Opportunities General Partners LLP
Tata Capital Plc (liquidated w.e.f. 31.12.2024)
c) Associates
FinAGG Technologies Private Limited (w.e.f. 16.01.2024)
Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)
Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)
TEMA India Limited (ceased to be an associate w.e.f. 02.06.2023)
TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)
Tata Projects Limited (ceased to be an associate (w.e.f. 27.10.2023)
Tata Play Limited (ceased to be an associate w.e.f 21.12.2023)
Tata Technologies Limited (ceased to be an associate w.e.f 01.01.2024)
d) Associates of Domestic Venture Capital Funds (Portfolio Investments)
Novalead Pharma Private Limited
Sea6 Energy Private Limited
Kapsons Industries Private Limited
Indusface Private Limited
Linux Laboratories Private Limited
Atulaya Healthcare Private Limited
Cnergyis Infotech India Private Limited
Deeptek Inc, a Delaware Corporation
Anderson Diagnostic Services Private Limited
Cellcure Cancer Centre Private Limited
Noble Medichem Private Limited (w.e.f.18.04.2024)
Apex Kidney Care Private Limited (w.e.f. 25.10.2023)
Sakar Healthcare Limited (w.e.f. 29.08.2023)
Auxilo Finserve Private Limited (w.e.f. 19.07.2023)
Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)
Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)
Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)
Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)
Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024)
e) Post Employment Benefit Plan
TCL Employee Welfare Trust
Tata Capital Limited Gratuity Scheme
Tata Capital Limited Employees Provident Fund
Tata Capital Limited Superannuation Scheme
Tata Securities Limited Employees Gratuity Scheme

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Name of related party
f) Key Management Personnel Mr. Rajiv Sabharwal - Managing Director & CEO Mr. Saurabh Agrawal - Non-Executive Director Ms. Aarthi Subramanian - Non-Executive Director Mr. Ramanathan Viswanathan - Independent Director (appointed w.e.f 27.03.2025) Dr. Punita Kumar Sinha - Independent Director (appointed w.e.f 20.01.2025) Mr. Nagaraj Ijari - Independent Director (appointed w.e.f 01.04.2024) Mr. F. N. Subedar - Non-Executive Director (resigned w.e.f. 11.03.2025) Mr. Sujit Kumar Varma - Independent Director (appointed w.e.f 01.01.2024) Ms. Varsha Purandare - Independent Director (resigned w.e.f. 01.04.2025) Mr. V S Radhakrishnan - Independent Director (resigned w.e.f. 30.12.2024) Mr. Mathew Cyriac - Independent Director (resigned w.e.f. 07.05.2024) Ms. Malvika Sinha - Independent Director (resigned w.e.f. 01.04.2024) Mr. Rakesh Bhatia - Chief Financial Officer Ms. Sarita Kamath - Company Secretary
g) Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsidiaries & Associates (with whom transactions were carried out during current and previous year) Agratas Energy Storage Solutions Private Limited Air India Limited Air India SATS Airport Services Private Limited AISATS Noida Cargo Terminal Private Limited AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024) Automotive Stampings and Assemblies Limited Capital Foods Private Limited (w.e.f. 01.02.2024) CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024) Fiora Hypermarket Limited Ideal Ice Limited (Formerly Known as Ideal Ice & Cold Storage Company Limited) Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024) Infiniti Retail Limited Innovative Retail Concepts Private Limited Jaguar Land Rover Automotive plc Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023) Maithon Power Limited Nelco Limited Niskalp Infrastructure Services Limited NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024) Novamesh Limited (w.e.f. 21.02.2024) Piem Hotels Limited Procam International Private Limited (Ceased w.e.f. 15.01.2024) Rallis India Limited Roots Corporation Limited SIBMOST - Tata Projects (JV) Silly Point Productions LLP Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023) Stryder Cycle Private Limited Supermarket Grocery Supplies Private Limited TACO Air International Thermal Systems Private Limited TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024) TACO Punch Powertrain Private Limited Taj Air Limited Taj SATS Air Catering Limited (w.e.f. 01.08.2024) Tata 1mg Healthcare Solutions Private Limited Tata 1mg Technologies Private Limited Tata Advanced Systems Limited Tata AIA Life Insurance Company Limited Tata AIG General Insurance Company Limited Tata Asset Management Private Limited

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Name of related party
g) **Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsidiaries & Associates (with whom transactions were carried out during current and previous year)**
Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024)
Tata AutoComp GY Batteries Private Limited
Tata Autocomp Hendrickson Suspensions Private Limited
Tata Autocomp Katcon Exhaust Systems Private Limited
Tata Autocomp Systems Limited
Tata Boeing Aerospace Limited
Tata Business Hub Limited
Tata Chemicals Limited
Tata ClassEdge Limited
Tata Communications Limited
Tata Consultancy Services Limited
Tata Consulting Engineers Limited
Tata Consumer Products Limited
Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)
Tata Digital Private Limited
Tata Electronics Private Limited
Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)
Tata Elxsi Limited
Tata Ficosa Automotive Systems Private Limited
Tata Industries Limited
Tata International Limited
Tata Investment Corporation Limited
Tata Lockheed Martin Aerostructures Limited
Tata Medical and Diagnostics Limited
Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024)
Tata Motors Body Solutions Limited
Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025)
Tata Motors Global Services Limited (Formerly Known as TML Business Services Limited)
Tata Motors Insurance Broking and Advisory Services Limited
Tata Motors Limited
Tata Motors Passenger Vehicles Limited
Tata Passenger Electric Mobility Limited
Tata Pension Management Fund Private Limited (Formerly Known as Tata Pension Management Limited)
Tata Power Delhi Distribution Limited
Tata Power EV Charging Solutions Limited
Tata Power Renewable Energy Limited
Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)
Tata Precision Industries (India) Limited
Tata Projects Limited
Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)
Tata Sikorsky Aerospace Limited
Tata Steel Downstream Products Limited
Tata Steel Limited
Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023)
Tata Steel Utilities and Infrastructure Services Limited
Tata Technologies Limited
Tata Teleservices (Maharashtra) Limited
Tata Teleservices Limited
Tata Toyo Radiator Limited
Tata Trustee Company Private Limited
Tata Unistore Limited
Tejas Networks Limited
The Associated Building Company Limited
The Indian Hotels Company Limited
The Tata Power Company Limited
Titan Company Limited
TM Automotive Seating Systems Private Limited

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Name of related party
g) Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsidiaries & Associates (with whom transactions were carried out during current and previous year)
TM Fainsa Railway Private Limited
TMF Business Services Limited
TMF Holdings Limited
TML CV Mobility Solutions Limited
TML Smart City Mobility Solutions Limited
TMRP Auto Trims Private Limited (w.e.f. 25.07.2023)
TP Ajmer Distribution Limited
TP Central Odisha Distribution Limited
TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024)
TP Northern Odisha Distribution Limited
TP Renewable Microgrid Limited
TP Southern Odisha Distribution Limited
TP Western Odisha Distribution Limited
TPL - IAV VOZ CPRR Joint Venture
Trent Limited
TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)
United Hotels Limited
Voltas Limited
Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)
Rallis India Limited Provident Fund
Taj Residency Employees Provident fund Trust (Bangalore unit)
Tata Chemicals Limited Provident Fund
Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024)
Tata Communications Employee's Provident Fund Trust
Tata Consultancy Services Employees' Gratuity Fund
Tata Elxsi (India) Limited Employees Provident Fund
Tata Industries Superannuation Fund Trust
Tata International Limited Gratuity Fund
Tata Investment Corporation Limited- Provident Fund
Tata Metaliks Limited Employees Provident fund
Tata Motors Limited Gratuity Fund
Tata Power Consolidated Provident Fund
Tata Sons Consolidated Provident Fund
Tata Sons Consolidated Superannuation Fund
Tata Sons Limited H.O. Employees' Gratuity Fund
Tata Steel Limited Provident Fund
Tata Steel Long product Limited employees providend fund trust
Tata Tea Limited Staff Pension Fund
TCE Employees' Providend Fund
The Indian Hotels Company Limited Employees Provident Fund
The Provident Fund of The Tinplate Company of India Limited
The Tinplate Company Executive Staff Superannuation Fund
The Tinplate Company of India Limited Gratuity Fund
Titan Industries Gratuity Fund
Titan Watches Provident Fund
Voltas Limited Employees' Superannuation Scheme
Voltas Limited Managerial Staff Gratuity Fund
Voltas Limited Provident Fund
Voltas Managerial Staff Provident Fund

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
1	**Tata Sons Private Limited**		
	Expenses		
	Advertising expenses	0.30	0.36
	Brand Equity & Brand Promotion expenses	78.91	50.45
	Dividend paid on equity shares	73.03	70.74
	Professional Fees	0.04	0.12
	Training expenses	0.01	0.08
	Other transactions		
	Equity shares issued (including Securities Premium)	1,432.14	1,905.28
	Proceeds from sale of Equity shares during the period	2,122.09	909.88
	Recovery of Stamp duty expenses	0.27	0.10
	Assets		
	Other Receivables	-	0.10
	Liabilities		
	Equity shares held	3,528.68	3,477.72
	Other Payables	78.88	50.24
2	**FinAGG Technologies Private Limited (w.e.f. 16.01.2024)**		
	Expenses		
	Commission expenses	1.50	0.11
	Professional Fees	-	0.03
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	-	20.00
	Investment in Equity during the period	-	0.01
	Assets		
	Investment in Compulsorily Convertible Preference Shares	20.00	20.00
	Investment in Equity shares	0.01	0.01
	Other Receivables	-	0.01
	Liabilities		
	Other Payables	0.50	-
3	**Fincare Business Services Limited (ceased to be an associate w.e.f. 24.03.2025)**		
	Income		
	Interest Income on Loan	21.40	3.50
	Syndication Fees	-	0.25
	Other transactions		
	Loan given during the period	-	465.00
	Loan repayment received during the period	465.00	-
	Assets		
	Investment in Equity shares	-	8.38
	Loan balance receivables	-	468.50
	Commitments		
	Off balance sheet exposure	-	35.00
4	**Fincare Small Finance Bank Limited (ceased to be an associate w.e.f. 01.04.2024)**		
	Income		
	Interest Income on Loan	-	8.00
	Management Fees	-	1.71
	Other transactions		
	Loan given during the period	-	60.00
	Assets		
	Investment in Equity shares	-	1.79
	Loan balance receivables	-	96.45

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
5	**TEMA India Limited (ceased to be an associate w.e.f. 02.06.2023)**		
	Income		
	Interest Income on Loan	-	0.01
	Other transactions		
	Loan repayment received during the period	-	0.05
6	**TVS Supply Chain Solutions Limited (ceased to be an associate w.e.f. 28.07.2023)**		
	Income		
	Income on Invoice Discounting	-	0.08
	Other transactions		
	Invoice discounted during the period	-	12.89
	Invoice discounted repayment received during the period	-	12.28
7	**Novalead Pharma Private Limited**		
	Assets		
	Investment in Equity shares	22.82	22.82
8	**Sea6 Energy Private Limited**		
	Assets		
	Investment in Equity shares	0.61	6.85
9	**Kapsons Industries Private Limited**		
	Assets		
	Investment in Equity shares	0.01	0.01
	Investment in Compulsorily Convertible Preference Shares	60.00	60.00
10	**Indusface Private Limited**		
	Expenses		
	Information Technology expenses	0.58	0.24
	* Professional Fees	0.00	0.03
	Assets		
	Investment in Equity shares	28.39	28.58
	Liabilities		
	Other Payables	0.08	0.10
11	**Linux Laboratories Private Limited**		
	Assets		
	Investment in Compulsorily Convertible Preference Shares	50.00	50.00
	Investment in Equity shares	16.46	15.49
12	**Atulaya Healthcare Private Limited**		
	Assets		
	Investment in Compulsorily Convertible Preference Shares	54.99	54.99
	Investment in Equity shares	0.01	0.01
13	**Cnergyis Infotech India Private Limited**		
	Assets		
	Investment in Compulsorily Convertible Preference Shares	20.91	20.91
	Investment in Equity shares	50.53	48.30
14	**Deeptek Inc, a Delaware Corporation**		
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	15.00	-
	Assets		
	Investment in Compulsorily Convertible Preference Shares	64.86	49.86
15	**Anderson Diagnostic Services Private Limited**		
	Assets		
	Investment in Compulsorily Convertible Preference Shares	40.00	40.00
	Investment in Equity shares	14.04	14.69

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
16	**Cellcure Cancer Centre Private Limited**		
	Assets		
	Investment in Compulsorily Convertible Preference Shares	75.00	75.00
17	**Noble Medichem Private Limited (w.e.f.18.04.2024)**		
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	34.00	-
	Investment in Equity Shares during the period	98.00	-
	Assets		
	Investment in Compulsorily Convertible Preference Shares	34.00	-
	Investment in Equity shares	98.75	-
18	**Apex Kidney Care Private Limited (w.e.f. 25.10.2023)**		
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	-	15.50
	Investment in Equity Shares during the period	-	50.00
	Assets		
	Investment in Compulsorily Convertible Preference Shares.	50.00	50.00
	Investment in Equity shares	16.23	15.53
19	**Sakar Healthcare Limited (w.e.f. 29.08.2023)**		
	Other transactions		
	Investment in Equity Shares during the period	48.91	60.00
	Assets		
	Investment in Equity shares	48.91	85.07
20	**Auxilo Finserve Private Limited (w.e.f. 19.07.2023)**		
	Income		
	Interest Income on Loan	-	1.49
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	-	215.00
	* Investment in Equity Shares during the period	-	0.00
	Loan given during the period	-	25.00
	Loan repayment received during the period	-	41.88
	Assets		
	Investment in Compulsorily Convertible Preference Shares	215.00	215.00
	* Investment in Equity shares	0.00	0.00
21	**Orbicular Pharmaceutical Technologies Private Limited (w.e.f. 31.05.2024)**		
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	150.00	-
	Assets		
	Investment in Compulsorily Convertible Preference Shares	150.00	-
22	**Harsoria Healthcare Private Limited (w.e.f. 31.12.2024)**		
	Other transactions		
	Investment in Compulsorily Convertible Preference Shares during the period	64.71	-
	Investment in Equity Shares during the period	35.29	-
	Assets		
	Investment in Compulsorily Convertible Preference Shares	64.71	-
	Investment in Equity shares	35.19	-
23	**Lokmanya Hospitals Private Limited (ceased to be an associate w.e.f. 05.07.2024)**		
	Income		
	Dividend income	0.96	-
	Assets		
	Investment in Compulsorily Convertible Preference Shares	-	24.64

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
24	**Alef Mobitech Solutions Private Limited (ceased to be an associate w.e.f. 01.07.2024)**		
	Assets		
	Investment in Compulsorily Convertible Preference Shares	-	17.12
	Investment in Equity shares	-	10.93
25	**Vortex Engineering Private Limited (ceased to be an associate w.e.f. 04.06.2024)**		
	Assets		
	Investment in Equity shares	-	29.00
26	**Tata Capital Limited Gratuity Scheme**		
	Expenses		
	Contribution to Gratuity fund	13.82	4.14
27	**Tata Capital Limited Employees Provident Fund**		
	Expenses		
	Contribution to Provident Fund	51.92	39.23
	Other transactions		
	Employees Contribution to Provident Fund	80.52	62.99
	Interest paid on Non Convertible Debentures	-	0.05
	Paid towards redemption of Non Convertible Debentures	-	0.50
	Liabilities		
	Other Payables	9.13	7.16
28	**Tata Capital Limited Superannuation Scheme**		
	Expenses		
	Contribution to Superannuation fund	1.69	1.70
	Liabilities		
	Other Payables	0.12	0.08
29	**Tata Securities Limited Employees Gratuity Scheme**		
	Expenses		
	Contribution to Gratuity fund	0.13	0.09
30	**Agratas Energy Storage Solutions Private Limited**		
	Income		
	Interest Income on Finance Lease	0.04	-
	Operating Lease rental	0.60	0.03
	Other transactions		
	Finance Lease Facility provided during the period	0.35	-
	Finance Lease Facility repayment received during the period	0.07	-
	Assets		
	Finance Lease Facility receivable	0.33	-
	* Other Receivables	-	0.00
	Liabilities		
	Other Payables	0.01	-
31	**Air India Limited**		
	Income		
	Management Fees	-	0.25
	Operating Lease rental	19.13	0.43
	Assets		
	Other Receivables	0.58	-
	Liabilities		
	Other Payables	-	0.02

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
32	**Air India SATS Airport Services Private Limited**		
	Income		
	Operating Lease rental	5.57	2.77
	Other transactions		
	Purchase of Fixed Assets	-	16.25
	Assets		
	Other Receivables	1.53	1.53
33	**AISATS Noida Cargo Terminal Private Limited**		
	Income		
	Interest Income on Loan	38.88	-
	Other transactions		
	Loan given during the period	153.10	-
	Assets		
	Loan balance receivables	466.48	-
	Commitments		
	Off balance sheet exposure	28.00	-
34	**AIX Connect Private Limited (Merged with Air India Express Limited w.e.f. 04.10.2024)**		
	Income		
	Interest Income on Loan	-	22.76
	Other transactions		
	Loan repayment received during the period	-	369.95
35	**Automotive Stampings and Assemblies Limited**		
	Income		
	* Other income	0.00	-
36	**Capital Foods Private Limited (w.e.f. 01.02.2024)**		
	Income		
	Operating Lease rental	0.11	-
	Assets		
	Other Receivables	0.05	-
37	**CMS IT Services Private Limited (Ceased w.e.f. 07.05.2024)**		
	Income		
	Other income	-	0.03
38	**Fiora Hypermarket Limited**		
	Expenses		
	Commission expenses	0.02	0.02
	Staff Welfare expenses	-	1.68
	Other transactions		
	Payments towards Net Settlement Reward points	5.12	3.32
39	**Ideal Ice Limited (Formerly Known as Ideal Ice & Cold Storage Company Limited)**		
	Income		
	Interest Income on Finance Lease	0.03	0.05
	Other transactions		
	Finance Lease Facility repayment received during the period	0.15	0.13
	Assets		
	Finance Lease Facility receivable	0.17	0.32

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
40	**Indian Steel & Wire Products Limited (Merged with Tata Steel Limited w.e.f. 01.09.2024)**		
	Income		
	Interest Income on Finance Lease	0.05	0.13
	Other transactions		
	Finance Lease Facility repayment received during the period	0.09	0.19
	Assets		
	Finance Lease Facility receivable	-	0.22
41	**Infiniti Retail Limited**		
	Income		
	Interest Income on Finance Lease	0.47	0.65
	Interest Income on Loan	0.28	-
	Expenses		
	Commission expenses	0.06	0.37
	Other transactions		
	Finance Lease Facility provided during the period	0.11	5.47
	Finance Lease Facility repayment received during the period	4.42	4.57
	Loan given during the period	2.45	-
	Loan repayment received during the period	0.82	-
	Payments towards Net Settlement Reward points	16.61	15.30
	Security deposit received during the period	0.04	0.21
	Security deposit repaid / adjusted during the period	-	0.04
	Assets		
	Assigned receivables	-	1.06
	Finance Lease Facility receivable	3.26	7.45
	Loan balance receivables	1.64	-
	Liabilities		
	Other Payables	-	0.02
	Security deposit payable	1.32	1.29
42	**Innovative Retail Concepts Private Limited**		
	Expenses		
	Staff Welfare expenses	0.04	0.02
	Assets		
	Assigned receivables	-	0.07
	Liabilities		
	* Other Payables	0.00	-
43	**Jaguar Land Rover Automotive plc**		
	Income		
	Interest Income on Debentures	9.08	8.83
	Assets		
	Investment in Debentures	141.67	137.24
44	**Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023)**		
	Expenses		
	Professional Fees	-	0.05
45	**Maithon Power Limited**		
	Income		
	Interest Income on Finance Lease	0.03	0.06
	Other transactions		
	Finance Lease Facility provided during the period	-	0.10
	Finance Lease Facility repayment received during the period	0.14	0.34
	Assets		
	Finance Lease Facility receivable	0.10	0.20

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
46	**Nelco Limited**		
	Income		
	Interest Income on Finance Lease	0.10	0.13
	Operating Lease rental	0.17	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.34
	Finance Lease Facility repayment received during the period	0.31	0.23
	Assets		
	Finance Lease Facility receivable	0.24	0.81
	Liabilities		
	Other Payables	0.01	-
47	**Niskalp Infrastructure Services Limited**		
	Other transactions		
	Recovery of Insurance expenses	0.01	0.01
48	**NourishCo Beverages Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)**		
	Income		
	Interest Income on Finance Lease	0.01	0.01
	Other transactions		
	Finance Lease Facility provided during the period	-	0.17
	* Finance Lease Facility repayment received during the period	0.01	0.00
	Assets		
	Finance Lease Facility receivable	-	0.17
49	**Novamesh Limited (w.e.f. 21.02.2024)**		
	Expenses		
	Communication expenses	0.15	-
	Liabilities		
	Other Payables	0.01	-
50	**Piem Hotels Limited**		
	Expenses		
	Advertising expenses	-	0.02
	* Staff Welfare expenses	0.00	0.04
51	**Procam International Private Limited (Ceased w.e.f. 15.01.2024)**		
	Expenses		
	Staff Welfare expenses	-	0.06
52	**Rallis India Limited**		
	Income		
	Operating Lease rental	0.05	-
	* Other income	-	0.00
	Assets		
	* Other Receivables	0.00	-
53	**Roots Corporation Limited**		
	Expenses		
	Staff Welfare expenses	-	0.04
54	**SIBMOST - Tata Projects (JV)**		
	Other transactions		
	Sale of fixed assets	0.97	-
55	**Silly Point Productions LLP**		
	Expenses		
	* Advertising expenses	-	0.00
	Assets		
	* Other Receivables	-	0.00

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
56	**Solutions Infini Technologies(India) Private Limited (w.e.f. 05.10.2023)**		
	Expenses		
	Communication expenses	0.01	-
	Liabilities		
	Other Payables	0.01	-
57	**Stryder Cycle Private Limited**		
	Income		
	Interest Income on Finance Lease	0.01	0.01
	Operating Lease rental	0.08	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.10
	Finance Lease Facility repayment received during the period	0.02	0.01
	Assets		
	Finance Lease Facility receivable	0.08	0.09
	Other Receivables	0.01	-
58	**Supermarket Grocery Supplies Private Limited**		
	Assets		
	Investment in Equity shares	100.80	103.27
59	**TACO Air International Thermal Systems Private Limited**		
	Income		
	Operating Lease rental	0.31	0.30
	Assets		
	Other Receivables	0.09	0.16
	Liabilities		
	Security deposit payable	0.18	0.18
60	**TACO Prestolite Electric Private Limited (w.e.f. 01.01.2024)**		
	Income		
	* Other income	0.00	-
61	**TACO Punch Powertrain Private Limited**		
	Income		
	Operating Lease rental	0.04	-
	Assets		
	Other Receivables	0.01	-
62	**Taj Air Limited**		
	Assets		
	Investment in Equity shares	1.00	-
63	**Taj SATS Air Catering Limited (w.e.f. 01.08.2024)**		
	Income		
	Operating Lease rental	0.18	-
	Assets		
	Other Receivables	0.17	-
64	**Tata 1mg Healthcare Solutions Private Limited**		
	Expenses		
	Staff Welfare expenses	0.06	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
65	**Tata 1mg Technologies Private Limited**		
	Income		
	Interest Income on Loan	0.05	-
	Management Fees	0.20	-
	Expenses		
	Staff Welfare expenses	0.19	0.19
	Other transactions		
	Loan given during the period	200.00	-
	Loan repayment received during the period	200.00	-
66	**Tata Advanced Systems Limited**		
	Income		
	Interest Income on Finance Lease	0.90	1.01
	Operating Lease rental	0.77	-
	Other transactions		
	Finance Lease Facility provided during the period	0.13	4.84
	Finance Lease Facility repayment received during the period	2.87	2.28
	Assets		
	Finance Lease Facility receivable	4.77	7.86
	Other Receivables	0.14	-
	Liabilities		
	Security deposit payable	0.01	0.01
67	**Tata AIA Life Insurance Company Limited**		
	Income		
	Advertisement Income	23.54	66.71
	Commission income	162.28	31.36
	Interest Income on Finance Lease	1.13	1.03
	Operating Lease rental	0.57	0.02
	Rental Income	1.60	-
	Expenses		
	Insurance expenses	4.88	5.45
	Other transactions		
	Finance Lease Facility provided during the period	3.04	3.59
	Finance Lease Facility repayment received during the period	2.50	1.34
	Interest paid on Non Convertible Debentures	25.03	45.67
	Assets		
	Finance Lease Facility receivable	7.54	7.26
	Other Receivables	12.12	18.89
	Security deposit receivable	0.25	-
	Liabilities		
	Payable towards Non Convertible Debentures	335.00	515.00
	Security deposit payable	1.75	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
68	**Tata AIG General Insurance Company Limited**		
	Income		
	Advertisement Income	-	30.24
	Commission income	117.64	25.77
	Expenses		
	Insurance expenses	63.91	2.21
	Other transactions		
	Interest paid on Non Convertible Debentures	4.82	10.15
	Paid towards redemption of Non Convertible Debentures	74.46	-
	Security deposit given during the period	0.20	-
	Assets		
	Other Receivables	24.07	14.58
	Security deposit receivable	2.54	-
	Liabilities		
	Other Payables	1.18	-
	Payable towards Non Convertible Debentures	50.00	124.46
69	**Tata Asset Management Private Limited**		
	Income		
	* Commission income	-	0.00
	Portfolio Management Services	1.28	1.07
	Expenses		
	Professional Fees	0.35	-
	Assets		
	Other Receivables	0.04	0.02
70	**Tata AutoComp Gotion Green Energy Solutions Private Limited (w.e.f. 01.01.2024)**		
	Income		
	* Other income	0.00	-
71	**Tata AutoComp GY Batteries Private Limited**		
	Income		
	Income on Invoice Discounting	3.21	-
	* Other income	0.00	-
72	**Tata Autocomp Hendrickson Suspensions Private Limited**		
	Income		
	Operating Lease rental	0.02	-
	* Other income	0.00	-
	Liabilities		
	Other Payables	0.01	-
73	**Tata Autocomp Katcon Exhaust Systems Private Limited**		
	Income		
	* Other income	0.00	-
74	**Tata Autocomp Systems Limited**		
	Income		
	Dividend income	11.35	17.69
	Interest Income on Finance Lease	0.01	-
	Operating Lease rental	6.94	7.06
	Other transactions		
	Finance Lease Facility provided during the period	0.14	-
	Finance Lease Facility repayment received during the period	0.03	-
	Assets		
	Assigned receivables	-	1.83
	Finance Lease Facility receivable	0.11	-
	Investment in Equity shares	-	2,054.87
	Other Receivables	2.69	4.54

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
75	**Tata Boeing Aerospace Limited**		
	Income		
	Interest Income on Finance Lease	0.02	0.02
	Operating Lease rental	0.04	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.10
	Finance Lease Facility repayment received during the period	0.10	0.04
	Security deposit repaid / adjusted during the period	0.02	-
	Assets		
	Finance Lease Facility receivable	0.05	0.17
	Other Receivables	0.01	-
	Liabilities		
	Security deposit payable	-	0.02
76	**Tata Business Hub Limited**		
	Income		
	Interest Income on Finance Lease	0.11	0.24
	Interest income through Factoring	0.15	-
	Expenses		
	Commission expenses	0.01	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.02
	Finance Lease Facility repayment received during the period	1.37	0.74
	Receivables Factored during the period	8.66	-
	Assets		
	Finance Lease Facility receivable	0.47	1.82
77	**Tata Chemicals Limited**		
	Income		
	Dividend income	0.02	-
	Expenses		
	Dividend paid on equity shares	0.07	0.07
	Assets		
	Investment in Equity shares	0.87	-
	Liabilities		
	Equity shares held	3.23	3.23
78	**Tata ClassEdge Limited**		
	Income		
	Interest Income on Finance Lease	0.27	0.86
	Other transactions		
	Finance Lease Facility provided during the period	-	0.14
	Finance Lease Facility repayment received during the period	3.45	5.06
	Assets		
	Finance Lease Facility receivable	0.68	3.79
79	**Tata Communications Limited**		
	Expenses		
	Communication expenses	1.95	-
	Information Technology expenses	7.84	7.21
	Other transactions		
	Finance Lease Facility repayment received during the period	-	0.01
	Assets		
	Finance Lease Facility receivable	-	0.03
	Liabilities		
	Other Payables	3.89	3.49

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
80	**Tata Consultancy Services Limited**		
	Income		
	Interest Income on Finance Lease	0.62	0.67
	Operating Lease rental	1.67	3.13
	Expenses		
	Information Technology expenses	214.01	126.15
	Other transactions		
	Finance Lease Facility provided during the period	-	1.72
	Finance Lease Facility repayment received during the period	2.12	2.23
	Interest paid on Non Convertible Debentures	7.95	-
	Issuance of Non Convertible Debentures	505.30	-
	Purchase of Fixed Assets	12.77	3.66
	* Sale of fixed assets	0.00	-
	Security deposit received during the period	0.77	-
	Security deposit repaid / adjusted during the period	-	0.47
	Assets		
	Finance Lease Facility receivable	2.59	4.18
	Liabilities		
	Other Payables	43.43	24.25
	Payable towards Non Convertible Debentures	500.00	-
	Security deposit payable	2.58	1.81
81	**Tata Consulting Engineers Limited**		
	Other transactions		
	Interest paid on Non Convertible Debentures	5.40	3.28
	Paid towards redemption of Non Convertible Debentures	40.00	25.00
	Liabilities		
	Payable towards Non Convertible Debentures	5.00	45.00
82	**Tata Consumer Products Limited**		
	Income		
	Dividend income	0.01	-
	Interest Income on Finance Lease	0.77	0.56
	Operating Lease rental	1.21	0.64
	* Other income	0.00	-
	Expenses		
	Dividend paid on equity shares	0.01	0.01
	Other transactions		
	Finance Lease Facility provided during the period	0.86	3.66
	Finance Lease Facility repayment received during the period	1.09	0.59
	Sale of fixed assets	0.04	-
	Assets		
	Finance Lease Facility receivable	5.61	5.37
	Investment in Equity shares	1.15	-
	Other Receivables	-	0.41
	Liabilities		
	Equity shares held	0.61	0.61
	Other Payables	0.21	-
83	**Tata Consumer Soulfull Private Limited (Merged with Tata Consumer Products Limited w.e.f. 31.08.2024)**		
	Income		
	Operating Lease rental	0.04	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
84	**Tata Digital Private Limited**		
	Income		
	Operating Lease rental	0.46	-
	* Other income	-	0.00
	Expenses		
	Commission expenses	4.97	7.18
	Assets		
	* Other Receivables	0.00	-
85	**Tata Electronics Private Limited**		
	Income		
	Interest Income on Finance Lease	3.06	3.50
	Interest Income on Loan	2.39	4.13
	Operating Lease rental	1.79	0.03
	Other transactions		
	Finance Lease Facility provided during the period	4.12	12.37
	Finance Lease Facility repayment received during the period	9.92	10.36
	Loan given during the period	13.60	127.50
	Loan repayment received during the period	3.64	115.36
	Security deposit repaid / adjusted during the period	-	0.15
	Assets		
	Finance Lease Facility receivable	25.04	30.12
	Loan balance receivables	22.50	12.36
	Other Receivables	0.31	0.02
86	**Tata Electronics Systems Solutions Private Limited (w.e.f. 18.03.2024)**		
	Income		
	* Other income	0.00	-
87	**Tata Elxsi Limited**		
	Income		
	Interest Income on Finance Lease	0.40	0.33
	Operating Lease rental	0.44	-
	Expenses		
	Advertising expenses	-	0.17
	Printing and Stationery	-	0.16
	Other transactions		
	Finance Lease Facility provided during the period	-	1.90
	Finance Lease Facility repayment received during the period	1.02	0.86
	Purchase of Fixed Assets	-	1.37
	Assets		
	Finance Lease Facility receivable	2.12	3.45
	Other Receivables	0.11	-
	Liabilities		
	* Other Payables	-	0.00
	Commitments		
	Off balance sheet exposure	-	0.12
88	**Tata Ficosa Automotive Systems Private Limited**		
	Income		
	Operating Lease rental	0.02	-
	* Other income	0.00	-
	Assets		
	Other Receivables	0.01	-
89	**Tata Industries Limited**		
	Assets		
	Investment in Equity shares	29.19	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
90	**Tata International Limited**		
	Income		
	Dividend income	0.19	-
	Interest Income on Finance Lease	0.16	0.13
	Operating Lease rental	0.03	-
	Expenses		
	Dividend paid on equity shares	0.02	0.02
	Other transactions		
	Equity shares issued (including Securities Premium)	0.33	0.22
	Finance Lease Facility provided during the period	0.39	0.58
	Finance Lease Facility repayment received during the period	0.67	0.47
	Assets		
	Finance Lease Facility receivable	0.78	1.11
	Investment in Equity shares	47.65	-
	Other Receivables	0.01	-
	Liabilities		
	Equity shares held	0.81	0.80
91	**Tata Investment Corporation Limited**		
	Expenses		
	Dividend paid on equity shares	1.69	1.64
	Other transactions		
	Equity shares issued (including Securities Premium)	33.22	43.98
	Interest paid on Non Convertible Debentures	3.56	3.56
	Liabilities		
	Equity shares held	81.86	80.68
	Payable towards Non Convertible Debentures	40.00	40.00
92	**Tata Lockheed Martin Aerostructures Limited**		
	Income		
	Interest Income on Finance Lease	0.03	0.05
	Operating Lease rental	0.02	-
	Other transactions		
	Finance Lease Facility repayment received during the period	0.07	0.15
	Assets		
	Finance Lease Facility receivable	0.17	0.26
	* Other Receivables	0.00	-
	Liabilities		
	Security deposit payable	0.02	0.02
93	**Tata Medical and Diagnostics Limited**		
	Income		
	Interest Income on Finance Lease	0.03	0.04
	Other transactions		
	Finance Lease Facility repayment received during the period	0.04	0.04
	Assets		
	Finance Lease Facility receivable	0.19	0.26
94	**Tata Metaliks Limited (Merged with Tata Steel Limited w.e.f. 01.02.2024)**		
	Income		
	Interest Income on Finance Lease	-	0.17
	Other transactions		
	Finance Lease Facility provided during the period	-	0.18
	Finance Lease Facility repayment received during the period	-	1.27
	Security deposit received during the period	-	0.26

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
95	**Tata Motors Body Solutions Limited**		
	Income		
	Operating Lease rental	0.07	0.01
	Assets		
	Other Receivables	-	0.01
	Liabilities		
	* Other Payables	0.00	-
96	**Tata Motors Finance Limited (merged with Tata Capital Limited w.e.f. 07.05.2025)**		
	Expenses		
	Rent expenses	-	2.55
	Liabilities		
	Other Payables	-	0.08
97	**Tata Motors Global Services Limited (Formerly Known as TML Business Services Limited)**		
	Income		
	Interest Income on Finance Lease	0.69	0.48
	Expenses		
	Professional Fees	1.27	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.75
	Finance Lease Facility repayment received during the period	0.74	1.23
	Assets		
	Finance Lease Facility receivable	5.24	3.16
	Liabilities		
	Other Payables	0.05	0.06
98	**Tata Motors Insurance Broking and Advisory Services Limited**		
	Income		
	Rental Income	0.28	-
	Assets		
	Other Receivables	0.03	-
99	**Tata Motors Limited**		
	Income		
	Interest Income on Debentures	-	0.22
	Interest Income on Finance Lease	22.67	17.97
	Interest income through Factoring	0.13	-
	Other income	1.37	0.13
	Expenses		
	Dividend paid on equity shares	0.09	0.09
	Professional Fees	1.61	-
	Rent expenses	0.11	-
	Staff Welfare expenses	0.02	-
	Other transactions		
	Advances given during the period	329.14	-
	Advances repayment received during the period	297.25	-
	Finance Lease Facility provided during the period	0.22	18.21
	Finance Lease Facility repayment received during the period	40.49	36.31
	Proceeds from redemption of Debentures during the period	-	24.77
	Purchase of Fixed Assets	18.10	-
	Receivables Factored during the period	1,418.36	-
	Assets		
	Finance Lease Facility receivable	166.38	118.64
	Other Receivables	80.02	-
	Security deposit receivable	0.05	-
	Liabilities		
	Equity shares held	4.33	4.33
	Other Payables	1.11	-

Rs In Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
100	**Tata Motors Passenger Vehicles Limited**		
	Income		
	Interest Income on Finance Lease	8.53	5.92
	Interest income through Factoring	0.06	-
	Rental Income	0.02	-
	Other transactions		
	Advances given during the period	232.92	-
	Advances repayment received during the period	205.64	-
	Finance Lease Facility provided during the period	-	6.15
	Finance Lease Facility repayment received during the period	12.86	12.90
	Receivables Factored during the period	518.08	-
	Assets		
	Assigned receivables	-	2.05
	Finance Lease Facility receivable	67.40	38.20
	Other Receivables	30.63	-
101	**Tata Passenger Electric Mobility Limited**		
	Income		
	Interest Income on Finance Lease	2.05	1.23
	Interest income through Factoring	0.03	-
	Other transactions		
	Advances given during the period	82.28	-
	Advances repayment received during the period	86.98	-
	Finance Lease Facility provided during the period	-	3.85
	Finance Lease Facility repayment received during the period	2.71	2.41
	Receivables Factored during the period	31.22	-
	Assets		
	Assigned receivables	-	0.70
	Finance Lease Facility receivable	15.87	8.31
102	**Tata Pension Management Fund Private Limited (Formerly Known as Tata Pension Management Limited)**		
	Income		
	* Commission income	-	0.00
	Other transactions		
	Issuance of Non Convertible Debentures	20.85	-
103	**Tata Power Delhi Distribution Limited**		
	Income		
	* Interest Income on Finance Lease	0.00	-
	* Other income	0.00	-
	Expenses		
	* Advertising expenses	-	0.00
	Electricity expenses	0.04	-
	Other transactions		
	Finance Lease Facility provided during the period	0.07	-
	Finance Lease Facility repayment received during the period	0.01	-
	Assets		
	Finance Lease Facility receivable	0.07	-
	Liabilities		
	* Other Payables	0.00	-
104	**Tata Power EV Charging Solutions Limited**		
	Income		
	* Interest Income on Finance Lease	0.00	-
	* Other income	-	0.00
	Other transactions		
	Finance Lease Facility provided during the period	0.02	-
	* Finance Lease Facility repayment received during the period	0.00	-
	Assets		
	Finance Lease Facility receivable	0.02	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
105	**Tata Power Renewable Energy Limited**		
	Income		
	Interest Income on Finance Lease	0.05	-
	* Other income	-	0.00
	Other transactions		
	Finance Lease Facility repayment received during the period	0.18	-
	Assets		
	Finance Lease Facility receivable	0.46	-
106	**Tata Power Solar Systems Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)**		
	Income		
	Interest Income on Finance Lease	0.07	0.21
	Other transactions		
	* Finance Lease Facility provided during the period	-	0.00
	Finance Lease Facility repayment received during the period	0.37	0.64
	Purchase of Fixed Assets	2.67	0.33
	Assets		
	Finance Lease Facility receivable	-	1.01
107	**Tata Precision Industries (India) Limited**		
	Income		
	Interest Income on Loan	0.06	0.09
	Other transactions		
	Loan repayment received during the period	0.19	0.19
	Assets		
	Investment in Non Cumulative Redeemable Preference shares	0.38	-
	Loan balance receivables	0.39	0.58
108	**Tata Projects Limited**		
	Income		
	Interest Income on Finance Lease	14.08	19.77
	Interest Income on Loan	-	5.68
	Operating Lease rental	133.81	85.90
	Other income	0.01	-
	Other transactions		
	Finance Lease Facility provided during the period	6.73	77.35
	Finance Lease Facility repayment received during the period	44.57	109.18
	Loan repayment received during the period	-	412.00
	Sale of fixed assets	1.91	3.92
	Security deposit received during the period	5.38	7.49
	Security deposit repaid / adjusted during the period	-	0.50
	Assets		
	Finance Lease Facility receivable	80.64	115.99
	Other Receivables	29.00	17.70
	Liabilities		
	Security deposit payable	20.15	14.77
	Commitments		
	Off balance sheet exposure	4.84	26.19
109	**Tata SIA Airlines Limited (Merged with Air India Limited w.e.f. 12.11.2024)**		
	Expenses		
	Staff Welfare expenses	0.03	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
110	**Tata Sikorsky Aerospace Limited**		
	Income		
	Interest Income on Finance Lease	0.06	0.08
	Operating Lease rental	0.02	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.10
	Finance Lease Facility repayment received during the period	0.22	0.21
	Assets		
	Finance Lease Facility receivable	0.28	0.52
	* Other Receivables	0.00	-
	Liabilities		
	Security deposit payable	0.02	0.02
	Commitments		
	Off balance sheet exposure	-	7.37
111	**Tata Steel Downstream Products Limited**		
	Income		
	Interest Income on Finance Lease	0.03	0.04
	Interest income through Factoring	0.15	-
	Operating Lease rental	0.07	-
	Other transactions		
	Finance Lease Facility repayment received during the period	0.05	0.05
	Receivables Factored during the period	57.42	-
	Assets		
	Finance Lease Facility receivable	0.24	0.30
	Other Receivables	0.01	-
112	**Tata Steel Limited**		
	Income		
	Dividend income	2.26	0.07
	Interest Income on Debentures	1.74	2.40
	Interest Income on Finance Lease	0.13	0.02
	Interest income through Factoring	23.78	3.07
	Operating Lease rental	0.06	-
	Other transactions		
	Finance Lease Facility repayment received during the period	0.84	0.14
	Proceeds from redemption of Debentures during the period	25.11	-
	Receivables Factored during the period	6,397.09	1,421.37
	Security deposit repaid / adjusted during the period	0.21	-
	Assets		
	Assigned receivables	0.50	0.05
	Finance Lease Facility receivable	0.50	1.36
	Investment in Debentures	34.74	58.84
	Investment in Equity shares	96.72	2.74
	Other Receivables	0.04	-
	Liabilities		
	Security deposit payable	0.07	0.28
113	**Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023)**		
	Income		
	Interest income through Factoring	-	0.08
	Other transactions		
	Receivables Factored during the period	-	16.00

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
114	**Tata Steel Utilities and Infrastructure Services Limited**		
	Income		
	Interest Income on Finance Lease	0.27	0.24
	Operating Lease rental	3.66	3.67
	Other transactions		
	Finance Lease Facility repayment received during the period	1.44	1.64
	Security deposit received during the period	0.06	-
	Security deposit repaid / adjusted during the period	0.22	-
	Assets		
	Finance Lease Facility receivable	0.75	1.65
	Other Receivables	0.34	0.35
	Liabilities		
	Security deposit payable	1.87	2.03
115	**Tata Technologies Limited**		
	Income		
	Dividend income	8.16	-
	Expenses		
	Information Technology expenses	13.15	5.27
	Other transactions		
	Purchase of Fixed Assets	1.52	-
	Assets		
	Investment in Equity shares	506.86	635.82
	Liabilities		
	Other Payables	0.62	0.89
116	**Tata Teleservices (Maharashtra) Limited**		
	Expenses		
	Communication expenses	2.76	1.86
	Liabilities		
	Other Payables	0.06	0.16
117	**Tata Teleservices Limited**		
	Income		
	Interest Income on Finance Lease	-	0.01
	Expenses		
	Communication expenses	0.42	0.34
	Other transactions		
	Finance Lease Facility repayment received during the period	0.01	0.25
	Assets		
	Other Receivables	0.01	-
	Liabilities		
	Other Payables	0.01	0.03
118	**Tata Toyo Radiator Limited**		
	Income		
	Operating Lease rental	21.48	22.51
	Other transactions		
	Security deposit received during the period	0.09	-
	Assets		
	Other Receivables	8.10	15.49
	Liabilities		
	Security deposit payable	0.19	0.10
119	**Tata Trustee Company Private Limited**		
	Expenses		
	Professional Fees	0.32	0.32
	Liabilities		
	Other Payables	0.05	0.03

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
120	**Tata Unistore Limited**		
	Income		
	* Other income	0.00	-
	Expenses		
	Staff Welfare expenses	0.03	0.02
121	**Tejas Networks Limited**		
	Income		
	Operating Lease rental	0.03	-
	* Other income	0.00	-
	Assets		
	Assigned receivables	-	8.67
	Other Receivables	0.01	-
122	**The Associated Building Company Limited**		
	Expenses		
	Interest expenses on Inter Corporate Deposit	-	0.07
	Other transactions		
	Inter-Corporate Deposit received during the period	-	4.00
	Inter-Corporate Deposit repaid during the period	-	4.00
123	**The Indian Hotels Company Limited**		
	Income		
	* Dividend income	0.00	0.00
	Interest Income on Finance Lease	0.01	0.01
	* Operating Lease rental	0.05	0.00
	Expenses		
	Staff Welfare expenses	1.56	1.15
	Other transactions		
	* Finance Lease Facility provided during the period	-	0.00
	Finance Lease Facility repayment received during the period	0.02	0.04
	Assets		
	Finance Lease Facility receivable	0.03	0.06
	Investment in Equity shares	1.54	1.16
	Other Receivables	0.01	0.18
124	**The Tata Power Company Limited**		
	Income		
	* Dividend income	0.00	-
	Interest Income on Finance Lease	1.10	1.69
	Interest income through Factoring	0.06	13.15
	Expenses		
	Dividend paid on equity shares	0.05	0.05
	Other transactions		
	Finance Lease Facility provided during the period	0.13	0.24
	Finance Lease Facility repayment received during the period	3.55	5.51
	Assets		
	Finance Lease Facility receivable	5.06	8.93
	Investment in Equity shares	0.34	-
	Liabilities		
	Equity shares held	2.33	2.33

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
125	**Titan Company Limited**		
	Income		
	Interest Income on Finance Lease	0.10	0.11
	Interest Income on Loan	0.26	0.31
	Expenses		
	Staff Welfare expenses	-	0.01
	Other transactions		
	Finance Lease Facility repayment received during the period	0.10	0.09
	Interest paid on Non Convertible Debentures	20.21	13.84
	Loan repayment received during the period	0.50	0.29
	Paid towards redemption of Non Convertible Debentures	-	30.00
	Assets		
	Finance Lease Facility receivable	1.00	1.11
	Loan balance receivables	2.39	2.91
	Liabilities		
	Payable towards Non Convertible Debentures	250.00	200.00
	Security deposit payable	0.13	0.13
126	**TM Automotive Seating Systems Private Limited**		
	Income		
	Operating Lease rental	0.06	-
	Assets		
	Other Receivables	0.02	-
127	**TM Fainsa Railway Private Limited**		
	Income		
	* Other income	0.00	-
128	**TMF Business Services Limited**		
	Income		
	Interest Income on Inter Corporate Deposit	0.03	-
	Rental Income	0.88	-
	Expenses		
	Rent expenses	-	0.79
	Other transactions		
	Inter-Corporate Deposit placed during the period	12.00	-
	Inter-Corporate Deposit repayment received during the period	12.00	-
	Assets		
	Other Receivables	0.07	-
129	**TMF Holdings Limited**		
	Income		
	Interest Income on Inter Corporate Deposit	0.52	-
	Rental Income	1.05	-
	Expenses		
	Rent expenses	4.52	-
	Other transactions		
	Inter-Corporate Deposit repayment received during the period	85.00	-
	Interest paid on Non Convertible Debentures	58.15	-
	Proceeds from sale of Equity shares during the period	0.01	-
	Assets		
	Other Receivables	0.08	-
	Liabilities		
	Payable towards Non Convertible Debentures	600.00	-
130	**TML CV Mobility Solutions Limited**		
	Income		
	Interest Income on Finance Lease	0.01	-
	* Other income	0.00	-
	Assets		
	Finance Lease Facility receivable	0.20	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
131	**TML Smart City Mobility Solutions Limited**		
	Income		
	Interest Income on Finance Lease	0.06	-
	* Other income	0.00	-
	Assets		
	Finance Lease Facility receivable	1.10	-
132	**TMRP Auto Trims Private Limited (w.e.f. 25.07.2023)**		
	Income		
	* Other income	0.00	-
133	**TP Ajmer Distribution Limited**		
	Income		
	Interest Income on Finance Lease	0.04	0.03
	Expenses		
	Electricity expenses	0.02	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.27
	Finance Lease Facility repayment received during the period	0.05	0.21
	Assets		
	Finance Lease Facility receivable	0.19	0.30
	Liabilities		
	* Other Payables	0.00	-
134	**TP Central Odisha Distribution Limited**		
	Income		
	Interest Income on Finance Lease	0.08	0.12
	Expenses		
	Electricity expenses	0.07	-
	Other transactions		
	Finance Lease Facility provided during the period	0.03	0.58
	Finance Lease Facility repayment received during the period	0.36	0.46
	Assets		
	Assigned receivables	-	4.01
	Finance Lease Facility receivable	0.30	0.69
	Liabilities		
	Other Payables	0.01	-
135	**TP Jalpura Khurja Power Transmission Limited (w.e.f. 05.04.2024)**		
	Income		
	* Interest Income on Finance Lease	0.00	-
	* Other income	0.00	-
	Other transactions		
	Finance Lease Facility provided during the period	0.06	-
	Finance Lease Facility repayment received during the period	0.01	-
	Assets		
	Finance Lease Facility receivable	0.05	-
136	**TP Northern Odisha Distribution Limited**		
	Income		
	* Interest Income on Finance Lease	0.00	0.04
	Expenses		
	Electricity expenses	0.01	-
	Other transactions		
	Finance Lease Facility provided during the period	0.02	0.04
	Finance Lease Facility repayment received during the period	0.03	0.10
	Assets		
	Assigned receivables	-	4.25
	Finance Lease Facility receivable	0.02	0.18
	Liabilities		
	* Other Payables	0.00	-

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
137	**TP Renewable Microgrid Limited**		
	Income		
	* Interest Income on Finance Lease	0.00	0.00
	Other transactions		
	Finance Lease Facility repayment received during the period	0.01	0.01
	Assets		
	Finance Lease Facility receivable	-	0.02
138	**TP Southern Odisha Distribution Limited**		
	Income		
	Interest Income on Finance Lease	0.03	0.02
	Expenses		
	* Electricity expenses	0.00	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.07
	Finance Lease Facility repayment received during the period	0.11	0.02
	Assets		
	Assigned receivables	-	3.91
	Finance Lease Facility receivable	0.06	0.19
	Liabilities		
	* Other Payables	0.00	-
139	**TP Western Odisha Distribution Limited**		
	Income		
	Interest Income on Finance Lease	0.05	0.09
	Expenses		
	Electricity expenses	0.01	-
	Other transactions		
	Finance Lease Facility provided during the period	-	0.28
	Finance Lease Facility repayment received during the period	0.14	0.20
	Assets		
	Assigned receivables	-	11.72
	Finance Lease Facility receivable	0.14	0.46
	Liabilities		
	* Other Payables	0.00	-
140	**TPL - IAV VOZ CPRR Joint Venture**		
	Income		
	Interest Income on Finance Lease	0.31	0.34
	Operating Lease rental	8.88	1.10
	Other transactions		
	Finance Lease Facility provided during the period	0.15	3.47
	Finance Lease Facility repayment received during the period	1.04	0.53
	Security deposit repaid / adjusted during the period	1.19	-
	Assets		
	Finance Lease Facility receivable	2.11	3.12
	Other Receivables	1.64	-
141	**Trent Limited**		
	Other transactions		
	Payments towards Net Settlement Reward points	3.43	2.94

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
142	**TVS Emerald Limited (Formerly Known as Emerald Haven Realty Limited)**		
	Income		
	Interest Income on Loan	23.39	10.95
	Processing Fees	4.25	-
	Expenses		
	Advertising expenses	0.04	-
	Other transactions		
	Loan given during the period	425.00	-
	Loan repayment received during the period	110.30	39.85
	Assets		
	Loan balance receivables	388.47	70.72
143	**United Hotels Limited**		
	Income		
	Interest Income on Finance Lease	0.03	0.04
	Other transactions		
	* Finance Lease Facility provided during the period	-	0.00
	Finance Lease Facility repayment received during the period	0.12	0.07
	Assets		
	Finance Lease Facility receivable	0.08	0.22
144	**Voltas Limited**		
	Income		
	Interest Income on Finance Lease	0.06	-
	* Other income	-	0.00
	Expenses		
	Commission expenses	-	0.10
	Dividend paid on Cumulative Redeemable Preference shares	2.14	3.66
	Electricity expenses	0.13	-
	Rent expenses	0.77	-
	Repairs and Maintenance	0.87	0.36
	Other transactions		
	Finance Lease Facility provided during the period	0.76	-
	Finance Lease Facility repayment received during the period	0.47	-
	Interest paid on Non Convertible Debentures	5.75	-
	Paid towards Redemption of Cumulative Redeemable Preference shares	30.00	-
	Purchase of Fixed Assets	1.77	5.30
	Assets		
	Assigned receivables	-	0.90
	Finance Lease Facility receivable	0.25	0.76
	Other Receivables	0.12	-
	Security deposit receivable	0.35	-
	Liabilities		
	Cumulative Redeemable Preference shares held	20.00	50.00
	Other Payables	0.36	0.49
	Payable towards Non Convertible Debentures	50.00	-
	Commitments		
	Off balance sheet exposure	-	1.23
145	**Walwhan Renewable Energy Limited (Merged with Tata Power Renewable Energy Limited w.e.f. 01.10.2024)**		
	Income		
	* Other income	-	0.00
146	**Rallis India Limited Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.29	0.29
	Liabilities		
	Payable towards Non Convertible Debentures	2.90	2.90

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
147	**Taj Residency Employees Provident fund Trust (Bangalore unit)**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.05	0.05
	Liabilities		
	Payable towards Non Convertible Debentures	0.50	0.50
148	**Tata Chemicals Limited Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	1.74	1.56
	Paid towards redemption of Non Convertible Debentures	0.30	2.00
	Liabilities		
	Payable towards Non Convertible Debentures	17.90	17.90
149	**Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024)**		
	Other transactions		
	Interest paid on Non Convertible Debentures	-	0.53
150	**Tata Communications Employee's Provident Fund Trust**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.98	0.78
	Paid towards redemption of Non Convertible Debentures	-	4.50
	Liabilities		
	Payable towards Non Convertible Debentures	10.40	10.40
151	**Tata Consultancy Services Employees' Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	4.85	-
	Paid towards redemption of Non Convertible Debentures	50.00	-
152	**Tata Elxsi (India) Limited Employees Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	1.96	1.81
	Paid towards redemption of Non Convertible Debentures	0.80	-
	Liabilities		
	Payable towards Non Convertible Debentures	22.70	23.50
153	**Tata Industries Superannuation Fund Trust**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.05	0.27
	Paid towards redemption of Non Convertible Debentures	-	2.40
	Liabilities		
	Payable towards Non Convertible Debentures	0.60	0.60
154	**Tata International Limited Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.20	0.20
	Liabilities		
	Payable towards Non Convertible Debentures	2.00	2.00
155	**Tata Investment Corporation Limited- Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.05	0.05
	Liabilities		
	Payable towards Non Convertible Debentures	0.50	0.50
156	**Tata Metaliks Limited Employees Provident fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	-	0.02
	Paid towards redemption of Non Convertible Debentures	-	0.15
157	**Tata Motors Limited Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	-	0.79
	Paid towards redemption of Non Convertible Debentures	-	8.20

TATA CAPITAL LIMITED

M. P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
158	**Tata Power Consolidated Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	1.42	1.42
	Liabilities		
	Payable towards Non Convertible Debentures	16.30	16.30
159	**Tata Sons Consolidated Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.28	0.37
	Paid towards redemption of Non Convertible Debentures	-	0.90
	Liabilities		
	Payable towards Non Convertible Debentures	2.80	2.80
160	**Tata Sons Consolidated Superannuation Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	-	0.41
	Paid towards redemption of Non Convertible Debentures	-	3.95
161	**Tata Sons Limited H.O. Employees' Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.01	0.01
	Liabilities		
	Payable towards Non Convertible Debentures	0.10	0.10
162	**Tata Steel Limited Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	4.95	3.82
	Liabilities		
	Payable towards Non Convertible Debentures	54.80	54.80
163	**Tata Steel Long product Limited employees providend fund trust**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.22	0.22
	Liabilities		
	Payable towards Non Convertible Debentures	2.30	2.30
164	**Tata Tea Limited Staff Pension Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	1.68	0.77
	Liabilities		
	Payable towards Non Convertible Debentures	18.40	17.20
165	**TCE Employees' Providend Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.09	0.09
	Liabilities		
	Payable towards Non Convertible Debentures	1.00	1.00
166	**The Indian Hotels Company Limited Employees Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.03	0.03
	Liabilities		
	Payable towards Non Convertible Debentures	0.30	0.30
167	**The Provident Fund of The Tinplate Company of India Limited**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.14	0.14
	Liabilities		
	Payable towards Non Convertible Debentures	1.60	1.60
168	**The Tinplate Company Executive Staff Superannuation Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.04	0.04
	Liabilities		
	Payable towards Non Convertible Debentures	0.50	0.50

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
169	**The Tinplate Company of India Limited Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.10	0.10
	Liabilities		
	Payable towards Non Convertible Debentures	1.10	1.10
170	**Titan Industries Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	1.99	1.57
	Paid towards redemption of Non Convertible Debentures	6.90	-
	Liabilities		
	Payable towards Non Convertible Debentures	15.50	18.10
171	**Titan Watches Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	3.21	2.82
	Paid towards redemption of Non Convertible Debentures	5.30	-
	Liabilities		
	Payable towards Non Convertible Debentures	31.60	34.30
172	**Voltas Limited Employees' Superannuation Scheme**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.40	0.16
	Paid towards redemption of Non Convertible Debentures	1.00	-
	Liabilities		
	Payable towards Non Convertible Debentures	3.80	3.80
173	**Voltas Limited Managerial Staff Gratuity Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.21	-
	Paid towards redemption of Non Convertible Debentures	2.00	-
174	**Voltas Limited Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.41	0.21
	Liabilities		
	Payable towards Non Convertible Debentures	5.10	4.10
175	**Voltas Managerial Staff Provident Fund**		
	Other transactions		
	Interest paid on Non Convertible Debentures	1.91	1.20
	Paid towards redemption of Non Convertible Debentures	4.00	-
	Liabilities		
	Payable towards Non Convertible Debentures	17.50	15.30
176	**KMP Of Holding Company**		
	Other transactions		
	Equity shares issued (including Securities Premium)	0.49	-
	Liabilities		
	Equity shares held	1.20	-
	Payable towards Non Convertible Debentures	6.00	-
177	**Relative's of KMP**		
	Other transactions		
	Interest paid on Non Convertible Debentures	0.06	0.03
	Paid towards redemption of Non Convertible Debentures	0.04	0.05
	Liabilities		
	Payable towards Non Convertible Debentures	0.60	0.24

Rs in Crore

42 Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (with whom transactions were carried out during current and previous year)

Sr No	Nature of Transactions	As at March 31, 2025	As at March 31, 2024
178	**Key managerial personnel (KMP)**		
	Remuneration to KMP		
	Post Employment Benefits	0.52	0.49
	Short Term Employee Benefits	40.68	28.26
	Expenses		
	Dividend paid on Cumulative Redeemable Preference shares	-	0.04
	Dividend paid on equity shares	0.01	0.01
	Other transactions		
	Share based payments (No. of Shares)		
	Options granted till date	1,03,31,670	1,00,10,545
	Options exercised till date	18,14,426	8,19,518
	Equity shares issued (including Securities Premium)	0.48	0.28
	Interest paid on Non Convertible Debentures	0.15	0.05
	Liabilities		
	Cumulative Redeemable Preference shares held	-	0.50
	Equity shares held	1.21	0.80
	Payable towards Non Convertible Debentures	0.04	0.54

Notes :

a) * less than Rs.1 lakh

b) Expected credit loss provision on loans and Impairment on Investments for parties listed above have not been considered as provision for doubtful debts, hence not disclosed

c) The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.

d) The above related party transactions are at Arm's length and in the ordinary course of business.

Note 43: Fair values of financial instruments

See accounting policy in Note 2(xi)

A. Valuation models

The Group measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date

b) Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

c) Level 3 inputs are unobservable inputs for the valuation of assets or liabilities that the Group can access at measurement date. This category includes all instruments for which the valuation technique includes inputs that are not observable and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments. Valuation techniques include net present value and discounted cash flow models, income approach, comparison with similar instruments for which observable market prices exist, option pricing models and other valuation models. Assumptions and inputs used in valuation techniques include risk-free returns, benchmark interest rates and credit spreads used in estimating discount rates, bond and equity prices, foreign currency exchange rates, equity and equity index prices and expected price volatilities and correlations.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The Group uses widely recognised valuation models to determine the fair value of financial instruments, such as forward rate agreement, that use only observable market data and require little management judgement and estimation. Observable prices or model inputs are usually available in the market for listed equity securities. The availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values.

For more complex instruments, the Group uses proprietary valuation models, which are usually developed from recognised valuation models. Some or all of the significant inputs into these models may not be observable in the market, and may be derived from market prices or rates or estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of the probability of counterparty default and prepayments, determination of expected volatilities and correlations and selection of appropriate discount rates.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties, to the extent that the Group believes that a third party market participant would take them into account in pricing a transaction. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Group and the counterparty where appropriate. Model inputs and values are calibrated against historical data, where possible, against current or recent observed transactions in different instruments. This calibration process is inherently subjective and it yields ranges of possible inputs and estimates of fair value, and management uses judgement to select the most appropriate point in the range.

Discounting of the cash flows of financial asset/ financial liability for computing the fair value of such instrument: the future contractual cash flows of instrument over the remaining contractual life of the instrument are discounted using comparable rate of lending/borrowing as applicable to financial asset/ financial liability in the month of reporting for a similar class of instruments. For shorter tenure financial assets such as channel finance, the remaining tenure is assumed to be six months.

Derivatives held for risk management :
The Group enters into derivatives to mitigate the currency exchange risk and interest rate risk on account of fluctuation in the foreign exchange rates and floating rates towards the principal and interest repayments of external commercial borrowing. Some of these instruments are valued using models with significant unobservable inputs, principally expected long-term volatilities and expected correlations between different underlyings.

In the valuation of derivative instruments, the Discounted Cash Flow (DCF) method plays a pivotal role. This method involves projecting the future cash flows that the derivative is expected to generate or obligate over its life. These cash flows are then discounted back to the present value using an appropriate discount rate, which reflects the risk profile of the cash flows and the time value of money.

The discount rate is typically derived from market-based inputs to ensure an objective valuation. In the context of derivatives, the DCF method accounts for various factors such as underlying asset price movements, interest rate changes, and volatility, as well as contractual terms of the derivative. The strength of the DCF approach lies in its flexibility to model the unique features of derivatives, including embedded options.

B. Valuation framework

The Group has a established a policy for the measurement of fair values addressing the requirement to independently verify the results of all significant fair value measurements. Specific controls include:
1) verification of observable pricing basis actual market transactions;
2) re-performance of model valuations;
3) a review and approval process for new models and changes to models
4) annual calibration and back-testing of models against observed market transactions;
5) analysis and investigation of significant annual valuation movements; and
6) review of significant unobservable inputs, valuation adjustments and significant changes to the fair value measurement of Level 3 instruments compared with the previous year.

When third party information, such as valuation agency report is used to measure fair value, the Group assesses the documents and evidence used to support the conclusion that the valuations meet the requirements of Ind AS. This includes:
1) understanding how the fair value has been arrived at, the extent to which it represents actual market transactions and whether it represents a quoted price in an active market for an identical instrument;
2) when prices for similar instruments are used to measure fair value, how these prices have been adjusted to reflect the characteristics of the instrument subject to measurement; and
3) if a number of quotes for the same financial instrument have been obtained, then how fair value has been determined using those quotes.

Note 43: Fair values of financial instruments

C. Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2025 is as follows:

(Rs. in Crs)

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Amortised cost	Total Carrying Value
Financial Assets:				
Cash and cash equivalents	-	-	9,478.20	9,478.20
Bank balances other than Cash and cash equivalents above	-	-	964.85	964.85
Derivative assets	-	539.73	-	539.73
Trade receivables	-	-	96.64	96.64
Other receivables	-	-	0.95	0.95
Loans	8.69	623.02	2,21,318.66	2,21,950.37
Investments (Other than associates)	1,743.26	738.03	6,236.50	8,717.79
Other financial assets	-	-	1,101.40	1,101.40
Total	1,751.95	1,900.78	2,39,197.20	2,42,849.93
Financial Liabilities:				
Derivative liabilities	-	240.89	-	240.89
Payables	-	-	1,821.32	1,821.32
Debt securities	-	-	80,141.57	80,141.57
Borrowings	-	-	1,18,620.40	1,18,620.40
Subordinated liabilitites	-	-	9,652.96	9,652.96
Lease liabilities	-	-	436.22	436.22
Other financial liabilities	-	-	2,212.63	2,212.63
Total	-	240.89	2,12,885.10	2,13,125.99

The carrying value of financial instruments by categories as at March 31, 2024 is as follows:

(Rs. in Crs)

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Amortised cost	Total Carrying Value
Financial Assets:				
Cash and cash equivalents	-	-	6,771.16	6,771.16
Bank balances other than Cash and cash equivalents above	-	-	224.42	224.42
Derivative assets	-	242.62	-	242.62
Trade receivables	-	-	140.70	140.70
Other receivables	-	-	1.88	1.88
Loans	40.63	761.53	1,56,958.39	1,57,760.55
Investments (Other than associates)	969.06	2,934.63	3,998.33	7,902.02
Other financial assets	-	-	519.83	519.83
Total	1,009.69	3,938.78	1,68,614.71	1,73,563.18
Financial Liabilities:				
Derivative liabilities	-	46.33	-	46.33
Payables	-	-	1,389.91	1,389.91
Debt securities	-	-	60,503.68	60,503.68
Borrowings	-	-	79,142.88	79,142.88
Subordinated liabilitites	-	-	8,538.73	8,538.73
Lease liabilities	-	-	326.53	326.53
Other financial liabilities	-	-	1,388.46	1,388.46
Total	-	46.33	1,51,290.19	1,51,336.52

Investment in associates:
The Group has elected to measure Investment in associates at cost and accordingly the requirement of disclosure of fair value of the instrument under Ind AS 107 does not apply, also the Company is carrying investment in one of the associate amounting to Rs 48.91 crs (March 2024 : Rs. 85.07 crs) at FVTPL in accordance with the IndAS 109 which is classified at Level 1.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis :

As at March 31, 2025

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	753.15	-	753.15
Equity Shares	812.33	-	460.62	1,272.95
Structured product	-	-	-	-
Multi Asset Fund	-	-	-	-
Alternate Investment Funds	-	-	31.89	31.89
Venture Capital Fund	-	5.07	187.06	192.13
Preference shares	-	-	-	-
Security Receipts	-	-	-	-
Debt securities	231.17	-	-	231.17
Loans including credit substitutes	-	-	631.71	631.71
Derivative assets	-	539.73	-	539.73
Total	**1,043.50**	**1,297.95**	**1,311.28**	**3,652.73**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	240.89	-	240.89
Total	-	240.89	-	240.89

As at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	126.95	-	126.95
Equity Shares	898.20	-	2,380.80	3,279.00
Structured product	-	26.28	-	26.28
Multi Asset Fund	-	-	-	-
Alternate Investment Funds	-	-	32.69	32.69
Venture Capital Fund	-	-	201.44	201.44
Preference shares	-	-	-	-
Security Receipts	-	-	-	-
Debt securities	237.33	-	-	237.33
Loans including credit substitutes	-	-	802.16	802.16
Derivative assets	-	242.62	-	242.62
Total	**1,135.53**	**395.85**	**3,417.09**	**4,948.47**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	46.33	-	46.33
Total	-	46.33	-	46.33

The following table summarises disclosure of fair value of financial assets and liabilities measured at amortised cost:

(Rs. in Crs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying Value	Fair value	Carrying Value	Fair value
Financial Assets at amortised cost:				
Loans including credit substitutes	2,21,318.66	2,24,044.93	1,56,958.39	1,60,350.17
Investments (Other than in Associate)	6,236.50	6,284.94	3,998.33	3,942.36
Total	**2,27,555.16**	**2,30,329.87**	**1,60,956.72**	**1,64,292.53**
Financial Liabilities at amortised cost:				
Borrowings (includes debt securities and subordinated liabilities)	2,08,414.93	2,08,689.13	1,48,185.29	1,47,957.64
Total	**2,08,414.93**	**2,08,689.13**	**1,48,185.29**	**1,47,957.64**

Carrying amounts of cash and cash equivalents, trade receivables, loans and trade and other payables as on March 31, 2025 and March 31, 2024 approximate the fair value because of their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financials assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the years presented.

Fair value of the Financial Intruments measured at amortised cost

The fair value of loans given is based on observable market transactions, to the extent available. Wherever the observable market transactions are not available, fair value is estimated using valuation models, such as discounted cash flow techniques. Input into the valuation techniques includes interest rates, prepayment rates, primary origination or secondary market spreads. Input into the models may include information obtained from other market participants, which includes observed primary and secondary transactions.

To improve the accuracy of the valuation estimate for retail and smaller commercial loans, homogeneous loans are grouped into portfolios with similar characteristics such as product.

The fair value of borrowings from banks is estimated using discounted cash flow techniques, applying the rates that are offered for loans of similar maturities and terms.

T bills and Governemnt securities are valued based on market quotes.

M. P. CHITALE & CO. MUMBAI C. A.

MSKA & ASSOCIATES Chartered Accountants

Note 43: Fair values of financial instruments

D The following table summarises valuation techniques used to determine fair value, fair value measurements using significant unobservable inputs (Level 3) and valuation inputs and relationship to fair value:

(Rs. in Crs)

Financial instruments	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	As at March 31, 2025	As at March 31, 2024				
Loans	631.71	802.16	Level 3	Discounted contractual cash flows	Discounting rate and future cash flows.	Higher the discounting rate lower the fair value of loans
Equity Shares - unquoted	460.62	2,380.80	Level 3	(a) Net asset value (b) Comparable companies multiple method (c) Resent transaction multiple method (d) Discounted cash flows (e) Resent issue price	(a) Forecast of annual revenue is based on the earnings for the latest reported financial year (b) Recent transaction (c) Net asset value (d) Discounting rate (e). BEV to Revenue Multiple : 3.3x - 7.7x (As at March 2024 : 2.5x - 7.7x)	(a) The estimated fair value would increase (decrease) if the annual earnings growth were higher (lower) (b) The estimated fair value would increase (decrease) if the transaction is not recent (c) Higher the Net Asset Value higher the fair value of unquoted units (d) Higher the discounting rate lower the fair value of unquoted units
Alternative Investment Fund	31.89	32.69	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Venture capital fund	187.06	201.44	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Financial Assets at FVTPL/FVTOCI	**1,311.28**	**3,417.09**				

Certain listed equity investments are carried at Nil value on account of low trading. Fair value of the unquoted equity investment received upon settlement of loan has been considered at Nil value as the company is under liquidation process.

E Sensitivity disclosure for level 3 fair value measurements:

Particulars	Unobservable input	Sensitivity	Impact of change in rates on Total Comprehensive Income			
			As at March 31, 2025		As at March 31, 2024	
			Favourable	Unfavourable	Favourable	Unfavourable
Equity Shares	Net Asset Value and other valuation input	1%	2.41	(2.51)	22.19	(22.19)
Loans	Discounting rate	1%	13.55	(44.11)	16.98	(23.29)
Alternative Investment Fund	Net Asset Value	1%	0.12	(0.12)	0.13	(0.13)
Venture capital fund	Net Asset Value	1%	1.87	(1.87)	2.01	(2.01)

Note 43: Fair values of financial instruments

F Level 3 fair value measurements

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

(Rs. in Crs)

Particulars	FVTOCI Loans	FVTPL Loans	FVTPL Investments	FVTOCI Investments	Total
As at April 1, 2024	761.53	40.63	560.06	2,054.87	3,417.09
Total gains or losses:					
recognised in profit or loss	-	(0.40)	15.36	-	14.96
in OCI	(8.61)	-	-	67.20	58.59
Purchases	297.07	-	18.53	-	315.60
Effect of business combination	-	-	80.65	-	80.65
Settlements	(426.97)	(31.54)	-	(2,122.07)	(2,580.58)
Foreign currency transalations			4.97	-	4.97
Transfers into Level 3	-	-	-	-	-
As at March 31, 2025	**623.02**	**8.69**	**679.57**	**-**	**1,311.28**

(Rs. in Crs)

Particulars	FVTOCI Loans	FVTPL Loans	FVTPL Investments	FVTOCI Investments	Total
As at April 1, 2023	693.26	25.11	792.05	2,824.39	4,334.81
Total gains or losses:	-	-	-	-	-
in profit or loss	-	0.52	(61.64)	-	(61.12)
in OCI	14.98	-	-	622.17	637.15
Purchases	408.92	15.00	4.00	-	427.92
Settlements	(355.63)	-	(63.01)	(799.99)	(1,218.63)
Foreign currency transalations			3.66	-	3.66
Transfers into Level 3	-	-	(115.00)	(591.70)	(706.70)
As at March 31, 2024	**761.53**	**40.63**	**560.06**	**2,054.87**	**3,417.09**

Note 44: Risk Management Framework

A Introduction

Risk management forms an integral part of our business as we are exposed to various risks related to our business and operating environment. We have adopted a comprehensive enterprise risk management ("ERM") framework through which we monitor the internal and external risks arising out of macroeconomic factors, regulatory changes and geopolitical scenarios. The ERM framework includes our risk philosophy, approach and oversight structure, and lays down detailed guidelines for risk identification, assessment and monitoring, in line with our business strategies.

Our ERM Framework uses defined key risk indicators based on quantitative and qualitative factors. We have implemented a heat map, a two-dimensional quantitative data management tool, which enables management to have a comprehensive view of 11 identified key risk areas based on their probability and impact. The 11 categories of risks identified and monitored by the Company are credit risk, market risk, liquidity risk, process, people, outsourcing, compliance and governance, technology, business continuity, cybersecurity and reputation risk. These key risk indicators align with our strategic objectives and business developments.

The Board is assisted by the Risk Management Committee ("RMC") and is supported by various Board and Senior management committees as part of the risk governance framework to ensure that we have a sound system of risk management and internal controls. The RMC assists the Board in its oversight of various risks, analyze risk exposure related to specific issues and reviews the risk profile across our Company. The Charter of the RMC lays down the risk management processes and controls.

Our risk management practices are compliant with ISO 31000: 2018, which is the International Standard for Risk Management that lays down principles, guidelines and framework for risk management in the organization.

B Group's Risk Management framework for measuring and managing risk:

Risk management framework:

Group's Risk Management is an integral part of all organizational activities. The structured approach contributes to consistent and comparable results along with customization of external and internal objectives. Important pillars of the risk management approach are developing a strong risk management culture within Tata Capital and subsidiaries through alignment of risk by creating, preserving and realizing value.

A comprehensive Enterprise Risk Management ("ERM") Framework has been adopted by the Company which uses defined Key Risk Indicators based on quantitative and qualitative factors covering below 11 categories of risks.

Nature of Risk	Framework	Governing Committees
Credit Risk	Enterprise Risk Management Various Credit Policies, Portfolio review and trigger monitoring	Risk Management Committee of the Board Investment Credit Committee of the Board Credit Committees
Market Risk & Liquidity Risk	Enterprise Risk Management Asset Linked Market Policy	Risk Management Committee of the Board Asset Liability Management Committee
Process Risk	Operational Risk Policy Fraud Risk Management Policy	Operational Risk Management Committee Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF")
People Risk	Operational Risk Policy HR Policies Fraud Risk Management Policy	Risk Management Committee of the Board Operational Risk Management Committee Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF")
Outsourcing	Operational Risk Policy Outsourcing Policy	Risk Management Committee of the Board Operational Risk Management Committee
Technology	Operational Risk Policy Information Technology Policy	Risk Management Committee of the Board IT Strategy Committee of the Board
Business Continuity	Operational Risk Policy Business Continuity Management Policy	Operational Risk Management Committee
Cyber Security	Information & Cyber Security Policy	Risk Management Committee of the Board IT Strategy Management Committee of the Board
Reputational Risk Compliance & Governance	Enterprise Risk Management Framework Ethics Policy POSH Policy Tata Code of Conduct	Risk Management Committee of the Board

The Board is assisted by Risk Management Committee of the Board ('RMC') and is supported by various Board and Senior management committees as part of the Risk Governance framework to ensure that the Group has sound system of risk management and internal controls.

Board level committees

Risk Management Committee of the Board (RMC): The purpose of the Committee is to assist the Board in its oversight of various risks (i) Credit Risk (ii) Market & Liquidity Risk (iii) Operational Risk (Process, People, Outsourcing, Technology, Business Continuity and Fraud) (iv) Strategic Risks (including emerging and external risks) (v) Compliance and Governance (vi)Reputation Risk(vii) Information Security and Cyber Security Risk.

Investment Credit Committee of the Board (ICC): Provides guidance on nature of investments that shall be undertaken, and approve credit limits for various counterparties, where exposures in aggregate exceed a certain level.

IT Strategy Committee: Reviews and approves IT strategy and policies. Monitors IT resources required to achieve strategic goals and to institute an effective governance mechanism and risk management process for all outsourced IT operations so that maximum value is delivered to business.

Special Committee of the Board for Monitoring and Follow-up of cases of Frauds(SCBMF) : Oversees the effectiveness of the Fraud Risk Management in the company. It reviews and monitors cases of frauds as per the Board approved Fraud Risk Management Policy of the Company. The coverage of such reviews includes categories / trends of frauds, industry / sectoral / geographical concentration of frauds, delay in detection / classification of frauds and delay in examination / conclusion of staff accountability.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the activities of the Group. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Risk Management Committee reviews risk management policies of the Group pertaining to credit, market, liquidity and operational risks. It oversees the monitoring of compliances with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Note 44: Risk Management Framework

Senior Management Committees

a) Asset Liability Management Committee of the Board (ALCO): ALCO reviews the Liquidity Risk and Interest Rate Risk on a regular basis and suggests necessary actions based on its view and expectations on the liquidity and interest rate profile.

b) Management Credit Committee (MCC): The members of committee are senior management of the Group as defined in the prevailing delegation of authority. It recommends proposal including review to ICC / Board for loan facilities falling beyond assigned Delegation of Power and Authority. The committee is governed as per the delegation of authority applicable to the Group.

c) Operational Risk Management Committee (ORMC): ORMC is the oversight committee for ensuring effective management of operational risks. The committee reviews and approves the following:

- Operational risk management policy and including amendments if any.
- Insurance management framework.
- Corrective actions on operational risk incidents, based on analysis of the Key Risk Indicators (KRIs), operational risk process reviews, etc.
- Operational risk profile based on the KRIs which are beyond the tolerance limit

d) Fraud Risk Management Committee (FRMC): An independent Fraud Risk Management Committee (FRMC) comprising of top management representatives has been constituted that reviews the matters related to fraud risk and approves/recommends actions against frauds. It reviews the frauds reported and investigated with detailed root cause analysis and corrective action.

Business Unit Level Committees

There are various committees that exist at the business level for credit sanctions, monitoring and reviews such as Credit Committee (CC), Credit Monitoring Committee (CMC), Credit & Collection review, Retail Risk Review (RRR) for retail business.

C **Group's Risk Management Approach for handling various type of risks :**

a) **Credit risk**

Credit aspects in our Company are primarily covered by the Delegation of Authority approved by the Board. Credit underwriting is standardized and there is an increased focus on use of the scorecards. Credit monitoring happens at a portfolio level. Product performance is examined using analytics which forms the basis for policy changes, as well as the rollout of new products / programs or discontinuation of existing products / programs We measure, monitor and manage credit risks at individual borrower and portfolio level. During the course of the year, we recalibrate and realign our underwriting criteria with the prevailing market environment across product lines and the associated digital scorecards, significantly leveraging our risk analytics capabilities. This helps us in refining our credit decisioning as well as granular monitoring of our existing portfolio.

Our risk team ensures that our loan portfolio is strictly in line with all internal policies and regulatory guidelines with ongoing improvement of the credit processes. It also identifies, controls and mitigates various types of risks involved in the business, and defines the method to measure and quantify the risks. It also tracks relevant sectors and industries and assesses key industry risks on an ongoing basis along with carrying detailed credit analysis and providing independent opinion to sanctioning committees which ensure that all risks are clearly identified and steps to mitigate are set out and adhere to. Our Company also does portfolio monitoring and portfolio "stress-testing" on a regular basis.

b) **Market risk**

Market risk is risk due to change in market prices – e.g. interest rates, equity prices, foreign exchange rates and credit spreads, but not relating to changes in the obligor's/issuer's credit standing and will affect the Company's income or the value of its holdings of financial instruments. The objective of the Company's market risk management is to manage and control market risk exposures within acceptable risk tolerances levels to ensure the solvency and minimum volatility while optimising the balance between profitability and managing associated risks.

Under Liquidity Risk Management (LRM) framework for the Company, ALCO sets up limits for each significant type of risk/aggregated risk with liquidity being a primary factor in determining the level of limits. The monitoring of risk limits defined as per ALM policy is done by ALCO on regular basis. The Company has Asset Liability Management (ALM) support Company prescribed by RBI which meets on regular basis to ensure internal controls and reviews the liquidity risk management of the Company.

Interest rate risk:

Interest rate risk is measured through Interest rate sensitivity report where gaps are being monitored classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to earliest of contracted/behavioural maturities or anticipated re-pricing date. The Group monitors interest rate risk through traditional gap and duration gap approaches on a monthly basis. The interest rate risk limits are approved by the ALCO.

Refer Note No 45 .C.i for summary on sensitivity to a change in interest rates as on 31st March 2025.

Currency Risk

The Group is exposed to currency risk arising due to external commercial borrowings. The foreign currency loan in form of external commercial borrowing (ECB) raised by the Group are fully hedged basis.

The hedging policy as approved by the Asset Liability Committee (ALCO) prescribes the hedging of the risk associated with change in the interest rates and fluctuation of foreign exchange rates. Counter party risk is reviewed periodically in terms of exposure to various counter parties.

The Group's hedging policy guides effective hedging relationships to be considered as hedges as per the relevant Ind AS. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed. All hedges entered by the Group are cash flow hedges.

Refer Note No 45.C.ii & iii for gist of foreign currency risk exposure as on 31st March 2025.

Equity price risk

The Group investments in equity carry a risk of adverse price movement. To mitigate pricing risk emerging from investments in equity, the Group intermittently observes the performance of sectors and measures MTM gains/losses as per applicable accounting policy of the group.

Liquidity risk

Liquidity Risk is the risk that a Group will encounter difficulties in meeting its short-term financial obligations due to an asset– liability mismatch or interest rate fluctuations. The liquidity risk is being managed as per ALM policy which has following key elements:

i) ALCO sets the strategy for managing liquidity risk commensurate with the business objectives;
ii) ALCO has set various gap limits for tracking liquidity risk.
iii) The ALM policy is being reviewed on annual basis, including the risk tolerance, process and control. ALCO monitors the liquidity and interest rate gaps on regular basis.
iv) Group manages the liquidity position on a day-to-day basis and reviews daily reports covering the liquidity position. The regulatory compliance to the liquidity risk related limits are being ensured.
v) The group is fully complied to the Liquidity Coverage Ratio (LCR) framework as mandated by RBI.

Group's liquidity risk management strategy are as follows:

a. Maintaining a diversified funding through market and bank borrowings resources such as debentures, commercial papers, subordinated debt, perpetual debt, Inter-corporate deposits (ICD's), overdraft and bank term loans. Unused bank lines as well as High Quality Liquid Assets (HQLA) maintained under LCR framework constitute the main liquidity back up to meet the contingency funding plan. Additionally, based on Market scenario, the Group also maintains a portfolio of highly liquid mutual fund units.

b. The Group complies with the ALM guidelines and submits various returns and disclosures in accordance with the regulatory guidelines.

c. The Group carries out liquidity stress testing based on the cash flows and results are reported to ALCO on periodic basis. The Group has contingency funding plan in place which monitors the early warning signals arising out of company specific and market wide liquidity stress scenarios.

The Group has honoured all its debt obligations on time. Based on liquidity risk assessment, cash-flows mismatches are within the stipulated regulatory limits. The Group has been successful in maintaining the adequate liquidity by raising fresh/renewal of bank lines, regular access to capital market and financial institution under the various schemes promulgated by RBI to raise medium to long term funds. Owing to the above measures, the Group has not seen a rise in its liquidity risk.

Refer Note No 45.B for the summary of Maturity analysis for Group's financial liabilities and financial assets as on March 31, 2025.

Note 44: Risk Management Framework

c) **Operational Risk**

Operational Risk has been defined as "The risk of loss resulting from inadequate or failed internal processes, people and systems or from external events". The risk of direct or indirect potential loss arising from a wide variety of causes associated with the Company's processes, personnel, systems, or from external factors other than strategic and reputation risk Management of operational risk forms an integral part of Company's enterprise wide risk management systems. The organisation thrives towards incremental improvements to its operational risk management framework to address the dynamic industry landscape. Clear strategies and oversight by the Board of Directors and senior management, a strong operational risk management culture, effective internal control and reporting and contingency planning are crucial elements of Company's operational risk management framework.

The operational risk team monitors and reports key risk indicators ("KRI") and KRI exceptions. Suitable risk mitigation actions are taken wherever required to curtail the potential risk at the acceptable levels.
Company has a Business Continuity Planning "BCP" framework in place, to ensure uninterrupted business operations in case any disruptive event occurs. Company also has an IT Disaster Recovery Planning "IT-DRP" which provides the technology framework to continue day-to-day operations using secondary/back-up systems when primary system fails. It also protects the organisation against loss of computer-based data and information.

ORMC meets periodically to review the operational risk profile of the organization and oversee the implementation of the risk management framework and policies.

d) **Fraud Risk**

We have adopted a Board approved Fraud Risk Management framework. It has an effective & very strong fraud risk governance mechanism that encompasses controls covering below objectives:
1.Prevent (reduce the risk of fraud from occurring)
2.Detect (discover fraud when it occurs) and
3.Respond (take corrective action and remedy from the harm caused by fraud).
The changing business landscape and digitization has heightened the level of fraud risk in the environment arising due to new methods, schemes and technology. We will continue to invest in our fraud prevention and detection capabilities to protect our stakeholders.

e) **Compliance Risk**

We have a Compliance Risk Management framework in place, guided by a Board approved Compliance Policy, which lays down the roles and responsibilities towards ensuring compliance with applicable laws and regulations and the role of the Compliance Department in monitoring compliance.

f) **Cyber Security Risk**

The Information Security Policy has been designed to provide an overview of the information security requirements and describe the controls that may be used to meet these requirements. It defines the overall framework for information security risk management. It documents the expected behavior of system, data and information users. The Cyber Security Policy contains the approach to combatting cyber threats and cyber crisis management plan addressing detection, response, recovery and containment.

g) **Reputation Risk**

Reputational risk is defined as risk arising from negative perception on the part of customers, shareholders, investors, debt holders, media reports that can adversely affect our ability to maintain existing or establish new business relationships and continued access to sources of funding. Our governance culture supported by sound risk management is aimed at ensuring we remain resilient during challenging periods and forge a sustainable future for the organization.

D **Internal Control Systems :**

Our internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with applicable laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of our internal controls, including our systems and processes and compliance with regulations and procedures. Our internal audit function is required to provide an independent assessment to the Board on the effectiveness of implementation of our risk management framework, including the overall adequacy of the internal control system and compliance with internal policies and procedures. The internal audit reports are then discussed with the management and are reviewed by the Company's Audit Committee.

Further, our management has laid down internal financial control framework covering set of standards, processes and structure across the organization with reference to financial and non-financial controls to ensure that controls are adequate and are operating effectively. Internal finance control framework has been established in line with the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organisations of the Treadway Commission and Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. Testing is performed for each control through an independent firm, on behalf of our management, confirming the adequacy and effectiveness of controls and highlighting material deficiencies or design ineffectiveness of controls, if any.

E **Internal Capital Adequacy Assessment Process (ICAAP) :**

Tata Capital has put in place a Board approved ICAAP policy which is designed to identify, assess, and manage all risks that could significantly affect our financial positions or capital adequacy. It makes a thorough internal assessment of the need for capital, commensurate with the risks in our business on similar lines as prescribed for commercial banks under Pillar 2. ICAAP assessment process address these risks to ensure the stability and soundness of our operations, protecting our business and capital adequacy from potential threats and stressed scenarios.

TATA CAPITAL LIMITED

M.P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 45: Risk management review

This note presents information about the Group's exposure to following risks and its management of capital.

For information on the risk management framework, see Note 44

A. Credit risk

i. Credit quality analysis
ii. Collateral held and other credit enhancements
iii. Amounts arising from ECL

B. Liquidity risk

i. Maturity analysis for financial liabilities and financial assets
ii. Financial assets position pledged/ not pledged

C. Market risk

i. Exposure to interest rate risk – Non-trading portfolios
ii. Exposure to currency risks – Non-trading portfolios
iii. Foreign currency risk exposure- Subsidiaries

A. Credit risk

For the definition of credit risk and information on how credit risk is mitigated by the Group, see Note 44.

i. Credit quality analysis

The following table sets out information about the credit quality of financial assets measured at amortised cost. The amounts in the table represent gross carrying amounts for financial assets. For loan commitments, the amounts in the table represent the amounts committed.
Explanation of the terms: 12-month ECL, lifetime ECL and credit-impaired are included in Note 2(xi).

Note 45 : Risk management review *(Continued)*

A. Credit risk

i) **Loans by Division**

1) **Credit quality analysis *(continued)***

1) **Days past due based method implemented by Group for credit quality analysis of Loans**

a) The table below shows the credit quality and the maximum exposure to credit risk based on the days past due and year-end stage classification of Loans. The amounts presented are gross of impairment allowances:

(Rs. in Crs)

Outstanding Gross Loans	As at March 31, 2025						As at March 31, 2024				
	Count	Stage 1	Stage 2	Stage 3	POCI	Total	Count	Stage 1	Stage 2	Stage 3	Total
Days past due											
Zero overdue	30,45,630	2,09,742.28	383.03	43.73	2.60	2,10,171.64	22,63,279	1,53,860.44	1,253.99	27.45	1,55,141.88
1-30 days	1,50,074	8,578.59	413.37	37.41	3.36	9,032.73	54,836	2,102.18	262.79	15.52	2,380.49
31-60 days	79,007	-	2,629.92	71.82	4.16	2,705.90	23,827	-	1,071.73	24.26	1,095.99
61-90 days	38,118	-	571.49	92.45	1.05	664.99	13,621	-	315.63	49.92	365.55
More than 90 days	2,28,369	-	-	3,664.01	313.69	3,977.70	91,053	-	-	2,247.17	2,247.17
Total	**35,41,198**	**2,18,320.87**	**3,997.81**	**3,909.42**	**324.86**	**2,26,552.96**	**24,46,616**	**1,55,962.62**	**2,904.14**	**2,364.32**	**1,61,231.08**

(Rs. in Crs)

b) Impairment allowance on Loans	As at March 31, 2025					As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	POCI	Total	Stage 1	Stage 2	Stage 3	Total
Days past due									
Zero overdue	1,092.08	45.02	23.36	1.60	1,162.06	950.21	186.27	18.93	1,155.41
1-30 days	255.20	41.11	15.78	2.01	314.10	98.42	45.01	11.34	154.77
31-60 days	-	380.66	28.62	2.52	411.80	-	143.14	16.68	159.82
61-90 days	-	115.08	41.43	0.61	157.12	-	77.74	26.32	104.06
More than 90 days	-	-	2,166.23	195.14	2,361.37	-	-	1,679.17	1,679.17
Total	**1,347.28**	**581.87**	**2,275.42**	**201.88**	**4,406.45**	**1,048.63**	**452.16**	**1,752.44**	**3,253.23**
ECL coverage ratio (b/a)	**0.62%**	**14.55%**	**58.20%**	**62.14%**	**1.94%**	**0.67%**	**15.57%**	**74.12%**	**2.02%**

Note 45 : Risk management review (Continued)

A. Credit risk

2) Loans

(Rs. in Crs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Loans		
- At Amortised Cost	2,25,921.25	1,60,428.92
- At Fair Value through Other Comprehensive Income	623.02	761.53
- At Fair Value Through Profit and Loss	8.69	40.63
Total - Gross Carrying value of Loans	**2,26,552.96**	**1,61,231.08**
Less: Unamortised loan sourcing fee	(894.02)	(735.69)
Add: Unamortised loan sourcing costs	697.88	518.39
Total - Carrying Value of Loans	**2,26,356.82**	**1,61,013.78**
Less : Impairment Allowance	(4,406.45)	(3,253.23)
Total - Net Carrying value of Loans	**2,21,950.37**	**1,57,760.55**

3) Trade receivables

(Rs. in Crs)

PARTICULARS	As at March 31, 2025			As at March 31, 2024		
Category of Trade receivables	Gross	Impairment allowance	Net	Gross	Impairment allowance	Net
At Amortised Cost						
Stage 1: Considered good	84.54	(0.14)	84.40	99.23	(0.27)	98.96
Stage 2: Significant increase in credit risk	12.32	(0.08)	12.24	41.91	(0.17)	41.74
Stage 3: Credit impaired	27.15	(27.15)	-	33.38	(33.38)	-
Net Carrying value of trade receivables	**124.01**	**(27.37)**	**96.64**	**174.52**	**(33.82)**	**140.70**

Trade receivables overdue for 31 to 90 days are classified in Stage 2: Significant increase in credit risk
Lifetime expected credit losses are considered for trade receivables as per simplified approach,

Note 45 : Risk management review (Continued)

A. Credit risk

4) Derivative Financial Instruments

The Group enters into derivatives contract for risk management purposes and has elected to apply hedge accounting requirements. The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts.The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

(Rs. in Crs)

Derivatives held for cashflow hedge	As at March 31, 2025			As at March 31, 2024		
	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities
Foreign Exchange Forward contracts	12,833.57	16.10	201.71	1,955.45	0.76	34.20
Interest Rate Swap	-	2.42	9.84	-	29.64	-
Options	1,709.17	83.63	-	-	-	-
Cross currency interest rate swap	10,570.77	437.58	29.34	8,834.74	212.22	12.13
Total	25,113.51	539.73	240.89	10,790.19	242.62	46.33

Derivatives held for risk management purposes, not designated as hedging instruments:

The Group is exposed to foreign currency risk related to external commercial borrowings, medium term notes and letter of credit and the primary risk of change in the floating interest rate and payment in foreign currency towards principal and interest at future date is managed by entering into a interest rate swap and foreign exchange forward rate purchase agreement respectively.

The Group's risk management strategy and how it is applied to manage risk is explained in Note 44.

The cross currency interest rate swap and foreign exchange forward currency agreements are entered to fully hedge the risk on account of change in interest rate and foreign exchange fluctuations on account of the external commercial borrowings.

Interest rate swap has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of Interest rate swap is not shown separately

Note 45 : Risk management review (Continued)

A. **Credit risk**

ii) Collateral and other credit enhancements
The amount and type of collateral required depends on an assessment of the credit risk of the counterparty.

(1) The main types of collateral obtained across respective business division are as follows:

a Corporate and SME Finance division:
First charge over real estate properties, plant and machineries, inventory and trade receivables, equity and debt securities, floating charge over the corporate assets are obtained. For Construction equipment finance, the asset is hypothecated to the Company.

b Consumer, Housing finance and advisory business:
For housing loans, mortgage against residential property is obtained. For loan against property, mortgage against residential and commercial property is obtained. For Construction finance, additionally mortgage over residential and commercial project is obtained.

c Infrastructure finance:
The term loans are secured by charge on assets and cash flows of the underlying solar and road projects.

(2) The table represents categories of collaterals available against the loan exposures:

Particulars	**Category of collateral available**
Financial assets	
Loans	
Bills purchased and bills discounted	Charge on trade receivables and inventories
Term loans	1) Commercial and SME Finance Division A) charge over: i) real estate properties (including residential and commercial), ii) Property and equipment, iii) inventory and trade receivables, iv) marketable securities (equity and debt securities) B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors C) floating charge on corporate assets as mentioned in point a above 2) Consumer, Housing finance and advisory business A) real estate properties (including residential and commercial), B) land C) Under construction flat 3) Infrastructure finance division Secured by charge on assets and cash flows of the underlying solar and road projects.
Credit substitutes	
Finance lease and hire purchase	Hypothecation of the underlying asset financed, primarily includes plant and equipment
Factoring	Charge on Trade receivables and inventories
Retained portion of assigned loans	Mortgages over residential properties

(3) **Assets obtained by taking possession of collateral:**

The Group's collection policy is to pursue timely realisation of the collateral in an orderly manner. The Group upon a customer account becoming delinquent, undertakes the process to physically repossess properties or other assets with the help of external agents to recover funds, to settle outstanding. Any surplus funds if any received are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, construction equipments and tractors under legal repossession processes are not recorded on the balance sheet and not treated as non–current assets held for sale. Asset in the form of real estate property, plant and machinery, shares and securities received upon final settlement of the loan is recorded as non-current assets held for sale

Management monitors the market value of collateral as per the Credit monitoring process and will request additional collateral in accordance with the underlying agreement as applicable.

The table represents categories of collaterals available against the Stage 3 assets, basis valuation available with the Group:

(Rs. in Crs)

Particulars	**Category of collateral available**	**As at March 31, 2025**	**As at March 31, 2024**
Financial asset measured at Amortised Cost and FVTOCI			
Loans			
Bills purchased and bills discounted	Charge on Trade receivables and inventories	-	-
Term loans	A) Charges over: i) real estate properties (including residential and commercial), ii) Property and equipment, iii) inventory and trade receivables, iv) marketable securities (equity and debt securities)	920.27	907.84
Credit substitutes	B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors C) floating charge on corporate assets as mentioned in point A	-	-
Total		**920.27**	**907.84**

Note: Fresh valuation is obtained for stage 3 assets upon becoming overdue for more than 15 months.

Note 45 : Risk management review (Continued)

A **Credit risk**

iii **Amounts arising from ECL**

Impairment allowance on financial asset is covered in note 2(xi)

Inputs, assumptions and estimation techniques used for estimating ECL

1) **Inputs:**

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience, expert credit assessment and including forward looking information.

The Group allocates each exposure to a credit risk grade based on days past due, which is a quantitative factor that indicates the risk of default. Additional qualitative factors are applied such as fraudulent customer, reschedulement of loans and discontinued portfolios are also considered as qualitative factor.

These factors are applied uniformly for each lending product. Upon review the committee may conclude that the account qualifies for classification as stage 2 since there is increase in credit risk. The determination of the credit risk is for each product, considering the unique risk and rewards associated with it. The Group has observed varied level of risk across various buckets within each stage and a significant increase in risk in stage 2, based on assessment of qualitative parameters such as decline in net-worth, downgrade in internal ratings and external ratings for Corporate and SME Finance Division.

The objective of the ECL assessment is to identify whether a significant increase in credit risk has occurred for an exposure by comparing the remaining lifetime probability of default (PD) as at the reporting date; with the remaining lifetime PD for this point in time that was estimated at the time of initial recognition of the exposure and adjusted for changes on account of prepayments.

In assessing the impairment of loan assets under expected credit loss (ECL) Model, the loans have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial instrument.

Refer note 2(xi) in Significant accounting policies for definition of Stages of Asset

2) **Assumptions:**

The Group has applied following assumptions for determination of ECL.

1) "Loss given default" (LGD) is an estimate of loss from a transaction given that a default occurs.

2) "Probability of default" (PD) is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets and POCI are considered to have a 100% PD.

3) "Exposure at default" (EAD) represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Group including loan commitments.

4) Definition of default: A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been more than 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3. Defaulted accounts include customers reported as fraud in the Fraud Risk Management Committee (FRMC). Once an account defaults as a result of the Days past due condition, it will be considered to be cured only when entire arrears of interest and principal are paid by the borrower.

5) Forward looking information

The Group incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of a variety of external actual and forecast information, the Group forms a 'base case' view of the future direction of relevant economic variables such as real GDP, domestic credit growth, money market interest rate etc. as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome in a normal distribution curve while the other scenarios represent more optimistic and more pessimistic outcomes. More weight is applied to pessimistic outcome consistently as a matter of prudence than optimistic outcome.

6) Assessment of significant increase in credit risk

The credit risk on a financial asset of the Group are assumed to have increased significantly since initial recognition when contractual payments are more than 30 days past due. Additionally, accounts identified and reviewed by the Executive committee for labelling as breaching pre-defined critical credit risk parameters will also be classified as stage 2. Accordingly, the financial assets shall be classified as Stage 2, based on the quantitative as well as qualitative factors.

Note 45 : Risk management review (Continued)

A Credit risk

3) Estimation techniques:

The Group has applied the following estimation technique for ECL model:

1) The Group has used historic default rates for calculating the 12-month PD and Lifetime PDs

2) Loss given default is calculated after considering outstanding at the time of default and adjusting for actual recoveries basis time value of money,

3) Credit risk monitoring techniques

Exposures are subject to ongoing monitoring, which may indicate that a significant increase in credit risk has occurred on an exposure. The monitoring typically involves use of the following data for Corporate and Retail exposures:

i) Overdue status

ii) Restructuring, reschedulement of loans and requests for granting of forbearance

iii) Fraudulent customer

iv) Exit directed by the Risk management committee

v) Accounts classified by SICR committee indicating significant increase in credit risk

vi) Information published in the Basel IRB (Basel internal rating based approach refers to set of credit measurement techniques proposed by the Basel Committee on Bank Supervision (BCBS) for determining capital adequacy of the bank) norms is also used

4) Days past due are a primary input for the determination of the PD for exposures. The Group collects performance and default information about its credit risk exposures analysed by product. For some portfolios, information published in Basel IRB norms is also used.

5) The Group employs statistical models to analyse the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time. Such statistical models are selected considering the availability of information related to the probability of default for each product

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors. Key macro-economic indicators includes but are not limited to Private consumption, Real GDP, Consumer prices, Long-term bond yield, Unemployment rate, Gross fixed investment rate etc.

For the purpose of determination of impact of forward looking information, the Group applies various macro economic (ME) variables as stated above to each product and assess the trend of the historical probability of defaults as compared to the forecasted probability of default. Based on the directional trend of output, management applies an overlay if required. Overtime, new ME variable may emerge to have a better correlation and may replace ME being used now.

6) Based on advice from the external risk management experts, the Group considered variety of external actual and forecast information to formulate a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. Such forecasts are adjusted to estimate the PDs.

7) Predicted relationships between the key indicators and default and loss rates on various portfolios of financial assets have been developed based on analysing historical data over the past 5 years.

8) A maximum of a 12-month PD or actual contractual tenure is considered for financial assets for which credit risk has not significantly increased. The Group measures ECL for stage 2, stage 3 and POCI assets considering the risk of default over the contractual period over which it is exposed to credit risk.

Note 45 : Risk management review (Continued)

A **Credit risk**

9) The loans are segmented into homogenous product categories and further risk-based cohorts (for certain products) to determine the historical PD/LGD. This segmentation is subject to regular review.

10) For portfolios in respect of which the Group has limited historical data, external benchmark information is used to supplement the internally available data.

11) Techniques for determining LGD:

LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates against defaulted counterparties. The LGD models consider the cash flow received and assets received in lieu of settlement of loan. LGD estimates are calculated on a discounted cash flow basis using the contractual interest rate (approximation to expected EIR) as the discounting factor. The Group has adopted collection curve method for computation of loss given defaults to determine expected credit losses. In the Absence of observed history of default, LGD applied is based on Basel IRB norms for certain products.

12) Techniques for computation of EAD

a) EAD represents the expected exposure in the event of a default. The Group derives the EAD from the current exposure to the counterparty. The EAD of a financial asset is its gross carrying amount. For lending commitments, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on credit conversion factor for various loan commitments.

b) When estimating ECL for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. ECL is the present value of the difference between the contractual cash flows that are due to the Group if the holder of the commitment draws down the loan and the cash flows that the Group expects to receive if the loan is drawn down.

4) **Modified financial assets**

The Group renegotiates loans to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as stage 3. Such accounts are upgraded to stage 1 only upon observation of satisfactory repayments for at least one year from the commencement of the first payment of interest or principal (whichever is later). Stage 3 accounts acquired under business combination are classified as Purchased or Originated Credit Impaired (POCI). As per IND AS 109, such accounts will continue to be classified as POCI till closure.

Pursuant to RBI Covid restructuring policy, accounts for which Covid restructuring facility were given have been reclassified from Stage I to Stage II if DPD at invocation was between 0-30 and If the DPD was 30+ then the accounts were further downgraded within Stage II and corresponding staging wise ECL provision was done.

Note 45 : Risk management review (Continued)

A. Credit risk

iii Amounts arising from ECL

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to lending is, as follows:

(Rs. in Crs)

a)

Gross carrying amount	As at March 31, 2025					As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	POCI	Total	Stage 1	Stage 2	Stage 3	Total
Opening balance	1,55,962.62	2,904.14	2,364.32	-	1,61,231.08	1,14,651.83	3,485.34	2,059.69	1,20,196.86
Portfolio acquired under business combination	27,165.45	1,841.60	-	554.50	29,561.55	-	-	-	-
Reinstated balance as on April 1, 2024	1,83,128.07	4,745.74	2,364.32	554.50	1,90,792.63	1,14,651.83	3,485.34	2,059.69	1,20,196.86
New assets originated or purchased (Including charges levied on existing exposure)*	1,09,261.73	544.92	223.75	1.03	1,10,031.43	84,875.80	244.92	150.24	85,270.96
Assets derecognised or repaid (excluding write offs)	(70,149.17)	(1,626.43)	(403.26)	(174.96)	(72,353.82)	(42,084.15)	(1,109.91)	(389.68)	(43,583.74)
Transfers to Stage 1	1,439.65	(1,398.66)	(40.99)	-	-	211.09	(157.36)	(53.73)	-
Transfers to Stage 2	(2,569.24)	2,612.60	(43.36)	-	-	(781.29)	835.37	(54.08)	-
Transfers to Stage 3	(2,313.73)	(612.46)	2,926.19	-	-	(788.50)	(337.17)	1,125.67	-
Amounts written off	(476.44)	(267.90)	(1,117.23)	(55.71)	(1,917.28)	(122.16)	(57.05)	(473.79)	(653.00)
Closing balance	**2,18,320.87**	**3,997.81**	**3,909.42**	**324.86**	**2,26,552.96**	**1,55,962.62**	**2,904.14**	**2,364.32**	**1,61,231.08**

*Assets originated during the year has been presented on net basis i.e. collection has been netted off.

(Rs. in Crs)

b)

Impairment allowance on Loans	As at March 31, 2025					As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	POCI	Total	Stage 1	Stage 2	Stage 3	Total
Opening balance	1,048.63	452.16	1,752.44	-	3,253.23	851.04	754.68	1,587.53	3,193.25
Remeasurement due to changes in EAD/estimates	682.83	355.62	1,274.04	-	2,312.49	678.20	132.40	763.12	1,573.72
Effect of buisness combination*	137.24	122.75	228.28	201.88	690.15	-	-	-	-
Assets derecognised or repaid (excluding write offs)	(413.36)	(165.04)	(264.54)	-	(842.94)	(374.79)	(328.58)	(323.54)	(1,026.91)
Transfers to Stage 1	81.57	(80.56)	(1.01)	-	-	2.18	(1.82)	(0.36)	-
Transfers to Stage 2	(44.82)	51.01	(6.19)	-	-	(32.44)	42.89	(10.45)	-
Transfers to Stage 3	(125.85)	(97.26)	223.11	-	-	(65.80)	(113.57)	179.37	-
Amounts written off	(18.96)	(56.81)	(930.71)	-	(1,006.48)	(9.76)	(33.84)	(443.23)	(486.83)
Closing balance	**1,347.28**	**581.87**	**2,275.42**	**201.88**	**4,406.45**	**1,048.63**	**452.16**	**1,752.44**	**3,253.23**

TATA CAPITAL LIMITED MUMBAI

M.P. CHITALE & CO. MUMBAI C.A.

MSKA & ASSOCIATES Chartered Accountants

Note 45 : Risk management review (Continued)

A. Credit risk

iii Amounts arising from ECL

Modified financial assets

The Group renegotiates loans given to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the customer is currently in default on its debt or if there is a high risk of default, there is evidence that the customer made all reasonable efforts to pay under the original contractual terms and the customer is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as stage 3. Such accounts are upgraded to stage 1 only upon observation of satisfactory repayments of one year from the date of such down-gradation and accordingly loss allowance is measured using 12 month PD.

Exposure to modified financial assets

(Rs. in Crs)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Loan exposure to modified financial assets		
Gross carrying amount	1,631.23	2,074.58
Less: Impairment allowance	(370.18)	(598.46)
Net carrying amount	**1,261.05**	**1,476.12**

Note 45 : Risk management review (Continued)

B Liquidity risk

i. Maturity analysis for financial liabilities and financial assets

The following tables set out the remaining contractual maturities of the Group's financial liabilities and financial assets:

(Rs. in Crs)

As at March 31, 2025	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1-5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	9,478.20	9,478.20	8,681.57	-	796.63	-	-	9,478.20	-
Bank balances	964.85	964.85	898.51	0.14	18.98	47.22	-	917.63	47.22
Derivative assets	539.73	539.73	2.22	57.22	270.80	209.49	-	330.24	209.49
Receivables	97.59	97.59	19.35	78.24	-	-	-	97.59	-
Loans (Net of Impairment Allowance)*	2,21,950.37	2,21,950.37	13,370.27	18,660.54	52,766.53	78,886.76	58,266.27	84,797.34	1,37,153.03
Investments	8,717.79	8,717.79	6,975.45	-	0.61	781.76	959.97	6,976.06	1,741.73
Investments accounted using equity method	1,148.60	1,148.60	-	-	-	-	1,148.60	-	1,148.60
Other Financial Assets	1,101.40	1,101.40	149.90	567.69	149.18	234.05	0.58	866.77	234.63
Total	**2,43,998.53**	**2,43,998.53**	**30,097.27**	**19,363.83**	**54,002.73**	**80,159.28**	**60,375.42**	**1,03,463.83**	**1,40,534.70**
Financial liabilities by type									
Derivative liabilities	240.89	240.89	0.18	0.30	19.83	220.58	-	20.31	220.58
Trade and other payables	1,821.32	1,821.32	609.61	715.75	324.25	171.71	-	1,649.61	171.71
Debt securities	80,141.57	80,141.57	2,036.03	8,394.08	13,777.67	44,215.72	11,718.07	24,207.78	55,933.79
Borrowings (Other than Debt securities)#	1,18,620.40	1,18,620.40	6,626.69	14,147.43	26,734.22	67,463.08	3,648.98	47,508.34	71,112.06
Subordinated liabilities	9,652.96	9,652.96	118.82	100.11	1,209.86	3,409.79	4,814.38	1,428.79	8,224.17
Lease liabilities	436.22	436.22	6.70	13.34	54.34	266.66	95.18	74.38	361.84
Other financial liabilities#	2,212.63	2,212.63	1,314.33	459.41	152.38	286.51	-	1,926.12	286.51
Total	**2,13,125.99**	**2,13,125.99**	**10,712.36**	**23,830.42**	**42,272.55**	**1,16,034.05**	**20,276.61**	**76,815.33**	**1,36,310.66**

*Loans reported/to be reported to RBI, NHB as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions).

Borrowing reported/to be reported to RBI, NHB as per ALM includes Margin money towards derivative variation.

As at March 31, 2024	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1–5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	6,771.16	6,771.16	6,284.19	-	486.97	-	-	6,771.16	-
Bank balances	224.42	224.42	31.74	0.73	165.56	26.39	-	198.03	26.39
Derivative assets	242.62	242.62	-	0.05	3.14	239.43	-	3.19	239.43
Receivables	142.58	142.58	31.81	110.77	-	-	-	142.58	-
Loans (Net of Impairment Allowance)*	1,57,760.55	1,57,760.55	9,156.15	10,931.92	29,581.65	51,573.11	56,517.72	49,669.72	1,08,090.83
Investments	7,902.02	7,902.02	4,718.12	24.64	12.51	853.00	2,293.75	4,755.27	3,146.75
Investments accounted using equity method	830.78	830.78	-	-	-	-	830.78	-	830.78
Other Financial Assets	519.83	519.83	132.20	219.28	157.40	10.37	0.58	508.88	10.95
Total	**1,74,393.96**	**1,74,393.96**	**20,354.21**	**11,287.39**	**30,407.23**	**52,702.30**	**59,642.83**	**62,048.83**	**1,12,345.13**
Financial liabilities by type									
Derivative liabilities	46.33	46.33	0.05	0.07	1.29	44.92	-	1.41	44.92
Trade and other payables	1,389.91	1,389.91	433.14	534.02	250.97	171.78	-	1,218.13	171.78
Debt securities	60,503.68	60,503.68	937.46	8,221.46	10,279.12	29,779.70	11,285.94	19,438.04	41,065.64
Borrowings (Other than Debt securities)	79,142.88	79,142.88	1,543.96	8,324.70	19,693.16	45,733.09	3,847.97	29,561.82	49,581.06
Subordinated liabilities	8,538.73	8,538.73	69.71	17.88	1,168.74	2,617.45	4,664.95	1,256.33	7,282.40
Lease liabilities	326.53	326.53	4.95	9.09	29.28	183.44	99.77	43.32	283.21
Other financial liabilities	1,388.46	1,388.46	315.28	391.38	267.07	414.73	-	973.73	414.73
Total	**1,51,336.52**	**1,51,336.52**	**3,304.55**	**17,498.60**	**31,689.63**	**78,945.11**	**19,898.63**	**52,492.78**	**98,843.74**

*Loans reported/to be reported to RBI, NHB as per ALM includes Stage I and II provisions and excludes Stage III (net of provisions).

Note 45 : Risk management review (Continued)

B. **Liquidity risk**

ii. Financial assets position pledged/ not pledged

The total financial assets demonstrating position of pledged and not pledged assets are shown in the below table:

(Rs. in Crs)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Pledged	Not Pledged	Total	Pledged	Not Pledged	Total
ASSETS						
Financial assets	**2,20,396.59**	**23,601.94**	**2,43,998.53**	**1,57,228.16**	**17,165.80**	**1,74,393.96**
Cash and cash equivalents	0.55	9,477.65	9,478.20	-	6,771.16	6,771.16
Bank Balance other than Cash and cash equivalents	1.24	963.61	964.85	1.24	223.18	224.42
Derivatives financial instruments	-	539.73	539.73	-	242.62	242.62
Trade Receivables	-	96.64	96.64	-	140.70	140.70
Other Receivables	-	0.95	0.95	-	1.88	1.88
Loans	2,20,394.80	1,555.57	2,21,950.37	1,57,226.92	533.63	1,57,760.55
Investments	-	8,717.79	8,717.79	-	7,902.02	7,902.02
Investments accounted using equity method	-	1,148.60	1,148.60	-	830.78	830.78
Other financial assets	-	1,101.40	1,101.40	-	519.83	519.83
Non-financial Assets	**2.03**	**4,464.45**	**4,466.48**	**2.17**	**2,297.85**	**2,300.02**
Current tax asset	-	234.04	234.04	-	167.31	167.31
Deferred tax Assets (Net)	-	1,388.17	1,388.17	-	466.50	466.50
Investment property	0.20	2.93	3.13	0.22	2.80	3.02
Property, Plant and Equipment	1.83	1,511.43	1,513.26	1.95	830.98	832.93
Capital work-in-progress	-	1.81	1.81	-	4.15	4.15
Intangible assets under development	-	13.94	13.94	-	4.11	4.11
Other Intangible assets	-	76.97	76.97	-	42.79	42.79
Right to use assets	-	410.01	410.01	-	311.59	311.59
Other non-financial assets	-	825.15	825.15	-	467.62	467.62
Total Assets	**2,20,398.62**	**28,066.39**	**2,48,465.01**	**1,57,230.33**	**19,463.65**	**1,76,693.98**

Note 45 : Risk management review (Continued)

C. Market risk

i The following table sets out the allocation of assets and liabilities to non-trading portfolios. The Group does not allocate the assets and liabilities to trading portfolios.

(Rs. in Crs)

Particulars	Market risk measure	
	As at March 31, 2025	As at March 31, 2024
Financial assets		
Cash and cash equivalents	9,478.20	6,771.16
Bank balances	964.85	224.42
Derivative financial instruments	539.73	242.62
Trade receivables	96.64	140.70
Other receivables	0.95	1.88
Loans	2,21,950.37	1,57,760.55
Investments	8,717.79	7,902.02
Investments accounted using equity method	1,148.60	830.78
Other financial assets	1,101.40	519.83
Total	**2,43,998.53**	**1,74,393.96**
Financial liabilities		
Derivatives financial instruments	240.89	46.33
Total outstanding dues of micro enterprises and small enterprises	19.39	3.82
Total outstanding dues of creditors other than micro enterprises and small	1,801.93	1,386.09
Debt securities	80,141.57	60,503.68
Borrowings (Other than debt securities)	1,18,620.40	79,142.88
Subordinated liabilities	9,652.96	8,538.73
Lease liabilities	436.22	326.53
Other financial liabilities	2,212.63	1,388.46
Total	**2,13,125.99**	**1,51,336.52**

Note 45 : Risk management review (Continued)

C. Market risk

i Exposure to interest rate risk – Non-trading portfolios

Group carries out interest rate sensitivity analysis to assess the impact on earnings, of interest rate movement considering the rate sensitive assets and rate sensitive liabilities upto one year period. The fixed rate assets and liabilities which are falling due on residual basis within one year have been considered as floating rate assets and liabilities basis the minimum of 'interest rate reset date or maturity of the contract'. The basis risk between various benchmark linked to assets and liabilities are considered to be insignificant.

Below table illustrates impact on earnings on account of 100 bps change on in interest rate on the assets and liabilities due for repayment / rate reset in next one year.

As at March 31, 2025 (Rs. in Crs)

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	2,00,800.57	1,693.80	(1,693.80)
Rate sensative liabilities	1,49,257.17	1,183.72	(1,183.72)
Net	51,543.40	510.08	(510.08)

As at March 31, 2024 (Rs. in Crs)

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	1,44,781.56	1,182.19	(1,182.19)
Rate sensative liabilities	1,06,573.24	810.11	(810.11)
Net	38,208.32	372.08	(372.08)

The following table sets forth, for the periods indicated, the break-up of borrowings into variable rate and fixed rate.

Particulars	As at March 31, 2025	As at March 31, 2024
Variable rate borrowings	46%	47%
Fixed rate borrowings	54%	53%
Total borrowings	100%	100%

ii Exposure to currency risks – Non-trading portfolios
The Group has entered into derivative contract to fully hedge the risk.
The Group's exposure to foreign currency risk at on March 31, 2025 expressed in INR, are as follows

(Rs. in Crs)

Particulars	As at March 31, 2025				As at March 31, 2024			
	USD	EURO	JPY	SGD	USD	EURO	JPY	SGD
Letter of Credit/Buyers Credit	0.19	-	0.08	-	-	0.37	-	-

Particulars	Impact on profit after tax March 31, 2025				Impact on profit after tax March 31, 2024			
	USD	EURO*	JPY	SGD	USD	EURO	JPY	SGD
Sensitivity - Increase by 1%	-	-	-	-	-	-	-	-
Sensitivity - Decrease by 1%	-	-	-	-	-	-	-	-

Amount less than fifty thousand

Note 45 : Risk management review (Continued)

C. Market risk

iii. Foreign currency risk exposure- subsidiaries

The foreign currency risk from monetary asset and liabilities as at March 31, 2025 is as follows:

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
	US Dollar	US Dollar
Net exposure to foreign currency risk in respect of recognised financial assets/(financial liabilities)	623.31	566.19

Sensetivity analysis between Indian Rupee and US Dollar:

(Rs. in Crs)

Particulars	As at March 31, 2025	As at March 31, 2024
1% Depreciation in INR Impact on P&L	1.24	0.22
1% Appreciation in INR Impact on P&L	(1.24)	(0.22)

Note 46: Liquidity risk

i. **Exposure to liquidity risk**

The Group has set tolerance limits in the light of the Group's business objectives, strategic direction and overall risk appetite. The tolerance limits reflects balance between profitability and managing liquidity risk and considers Group's current financial condition and funding capacity. The Group maintains liquidity buffer of unencumbered highly liquid assets (if required) to insure against liquidity stress events.

ii. **Maturity analysis of assets and liabilities**

The table below set out carrying amount of assets and liabilities according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

(Rs. in Crs)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets	**1,03,463.83**	**1,40,534.70**	**2,43,998.53**	**62,048.83**	**1,12,345.13**	**1,74,393.96**
Cash and cash equivalents	9,478.20	-	9,478.20	6,771.16	-	6,771.16
Bank Balance other than (a) above	917.63	47.22	964.85	198.03	26.39	224.42
Derivatives financial assets	330.24	209.49	539.73	3.19	239.43	242.62
Receivables	97.59	-	97.59	142.58	-	142.58
Other receivable	-	-	-	-	-	-
Loans	84,797.34	1,37,153.03	2,21,950.37	49,669.72	1,08,090.83	1,57,760.55
Investments	6,976.06	1,741.73	8,717.79	4,755.27	3,146.75	7,902.02
Investments accounted using equity method	-	1,148.60	1,148.60	-	830.78	830.78
Other financial assets	866.77	234.63	1,101.40	508.88	10.95	519.83
Non-financial Assets	**832.09**	**3,634.39**	**4,466.48**	**450.53**	**1,849.49**	**2,300.02**
Current tax asset	35.41	198.63	234.04	5.44	161.87	167.31
Deferred tax Assets (net)	-	1,388.17	1,388.17	-	466.50	466.50
Investment property	-	3.13	3.13	-	3.02	3.02
Property, Plant and Equipment	-	1,513.26	1,513.26	-	832.93	832.93
Capital work-in-progress	-	1.81	1.81	-	4.15	4.15
Intangible assets under development	-	13.94	13.94	-	4.11	4.11
Other Intangible assets	-	76.97	76.97	-	42.79	42.79
Right of use assets	-	410.01	410.01	0.23	311.36	311.59
Other non-financial assets	796.68	28.47	825.15	444.86	22.76	467.62
Total Assets	**1,04,295.92**	**1,44,169.09**	**2,48,465.01**	**62,499.36**	**1,14,194.62**	**1,76,693.98**
LIABILITIES						
Financial Liabilities	**76,815.33**	**1,36,310.66**	**2,13,125.99**	**52,492.78**	**98,843.74**	**1,51,336.52**
Derivative financial liabilities	20.31	220.58	240.89	1.41	44.92	46.33
Trade and other payables	1,649.61	171.71	1,821.32	1,218.13	171.78	1,389.91
Other payable	-	-	-	-	-	-
Debt Securities	24,207.78	55,933.79	80,141.57	19,438.04	41,065.64	60,503.68
Borrowings (Other than debt securities)	47,508.34	71,112.06	1,18,620.40	29,561.82	49,581.06	79,142.88
Subordinated liabilities	1,428.79	8,224.17	9,652.96	1,256.33	7,282.40	8,538.73
Lease liabilities	74.38	361.84	436.22	43.32	283.21	326.53
Other financial liabilities	1,926.12	286.51	2,212.63	973.73	414.73	1,388.46
Non-Financial Liabilities	**662.02**	**306.36**	**968.38**	**401.23**	**374.12**	**775.35**
Current tax liability	73.75	290.75	364.50	31.08	365.65	396.73
Provisions	264.61	15.61	280.22	105.22	8.47	113.69
Deferred tax liabilities (Net)	-	-	-	-	-	-
Other non financial liabilities	323.66	-	323.66	264.93	-	264.93
Total liabilities	**77,477.35**	**1,36,617.02**	**2,14,094.37**	**52,894.01**	**99,217.86**	**1,52,111.87**
Net	**26,818.57**	**7,552.07**	**34,370.64**	**9,605.35**	**14,976.76**	**24,582.11**

47. Details of transactions with companies struck off under section 248 of the Companies Act, 2013:

Name of Struck off Company	Nature of transactions	As at 31-Mar-2025 (Rs in crore)	As at 31-Mar-2024 (Rs in crore)	Relation ship with the struck off	Company
Safna Consultancy Private Limited	Debenture	NA	0.27	Debenture Holder	Tata Capital Limited
Manak Realtors Private Limited	Loan	NA	0.18	Borrower	Tata Capital Limited
First Office Solutions India Private Limited	Loan	0.02	0.05	Borrower	Tata Capital Limited
Uark Entertainment OPC Private Limited	Loan	NA	0.02	Borrower	Tata Capital Limited
Mahaveerer Fabs Private Limited	Loan	0.40	NA	Borrower	Tata Capital Limited
Reliable Enterprise	Loan	0.01	NA	Borrower	Tata Capital Limited
R. S Caterers And Restaurants LLP	Loan	0.32	NA	Borrower	Tata Capital Limited
Ideal Hi-Tech Engineering Equipment Private Limited	Loan	3.38	NA	Borrower	Tata Capital Limited
Anant Crushers Private Limited	Loan	0.02	NA	Borrower	Tata Capital Limited
Elv Supply Chain Solutions (OPC) Private Limited	Loan	0.12	NA	Borrower	Tata Capital Limited
Vintage Motors Private Limited*	Loan	-	NA	Borrower	Tata Capital Limited
Flying Peregrine Falcon Logistics Private Limited	Loan	0.08	NA	Borrower	Tata Capital Limited
Atadco Trading Private Limited	Loan	0.02	NA	Borrower	Tata Capital Limited
Armam Agro Udyog Private Limited	Loan	0.03	0.04	Borrower	Tata Capital Housing Finance Limited
Peoplepro Trainers and Consultants Private Limited	Loan	0.20	0.21	Borrower	Tata Capital Housing Finance Limited
Sinclaire Inns and Resorts Private Limited	Loan	0.26	0.27	Borrower	Tata Capital Housing Finance Limited
Capital Infussion India Private Limited*	Trade Payable	-	-	Vendor	Tata Capital Housing Finance Limited
India Finsol Private Limited*	Trade Payable	-	-	Vendor	Tata Capital Housing Finance Limited
K & S Financial Services Private Limited*	Trade Payable	-	-	Vendor	Tata Capital Housing Finance Limited

**Amount less than Rs.50,000*

The above disclosure has been prepared basis the relevant information compiled by the Company on best effort basis.







48. Business Combination:

A. Acquisition of Tata Motors Finance Limited (FY 2024-25)

The Board of Directors of the Company at its meeting held on June 4, 2024 had approved a Scheme of Arrangement for amalgamation ("Scheme"), inter alia, involving the amalgamation of Tata Motors Finance Limited (Formerly known as Tata Motors Finance Solutions Limited) ("Amalgamating Company"), which is a public limited company, incorporated on 16th June 1992 with and into Tata Capital Limited ("Company/Amalgamated Company") and the consequent dissolution of the Amalgamating Company without being wound up, and the issuance of the New Equity Shares (as defined hereinafter) to the equity shareholders of the Amalgamating Company in accordance with the Share Exchange Ratio (37 equity shares of face value of Rs. 10/- each of Amalgamated Company shall be issued and allotted as fully paid up for every 100 equity shares of the face value of Rs. 100/- each fully paid up held in Amalgamating Company), and various other matters consequential, incidental, supplementary or otherwise integrally connected therewith, with effect from the Appointed Date under the provisions of Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions of the Companies Act (as defined hereinafter) and the rules made thereunder, and in compliance with the provisions of the Income Tax Act.

The Amalgamating Company is a non-banking financial company operating as a non-banking financial company - Investment and Credit Company ("NBFC-ICC"). The Amalgamating Company is also registered with the Insurance Regulatory and Development Authority of India ("IRDAI") as a corporate agent in terms of the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015.

The Reserve Bank of India vide its letter dated October 3, 2024 conveyed its No-Objection to the Scheme. The Scheme was approved by the Shareholders (Equity and Preference) and the Creditors (Secured and Unsecured) of the Company at the NCLT convened meetings of the Shareholders and Creditors held on January 16, 2025 and January 17, 2025, respectively. The Hon'ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, the Amalgamating Company and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 ("Effective Date") and the Amalgamating Company has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024.

As per Ind AS 103, the amalgamation has been accounted under "acquisition method". The difference between the purchase consideration and fair value has been accounted as goodwill/capital reserve on amalgamation, as applicable.

The merger of the entities has been undertaken to achieve greater scale, creating a larger unified financial services entity with an expanded geographical reach, strengthened capital and asset base. The consolidation is expected to generate significant synergies, enhancing value for all stakeholders. By combining resources, the merged entity will be able to drive diversification and offer integrated solutions to a broader customer base. Additionally, the merger will provide differentiated growth opportunities for employees. Both parties involved have a proven track record in their respective credit businesses, and consolidating these strengths will facilitate the pooling of knowledge and expertise, contributing to the long-term success and sustainability of the combined organisation.

1 The amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed

(Rs. in crore)

Particulars	As at April 1, 2024
ASSETS	
Cash and cash equivalents	3,204.53
Bank balances other than Cash and cash equivalents	3.86
Derivative financial instruments	98.46
Receivables	39.08
Loans	29,561.55
Investments	2,582.01
Other financial assets	999.87
Current tax assets	112.38
Deferred tax assets (net)	521.63
Investment Property	0.31
Property, plant and equipment	42.85
Other Intangible assets	7.23
Right of use assets	81.82
Other non-financial assets	184.43
Total Assets (a)	37,440.01
LIABILITIES	
Derivative financial instruments	49.58
Payables	429.82
Debt securities	3,901.32
Borrowings (other than debt securities)	25,605.04
Subordinated liabilities	1,150.49
Lease liabilities	81.82
Other financial liabilities	1,041.76
Current tax liabilities	0.19
Provisions	152.65
Other non-financial liabilities	69.78
Total Liabilities (b)	32,482.45
Net identifiable assets acquired (a)-(b)	**4,957.56**

2 Calculation of goodwill

The difference between the purchase consideration and amount attributable to identified intangible assets / assets and liabilties represents residual goodwill in the business. . As a result of the merger, the Company receives customer information such as names, contact information, historical credit provided and repayment information, etc. of existing customers of TMFL and vice versa. This information can further be divided into different customer profiles based on demography, zones, age groups, etc., which helps businesses target products/services according to their target audience that will be used by the merged entity to gain synergies from cross selling its products. Consequently, the Goodwill in the transaction subsumes the above synergy benefit, along with assembled workforce, future potential of the new branches that are planned to open, new customers, new geographies etc. None of the goodwill recognised is expected to be deductible for tax purposes.

The calculation of goodwill is as follows:

Particulars	(Rs. in crore)
Purchase consideration (being acquisition date fair values)	
- Equity shared issued	4,162.76
- perpetual instrument (classified as Equity as per IndAS 32)	1,808.00
-Settlement of Pre existing relationship (refer point 4)	(0.24)
Less: Net identifiable assets acquired (refer point 1)	(4,957.56)
Goodwill arising on Amalgamation#	1,012.96

#As per the Scheme, there is no capital restructuring. However, upon Scheme becoming effective, the identity of the statutory reserves of Amalgamating Company, if required by Applicable Law, shall be preserved and they shall appear in the financial statements of the Amalgamated Company in the same form and manner, in which they appeared in the financial statements of the Amalgamating Company and corresponding impact will be taken in the Amalgamation Adjustment Reserve. Further, upon Scheme becoming effective, the securities premium account available with the Amalgamated Company would be reduced against: (i) the Goodwill arising on Amalgamation; and (ii) the Amalgamation Adjustment Reserve.

3 For Acquired receivable :

Acquired receivables	(Rs. in crore)
Fair value of acquired receivable	39.08
Gross contractual amount of receivable	53.47
Contractual cashflow not expected to be collected	14.39

4 Pre-existing relationship details

In accordance with Ind AS 103, TMFL and TCL had a "pre-existing relationship" prior to the business combination, which was contractual in nature. This relationship involved a building leased by TMFL to TCL. This pre-existing relationship was effectively terminated when the Tata Capital Limited acquired Tata Motors Finance Limited. As a result, the balances related to this pre-existing relationship as of March 31, 2024, have been eliminated in the merged financial statements.

Details of the pre-amalgamation transaction as reflected in the books of TMFL as on March 31, 2024, are as follows:

Particulars	(Rs. in crore)
In the books of TMFL	
Trade receivables	0.24

5 ***Acquisition related cost***

Particulars	(Rs. in crore)
Acquisition related costs recognised in the Statement of Profit and Loss.	6.78

6 Revenues and profits contributed to the Company for the financial year ended March 31, 2025 are as follows:
(as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period)

Particulars	(Rs. in crore)
Revenue	4,802.98
Profit before tax	(80.60)

49. On cessation of equity broking activities in 2003 in Tata Securities Limited (Erstwhile known as Tata TD Waterhouse Securities Limited), the Company had reconciled the stocks held in its beneficiary account on behalf of clients .The stocks after reconciliation was transferred to DP opened in IL&FS Securities Limited (DP a/c no-10920737). In March 20, 2020 DP account was opened in Tata Securities Limited (DP a/c no-257091) and all the stocks from IL&FS Securities Limited (DP a/c no-10920737) DP accounts were transferred to Tata Securities DP accounts except stock of Cyberspace. The Cyberspace stock could not be transfer due to inactive ISIN, so the Cyberspace shares are still lying with IL&FS Securities Limited DP accounts.
There is no client outstanding as on March 31, 2025. The value of the stocks as on March 31, 2025 is Rs.0.17 crore.

50. The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Group, same are not covered:
a) The Group has not traded or invested in crypto currency or virtual currency during the financial year.
b) No proceedings have been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
c) The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
d) No satisfaction of charges are pending to be filed with ROC.
e) There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

51. The Group has assessed its obligations arising in the normal course of business, proceedings pending with tax authorities and other contracts including derivative and long term contracts. In accordance with the provisions of Indian Accounting Standard (Ind AS) - 37 on 'Provisions, Contingent Liabilities and Contingent Assets', the Group recognises a provision for material foreseeable losses when it has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure to this effect is made as contingent liabilities in the financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

52. The Board of Directors have recommended a final dividend of Re. 0.42 per equity share for the financial year 2024-25 resulting in a total dividend of Rs. 167.32 crore subject to approval of the shareholders in the forthcoming Annual General Meeting of the Company.

53. The Board of Directors of Tata Capital Limited ("the Company"/"TCL") at its meeting held on June 4, 2024, approved a Scheme of Arrangement for amalgamation of Tata Motors Finance Limited (formerly known as Tata Motors Finance Solutions Limited) ("TMFL"), a subsidiary of TMF Holdings Limited with and into TCL and their respective shareholders ("the Scheme"), under Sections 230 to 232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
The Reserve Bank of India and the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) have accorded their "No Objection" for the Scheme. The Scheme was approved by the Shareholders (Equity and Preference) and the Creditors (Secured and Unsecured) of the Company at the NCLT convened meetings of the Shareholders and Creditors held on January 16, 2025, and January 17, 2025, respectively.
The Hon'ble NCLT vide its Order dated May 1, 2025, has sanctioned the Scheme. Upon receipt of all requisite approvals, TMFL and the Company have filed the relevant Form with the Registrar of Companies on May 8, 2025. Accordingly, the Scheme has become effective on May 8, 2025 ("Effective Date") and TMFL has amalgamated with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 1, 2024.

In view of the Scheme becoming effective and as per its terms:
(i) The entire business of TMFL including all the assets, liabilities and undertakings of TMFL stand transferred to and vested in TCL and TCL will carry on all the business activities undertaken by TMFL.

(ii) From the Appointed Date till the effective date, the business carried on by TMFL shall be deemed to have been carried on for and on behalf of and in trust for TCL.

(iii) As per the swap ratio, The Board has approved allotment of 18,38,67,495 Equity shares of TCL to TMF Holdings Limited, being the shareholder of TMFL as on Record Date i.e. May 13, 2025, as per the share exchange ratio determined based on the Valuation Reports and the Fairness Opinions obtained by TCL and TMFL.

(iv) The holders of Non-Convertible Debentures (NCDs) of TMFL have become the holders of NCDs of TCL on the same terms, including the coupon rate, tenure, redemption price, quantum, nature of security, adequately safeguarding the interest of the NCD holders.

As per Indian Accounting Standard (Ind AS) 103, the amalgamation has been accounted under "acquisition method". The difference between the purchase consideration and fair value of the acquired assets and liabilities as per the provisional valuation report and has been accounted as goodwill. In accordance with the Scheme, goodwill arising on merger has been adjusted against the Securities Premium account. Since merger is effective April 1, 2024, previous figures for the year ended March 31, 2024 are not restated and hence same are not comparable with figures for the year ended March 31, 2025.

54. The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Group has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

In terms of our report attached,

M S K A & Associates
Chartered Accountants
ICAI Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812

M. P. Chitale & Co.
Chartered Accountants
ICAI Firm's Registration No: 101851W

Murtuza Vajihi
Partner
Membership No: 112555

Date: May 13, 2025
Place: Mumbai

For and on behalf of the Board of Directors

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/associates/joint ventures

(Rs. in Crs)

Part "A": Subsidiaries

Sr. No	Name of Subsidiary	The date since when subsidiary was acquired	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share Capital / Partner's Capital / Unitholder's Capital	Reserves & Surplus	Total Assets	Total Liabilitites	Investments	Turnover	Profit / (Loss) before Taxation	Provision for taxation	Profit / (Loss) After Taxation	Proposed Dividend	% of Shareholding
1	Tata Capital Housing Finance Limited	October 15, 2008	INR	608.82	8,193.17	70,676.61	61,874.62	1,108.93	6,969.09	2,012.74	513.81	1,498.93	-	100.00
2	Tata Capital Pte. Limited [2]	April 25, 2008	1 USD = 83.3363 INR	185.31	421.49	717.68	110.88	518.93	187.45	137.22	1.09	136.12	-	100.00
3	Tata Capital Advisors Pte. Limited [2]	April 25, 2008	1 USD = 83.3363 INR	64.69	22.99	102.82	15.14	0.19	187.74	(0.67)	(0.06)	(0.61)	-	100.00
4	Tata Capital General Partners LLP [2]	January 28, 2010	1 USD = 83.3363 INR	42.73	3.69	48.21	1.79	-	369.83	187.41	-	187.41	-	80.00
5	Tata Capital Growth II General Partners LLP [2]	September 28, 2018	1 USD = 83.3363 INR	0.17	(0.02)	1.65	1.50	-	2.75	0.04	-	0.04	-	80.00
6	Tata Capital Healthcare General Partners LLP [2]	June 17, 2010	1 USD = 83.3363 INR	0.43	(0.36)	0.11	0.04	-	-	(0.10)	-	(0.10)	-	100.00
7	Tata Capital Healthcare II General Partners LLP [2]	September 12, 2019	1 USD = 83.3363 INR.	0.09	0.30	0.55	0.16	-	1.32	0.06	-	0.06	-	100.00
8	Tata Opportunities General Partners LLP [2]	November 1, 2010	1 USD = 83.3363 INR	0.09	(0.11)	0.88	0.90	-	0.02	0.17	-	0.17	-	90.00
9	Tata Capital PLC [4]	November 10, 2009	-	-	-	-	-	-	-	-	-	-	-	-
10	Tata Securities Limited	July 27, 2007	INR	28.11	(7.25)	25.32	4.46	8.79	6.84	(7.48)	-	(7.48)	-	100.00
11	Tata Capital Growth Fund I -Trust [3]	July 26, 2010	INR	114.20	(114.06)	0.18	0.04	-	1.40	1.58	0.49	1.09	-	73.75
12	Tata Capital Special Situation Fund - Trust [3]	March 15, 2010	INR	103.25	(103.29)	0.19	0.23	-	-	(0.15)	-	(0.15)	-	28.20
13	Tata Capital Healthcare Fund I - Trust [3]	May 5, 2010	INR	79.78	(77.42)	2.77	0.41	-	21.23	20.66	0.07	20.59	-	32.05
14	Tata Capital Healthcare Fund II- Trust [3][6]	September 12, 2019	INR	918.47	(106.33)	813.65	1.51	813.15	0.29	(51.51)	-	(51.51)	-	16.43
15	Tata Capital Innovations Fund - Trust [3]	August 31, 2010	INR	234.65	(235.69)	1.06	2.10	0.61	(21.91)	(0.47)	0.02	(0.49)	-	27.86
16	Tata Capital Growth Fund II - Trust [3][6]	September 28, 2018	INR	736.41	(48.94)	687.75	0.28	685.55	0.46	(48.67)	-	(48.67)	-	39.15
17	TCL Employee Welfare - Trust [5]	March 2, 2010	INR	-	73.27	149.83	76.56	98.15	31.77	31.77	7.06	24.71	-	-

Notes - Part "A"

1) Reporting period for all subsidiaries is the same as holding company.

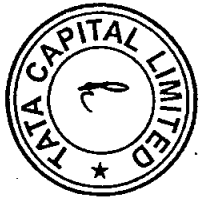
2) Share Capital/Partner's Capital/Unitholder's Capital, Reserves & Surplus, Total Assets, Total Liabilities and Investments are translated at exchange rate as on March 31, 2025 as: 1 USD = Rs. 85.4541 INR whereas Turnover, Profit/(Loss) before Taxation, Provision for Taxation and Profit/(Loss) after Taxation are translated at annual average rate of 1 USD = Rs. 84.5435 INR .

3) Though Trusts would not be considered as body corporates under the Companies Act 2013, these have been disclosed as a measure of good governance.

4) Tata Capital Plc, registered in UK, has liquidated on December 31, 2024.

5) The Employee Welfare Trust ("Trust") has been constituted to administer the Tata Capital Limited Employee Stock Purchase/ Option Scheme ("Scheme"), introduced by the Company, The Trust has been settled by way of a deed executed between the Trustee(s) and the settler. The Trust has been constituted, inter area, for the benefit of the employees of the company, its subsdiaries and the holding company (i.e Eligible Employees), in accordance with scheme.
The beneficiaries of the Trust are the Eligible Employees as defined in the Scheme and decided by the Nomination and Remuneration Committee of the Company. Thus, the Reserves & Surplus and Profit After Taxation belong entirely to the Non-Controlling Interest holder i.e. the Eligible Employees. It may be noted that the Trust is a Subsidiary in accordance with Indian Accounting Standards ("Ind As").

6) Consolidated based on capital contributed towards portfolio investment and expenses







Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/associates/joint ventures
Part "B": Associates
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

(Rs. in Crs)

Sr. No	Name of Associate/Joint Venture	1. Latest audited Balance Sheet date	2. Date on which the Associate was associated or acquired	3. Shares of Associate held by the company on the year end			4. Description of how there is significant influence	5. Reason why the Associate / Joint Venture has not been corisolidated	6. Networth attributable to shareholding as per latest audited Balance Sheet	7. Profit/Loss for the year	
				No. of Shares	Amount of investment in Associate	Extent of Holding %				i. Considered in Consolidation	ii. Not Considered in Consolidation
1	Novalead Pharma Private Limited	March 31, 2024	August 31, 2010	11,477	23.35	19.75%		N.A.	3.86	-	-
2	Sea6 Energy Private Limited	March 31, 2024	August 7, 2015	14,958	20.60	13.40%		N.A.	3.01	(5.96)	(38.54)
3	Alef Mobitech Solutions Private Limited	March 31, 2024	November 30, 2015	-	-	0.00%		N.A.	-	-	-
4	Vortex Engineering Private Limited	March 31, 2024	December 13, 2011	-	-	0.00%		N.A.	-	-	-
5	Kapsons Industries Private Limited	March 31, 2024	December 24, 2014	2,857	0.01	0.01%		N.A.	-	-	-
6	Fincare Business Services Limited	March 31, 2024	March 21, 2017	-	-	0.00%		N.A.	-	(0.33)	(43.04)
7	Fincare Small Finance Bank	March 31, 2024	September 13, 2013	-	-	0.00%		N.A.	-	-	-
8	Indusface Private Limited	March 31, 2024	April 21, 2020	4,51,721	35.00	36.89%		N.A.	6.43	(0.18)	(0.32)
9	Auxilo Finserve Private Limited	March 31, 2024	July 19, 2023	10	-	0.00%	Based on rights under definitive documents	N.A.	-	-	104.50
10	Linux Laboratories Pvt Ltd	March 31, 2024	February 22, 2021	3,600	15.00	3.90%		N.A.	4.34	0.97	23.94
11	Cnergyis Infotech India Pvt Ltd	March 31, 2024	January 10, 2022	87,282	57.09	23.89%		N.A.	7.09	2.23	7.11
12	Atulaya Healthcare Private Limited	March 31, 2024	July 20, 2021	100	0.01	0.01%		N.A.	0.01	-	(13.69)
13	Sakar Healthcare Limited	March 31, 2024	August 29, 2023	23,09,910	60.00	10.52%		N.A.	27.60	-	-
14	Anderson Diagnostic Services Private Limited	March 31, 2024	June 8, 2022	22,836	15.00	4.48%		N.A.	3.12	(0.65)	(13.89)
15	Finagg Technologies Private Limited	March 31, 2024	January 16, 2024	1	-	0.00%		N.A.	-	-	-
16	Noble Medichem Private Limited	March 31, 2024	April 18, 2024	9,80,941	98.00	39.41%		N.A.	2.94	0.75	1.16
17	Harsoria Healthcare Private Limited	March 31, 2024	December 31, 2024	29,191	35.29	5.49%		N.A.	4.50	(0.10)	(1.72)
18	Apex Kidney Care Private Limited	March 31, 2024	October 25, 2023	4,24,356	15.50	6.89%		N.A.	8.66	0.70	12.00

1. Fincare Small Finance Bank Limited ceased to be an Associate company w.e.f. April 01, 2024
2. Alef Mobitech Solutions Private Limited ceased to be an Associate company w.e.f. April 04, 2024
3. Vortex Engineering Private Limited ceased to be an Associate company w.e.f. June 04, 2024
4. Lokmanaya Hospital Private Limited ceased to be an Associate company w.e.f. July 05, 2024
5. Fincare Business Services Limited ceased to be an Associate company w.e.f. March 24, 2025

For and on behalf of the Board of Directors of
Tata Capital Limited

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Rakesh Bhatia
(Chief Financial Officer)

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

Place : Mumbai
Date: May 13, 2025

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF Tata Capital Limited

[Referred to in paragraph 23.7 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Tata Capital Limited on the consolidated Financial Statements for the year ended March 31, 2024]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

Opinion

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls reference to consolidated financial statements of Tata Capital Limited (hereinafter referred to as "the Holding Company") which includes the internal financial controls over financial reporting of the Holding Company and its subsidiary companies (the Holding Company and its subsidiaries together referred to as the "Group") which are companies incorporated in India, as of that date.

2. In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the internal financial controls with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note").

Management and Board of Director's Responsibility for Internal Financial Controls

3. The respective Management and the Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to consolidated financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

4. Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Group, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal

financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

6. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Group.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

7. A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

8. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

9. Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to subsidiary companies incorporated in India, is based on the corresponding reports of the auditor of such subsidiaries incorporated in India. Our opinion is not modified in respect of this matter.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Hasmukh B Dedhia
Partner
ICAI Membership Number: 033494
UDIN:

Mumbai
May 10, 2024

For **M S K A & Associates**
Chartered Accountants

ICAI Firm Registration Number: 105047W

Swapnil Kale
Partner
ICAI Membership Number: 117812
UDIN:

Mumbai
May 10, 2024

KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Level-19, Sunshine Tower,
Senapati Bapat Marg,
Elphinstone Road,
Mumbai - 400 013.

M S K A & Associates
Chartered Accountants
602, Floor 6, Raheja Titanium
Western Express Highway,
Geetanjali Railway Colony,
Ram Nagar, Goregaon (East),
Mumbai - 400 063.

INDEPENDENT AUDITOR'S REPORT

To the Members of Tata Capital Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying Consolidated financial statements of Tata Capital Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its associates which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated financial statements").

2. In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Rules") and other accounting principles generally accepted in India, of their Consolidated state of affairs of the Group as at March 31, 2024, of Consolidated profit and other comprehensive income, Consolidated changes in equity and its Consolidated cash flows for the year then ended.

Basis for Opinion

3. We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associates in accordance with the ethical requirements that are relevant to our audit of the Consolidated financial statements in terms of the Code of Ethics issued by Institute of Chartered Accountants of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and on consideration of audit reports of other auditors referred to in paragraph 18 of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the Consolidated financial statements.

Emphasis of Matter

4. We draw attention to Note 52 to the Consolidated financial statements narrating the scheme of amalgamation of Tata Capital Financial Services Limited ("TCFSL") and Tata Cleantech Capital Limited ("TCCL") with the Company, which became effective on January 1, 2024 and was accounted as a common control business combination in accordance with Appendix C of Ind AS 103 - "Business Combinations" from the appointed date i.e. April 1, 2023.

   Our opinion is not modified in respect of this matter.





Key Audit Matters

5. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements for the year ended March 31, 2024. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How the Key Audit Matter was addressed in our audit
Allowance for Expected Credit Loss (ECL) on Loan Assets: Total Loans as at March 31, 2024: Rs 1,61,231.08 Crores ECL Provision as at March 31, 2024: Rs 3,253.23 Crores (Refer Note 7 to the Consolidated financial statements)	
Indian Accounting Standard 109 - Financial Instruments ('Ind AS 109') requires the Company to provide for impairment of its financial assets using the expected credit loss ('ECL') approach involving an estimation of probability of loss on such financial assets, considering reasonable and supportable information about past events, current conditions and forecasts of future economic conditions which could impact the credit quality of the Company's financial assets. The estimation of impairment loss allowance on loan assets involves significant judgement and estimates, which are subject to uncertainty, and involves applying appropriate measurement principles in case of loss events. The Expected Credit Loss (ECL) is calculated using the percentage of probability of default (PD), loss given default (LGD) and exposure at default (EAD) for each of the stages of loan portfolio. Significant management judgment and assumptions involved in measuring ECL is required with respect to: • Segmentation of loan book in buckets based on common risk characteristics; • Staging of loans and in particular determining the criteria, which includes qualitative factors for identifying a significant increase in credit risk (i.e. Stage 2) and credit-impaired (i.e. Stage - 3); • factoring in future macro-economic and industry specific estimates and forecasts;	Our audit procedures in respect of this area included, but not limited to: a. Obtained and read Companies policies on ECL and evaluated the appropriateness of the Company's accounting policies for impairment of financial instruments and assessed compliance of the same with Indian Accounting Standard 109-Financial Instruments ('Ind AS 109') and ensured such policy is in compliant with the requirements of the RBI circulars / guidelines; b. Obtained the policy on moratorium and restructuring of loans approved by the Board of Directors pursuant to the RBI circulars/guidelines. c. Performed a walkthrough of the impairment loss allowance process, and assessed the design and tested operating effectiveness of the key controls over completeness and accuracy of the key inputs (including loan book as at March 31, 2024) and assumptions considered for calculation, recording and monitoring of the impairment loss recognized. These controls, amongst others, included controls over the allocation of assets into stages along with passing of journal entries and preparing disclosures; d. Obtained an understanding of the modelling techniques adopted by the Company including the key inputs and assumptions. Since, modelling

Key Audit Matters	How the Key Audit Matter was addressed in our audit
• past experience and forecast data on customer behaviour on repayments; • varied statistical modelling techniques to determine probability of default, loss given default and exposure at default basis, the default history of loans, subsequent recoveries made and other relevant factors using probability-weighted scenarios. Considering the significance of the above matter to the financial statements and since the matter required significant attention to test the calculation of expected credit losses, we identified this as a key audit matter for current year audit.	assumptions and parameters were based on historical data, we assessed whether historical experience was representative of current circumstances and was relevant in view of the recent impairment losses incurred within the portfolios; e. Assessed the assumptions used by the Company for grouping and staging of loan portfolio into various categories and default buckets and their appropriateness for determining the probability-weighted default (PD) and loss-given default (LGD) rates; f. Performed sample testing of the input data used for determining the PD (probability of default) and LGD (loss given default) rates and agreed the data with the underlying books of accounts and records; g. Tested the arithmetical accuracy of computation of ECL (expected credit loss) provision performed by the Company; h. Tested the completeness of loans included in the ECL calculations as of March 31, 2024 by reconciling such data with the balances as per loan book register; and i. Assessed and validated the adequacy and appropriateness of the disclosures made by the management as per the requirements of Ind AS 109 -'Financial Instruments' in the Consolidated Financial Statements.
Information Technology ("IT") System and Controls	
The Company is dependent on its information technology ('IT') systems due to the significant number of transactions that are processed daily across such multiple and discrete IT systems. Also, IT application controls are critical to ensure that changes to applications and underlying data are made in an appropriate manner and under controlled environment. Appropriate controls contribute to mitigating the risk of potential fraud or errors as a result of changes to applications and data. On account of the pervasive use of IT systems across varied different phases of	Our audit procedures in respect of this area included, but not limited to: a. Involved IT specialists as part of the audit for the purpose of testing the IT general controls and application controls (automated and semi-automated controls) to determine the accuracy of the information produced by the Company's IT systems.

Key Audit Matters	How the Key Audit Matter was addressed in our audit
business, the testing with respect to general computer controls of the IT systems used in financial reporting was identified to be a key audit matter. The Company has a complex IT architecture to support its day-to-day business operations. High volume of transactions is processed and recorded on single or multiple applications. The reliability and security of IT systems plays a key role in the business operations of the Company. Since large volume of transactions are processed daily, IT controls are required to ensure that applications process data as expected and that changes are made in an appropriate manner. Appropriate IT general controls and application controls are required to ensure that such IT systems are able to process the data, as required, completely, accurately and consistently for reliable financial reporting. The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls in systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated. The Company uses several systems for its overall financial reporting. In addition to it, large transaction volumes and the increasing challenges to protect the integrity of the Company's systems and data, we have identified 'IT systems and automated controls' as key audit matter because of the high-level automation, significant number of systems being used by the management and the complexity of the IT architecture and its impact on the financial reporting system.	b. Obtained an understanding of the Company's IT applications, databases and operating systems relevant to financial reporting and the control environment, including an understanding of the process, mapping of applications and understanding financial risks posed by people-process and technology. c. Tested design and operating effectiveness of key controls over user access management (including user access provisioning, de-provisioning, user access review, password configuration review and privilege access), change management (including compliance of change release in production environment to the defined procedures), program development (including review of data migration activity), computer operations (including testing of key controls pertaining to, backup, batch processing, incident management and data centre security) d. Performed procedures for a selected group of key controls over financial and reporting system to determine that these controls remained unchanged during the year or were changed following the standard change management process. e. Tested key automated and manual business cycle controls including testing of alternate procedures to assess whether there were any unaddressed IT risks that would materially impact the financial statements.

Information Other than the Consolidated financial statements and Auditor's Report Thereon

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the Consolidated financial statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

7. Our opinion on the Consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

8. In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

9. When we read the Other Information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

10. The Holding Company's Board of Directors are responsible for the preparation and presentation of these Consolidated financial statements in term of the requirements of the Act that give a true and fair view of the Consolidated financial position, Consolidated financial performance, Consolidated changes in equity and Consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with Rules, as amended. The respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associates for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

11. In preparing the Consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

12. The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

13. Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

14. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

14.1 Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

14.2 Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to Consolidated financial statements in place and the operating effectiveness of such controls.

14.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors.

14.4 Conclude on the appropriateness of the management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.

14.5 Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

14.6 Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the Consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated financial statements of which we are the independent auditors. For the other entities included in the Consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

15. We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

16. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

17. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements for the year ended March 31, 2024 and are therefore, the key audit matters. We describe these

matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

18. We did not audit the financial statements of 9 subsidiaries whose Financial Statements reflect Group's share of total assets of Rs. 55,154.78 crores as at March 31, 2024, Group's share of total revenue of Rs.5,325.26 crores, Group's share of total net profit after tax of Rs.1,180.17 crores, and Group's share of total comprehensive income of Rs. 1200.89 crores, for the period from April 1, 2023 to March 31, 2024 and Group's net cash inflow of Rs. 958.76 Crores for the year ended as on date respectively, as considered in the Consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

19. The Consolidated financial statements include the unaudited financial information of 12 associate(s) financial information reflect Group's share of total net loss after tax of Rs.11.65 Crores as considered in the Consolidated financial statements. This unaudited financial information have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these associates is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

20. The Consolidated financial statements include the audited financial statements of 8 subsidiaries whose financial statements reflect Group's share of total assets of Rs 2,153.97 Crores as at March 31, 2024, Group's share of total revenue of Rs 311.73 Crores, Group's share of total net profit after tax Rs. 236.69 Crores and Group's share of net cash inflow of Rs. 132.53 Crores for the year ended on that date as considered in the Consolidated financial statements, which have been audited by one of the joint auditors of the Holding Company. The independent auditor's report on the financial statements of this entities has been furnished to us by the management and our opinion on financial statements, in so far as it relates to amounts and disclosures in respect of this entity, is based solely on the report of such auditors and the procedures performed by us as stated in the paragraph above.

21. The Consolidated financial statements of the Company for the year ended March 31, 2023, were audited by one of the current joint auditor whose report dated April 27, 2023 expressed an unmodified opinion.

22. Our opinion on the Consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

23. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors and management provided financial information for associates, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

23.1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated financial statements.

23.2 In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in paragraph 24.8 below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).

23.3 The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated financial statements.

23.4 In our opinion, the aforesaid Consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

23.5 On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies, none of the directors of the Group companies and its associate companies are disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

23.6 The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 23.2 above on reporting under Section 143(3)(b) and paragraph 24.8 (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

23.7 With respect to the adequacy of internal financial controls with reference to Consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

24. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of audit reports of the other auditors on separate financial statements of such subsidiaries, as noted in the "Other Matters" paragraph

24.1 The Consolidated financial statements disclose the impact of pending litigations on the Consolidated financial position of the Group and it associates - Refer Note 35 to the Consolidated financial statements.

24.2 Provision has been made in the Consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts - Refer Note 50 to the Consolidated financial statements in respect of such items as it relates to the Group and its associates.

24.3 There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies incorporated in India.

24.4 The respective managements of the Holding Company, its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries to best of their knowledge and belief, as disclosed in the Note 53 to the Consolidated financial statements, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

24.5 The respective managements of the Holding Company, its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively, to best of their knowledge and belief, that no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

24.6 Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act and according to the information and explanations provided to us by the Management in this regard, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representation under paragraph 24.4 and 24.5 contain any material misstatement.

24.7 On the basis of our verification and on consideration of the reports of the statutory auditors of subsidiaries and associates that are Indian companies under the Act, we report that:

a. The final dividend proposed in the previous year, declared and paid by the Holding Company during the year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

b. The interim dividend declared and paid by the Holding Company during the year and until the date of the audit report is in compliance with section 123 of the Act to the extent it applies to payment of dividend.

c. The Board of Directors of the Holding Company, its subsidiaries, associates and joint ventures have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

24.8 Based on our examination which included test checks and based on the reports of the respective auditors of two subsidiaries, incorporated in India, the Holding Company, and its subsidiaries have used accounting software's for maintaining and recording loans and advances in its books of accounts, which has a feature of recording audit trail (edit log)

facility. As observed, during the course of our audit, the edit log feature in one of the limbs of an accounting software of the Holding Company and one subsidiary, was enabled and made effective from March 1, 2024. Further, in case of another software used by the Holding Company, the same is not observed to have been so enabled for bulk upload transactions as well as at the database level to log any direct data changes for the Holding Company. The audit trail facility at the database level was enabled from September 1, 2023. Except for these instances, the audit trail facility in the accounting software has been operating throughout the year for all relevant transactions recorded in the software and we did not come across any instance of audit trail feature being disabled or tampered with during the course of our audit.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

25. In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies, and management provided information in respect of associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, and its associate companies incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, and its associate companies incorporated in India is not in excess of the limit laid down under Section 197 of the Act.

26. With respect to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ('CARO') issued by Central Government in terms of Section 143(11) of the Act, to be included in Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and based on our consideration of CARO reports issued by respective auditors of the companies included in Consolidated financial statements, we report that there are no qualifications or adverse remarks in these CARO reports.

For **KKC & Associates LLP**
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Hasmukh B Dedhia
Partner
ICAI Membership Number: 033494
UDIN: 24033494BKCRBN4065

Mumbai
May 10, 2024

For **M S K A & Associates**
Chartered Accountants

ICAI Firm Registration Number: 105047W

Swapnil Kale
Partner
ICAI Membership Number: 117812
UDIN: 24117812BKFIEV3608

Mumbai
May 10, 2024

TATA CAPITAL LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

(Rs. in Crs)

	Particulars	Note	As at March 31, 2024	As at March 31, 2023
	ASSETS			
(1)	**Financial assets**			
(a)	Cash and cash equivalents	3	6,771.16	3,058.88
(b)	Bank balances other than (a) above	4	224.42	257.82
(c)	Derivative financial instruments	5	242.62	229.58
(d)	Receivables			
	(i) Trade receivables	6 *(i)*	89.38	74.91
	(ii) Other receivables	6 *(ii)*	1.88	0.37
(e)	Loans	7	1,57,760.55	1,16,788.72
(f)	Investments	8	7,902.02	12,658.97
(g)	Other financial assets	9	571.15	364.12
			1,73,563.18	**1,33,433.37**
(2)	**Non-financial assets**			
(a)	Current tax assets	10 *(i)*	167.31	172.08
(b)	Deferred tax assets (net)	10 *(ii)*	466.50	381.07
(c)	Investments accounted using equity method	11	830.78	595.07
(d)	Investment property	12	3.02	19.87
(e)	Property, plant and equipment	12	832.93	486.27
(f)	Capital work-in-progress	12 *(i)*	4.15	11.30
(g)	Intangible assets under development	12 *(ii)*	4.11	8.72
(h)	Other intangible assets	12	42.79	32.55
(i)	Right to use assets	37	311.59	193.93
(j)	Other non-financial assets	13	467.62	291.87
			3,130.80	**2,192.73**
	Total assets		**1,76,693.98**	**1,35,626.10**
	LIABILITIES AND EQUITY			
	LIABILITIES			
(1)	**Financial liabilities**			
(a)	Derivative financial instruments	5	46.33	62.32
(b)	Payables	14		
	(i) Trade payables			
	Total outstanding dues of micro enterprises and small enterprises		3.82	7.03
	Total outstanding dues of creditors other than micro enterprises and small enterprises		1,403.39	1,232.16
	(ii) Other payables			
	Total outstanding dues of micro enterprises and small enterprises		-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
(c)	Debt securities	15	60,503.68	51,375.58
(d)	Borrowings (Other than debt securities)	16	79,142.88	54,934.13
(e)	Subordinated liabilities	17	8,538.73	7,026.20
(f)	Lease liabilities	37	326.53	205.38
(g)	Other financial liabilities	18	1,378.02	1,986.77
			1,51,343.38	**1,16,829.57**
(2)	**Non-Financial Liabilities**			
(a)	Current tax liabilities	10 *(ii)*	396.73	337.98
(b)	Provisions	19	106.83	99.46
(c)	Other non-financial liabilities	20	264.93	210.42
			768.49	**647.86**
(3)	**EQUITY**			
(a)	Equity share capital	21	3,703.05	3,507.07
(b)	Shares pending for issuance		-	71.65
(c)	Other equity	22	19,714.08	13,761.14
	Equity attributable to owners of the Company		**23,417.13**	**17,339.86**
(4)	Non-controlling interest		**1,164.98**	**808.81**
	Total liabilities and equity		**1,76,693.98**	**1,35,626.10**
Significant accounting policies		2		
See accompanying notes forming part of the financial statements		3 to 54		

In terms of our report attached,

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm's Registration No: 105146W/W100621

Hasmukh B. Dedhia
Partner
Membership No: 033494
Mumbai

M S K A & Associates
Chartered Accountants

Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

For and on behalf of the Board of Directors

Saurabh Agrawal
(Chairman)
DIN: 02144558

F. N. Subedar
(Director)
DIN: 00028428

Varsha Purandare
(Independent Director)
DIN: 05288076

Nagaraj Ijari
(Independent Director)
DIN: 09390579

V.S. Radhakrishnan
(Independent Director)
DIN: 08064705

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Aarthi Subramanian
(Director)
DIN: 07121802

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

Rakesh Bhatia
(Chief Financial Officer)

Date : May 10, 2024

TATA CAPITAL LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in Crs)

	Particulars	Note	For the year ended March 31, 2024	For the year ended March 31, 2023
	Revenue from operations			
(i)	Interest income	23	16,366.47	11,910.90
(ii)	Dividend income		36.19	0.79
(iii)	Rental income		203.41	269.26
(iv)	Fees and commission income	24	1,045.88	569.58
(v)	Net gain/ (loss) on fair value changes	25	490.03	63.74
(vi)	Net gain on derecognition of associates		32.84	814.58
I	**Total revenue from operations**		**18,174.82**	**13,628.85**
II	Other income	26	23.56	8.64
III	**Total income (I + II)**		**18,198.38**	**13,637.49**
	Expenses			
(i)	Finance costs	27	9,568.23	6,600.64
(ii)	Impairment / derecognition on investment in associates		10.09	7.65
(iii)	Impairment on financial instruments	28	592.26	574.29
(iv)	Employee benefit expenses	29	1,850.09	1,294.18
(v)	Depreciation, amortisation and impairment	12	287.50	226.02
(vi)	Other expenses	30	1,486.61	1,144.85
IV	**Total expenses**		**13,794.78**	**9,847.63**
V	**Profit from continuing operations before exceptional items, share of net profits of investments accounted for using equity method and tax**		**4,403.60**	**3,789.86**
VI	Share in profit of associates		(11.57)	146.70
VII	**Profit from continuing operations before exceptional items and tax (V + VI)**		**4,392.03**	**3,936.56**
VIII	Exceptional items		-	-
IX	**Profit before tax from continuing operations (VII + VIII)**		**4,392.03**	**3,936.56**
	Tax expense			
(i)	Current tax		1,071.76	1,070.39
(ii)	Deferred tax		(6.69)	(79.60)
X	**Net tax expenses**		**1,065.07**	**990.79**
XI	**Profit for the year from continuing operations (IX-X)**		**3,326.96**	**2,945.77**
XII	**Other comprehensive income**			
A	**Items that will not be reclassified to profit or loss**			
	Owners of the Company			
	(a) Remeasurement of the defined employee benefit plans		(2.72)	(12.44)
	(b) Tax relating to Remeasurement of defined employee benefit plans		0.67	3.17
	(c) Changes in fair values of investment in equities carried at Fair Value Through Other Comprehensive Income (FVTOCI)		1,121.04	2,229.95
	(d) Tax on Changes in fair values of investment in equities carried at FVTOCI		(148.04)	(532.62)
	Non controlling interest			
	(a) Changes in fair values of investment in equities carried at FVTOCI (net of tax)		192.29	55.64
B	**Items that will be reclassified to profit or loss**			
	Owners of the Company			
	(a) Debt instruments measured through FVTOCI		22.25	(12.12)
	(b) Tax on Debt instruments through FVTOCI		(3.78)	2.11
	(c) Fair value loss on financial assets carried at FVTOCI		14.99	(4.17)
	(d) Tax relating to fair value gain on financial asset measured through FVTOCI		(3.77)	1.01
	(e) The effective portion of gain on hedging instruments in a cash flow hedge		(80.70)	40.82
	(f) Tax relating to the effective portion of gain on hedging instruments in a cash flow hedge		20.31	(10.27)
	(g) Share of other comprehensive income in associates (net)		(0.18)	(8.58)
	(h) Exchange differences in translating financial statements of foreign operations		8.03	47.63
	Non controlling interest			
	(a) Fair value loss on financial asset measured through FVTOCI (net of tax)		0.11	(0.09)
	Total Other Comprehensive Income		**1,140.50**	**1,800.04**
XIII	**Total Comprehensive Income for the year (XI+XII)**		**4,467.46**	**4,745.81**
XIV	**Profit for the year attributable to:**			
	Owners of the company		3,150.21	3,029.20
	Non-controlling interest		176.75	(83.43)
XV	**Other comprehensive income for the year attributable to:**			
	Owners of the company		948.10	1,744.49
	Non-controlling interest		192.40	55.55
XVI	**Total comprehensive income for the year attributable to: (XIV+XV)**			
	Total comprehensive income for the year attributable to:			
	Owners of the company		4,098.31	4,773.69
	Non-controlling interest		369.15	(27.88)
XVII	**Earnings per equity share (Face value : Rs. 10 per share)**			
	(1) Basic (In Rs.)		8.57	8.44
	(2) Diluted (In Rs.)		8.57	8.44
Significant accounting policies		2		
See accompanying notes forming part of the financial statements		3 to 54		

In terms of our report attached,

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm's Registration No: 105146W/W100621

Hasmukh B. Dedhia
Partner
Membership No: 033494
Mumbai

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

For and on behalf of the Board of Directors

Saurabh Agarwal
(Chairman)
DIN: 02144558

F. N. Subedar
(Director)
DIN: 00028428

Varsha Purandare
(Independent Director)
DIN: 05288076

Nagaraj Ijari
(Independent Director)
DIN: 09390579

V.S. Radhakrishnan
(Independent Director)
DIN: 08064705

Sujit Kumar Varma
(Independent Director)
DIN: 09073212

Aarthi Subramanian
(Director)
DIN: 07121802

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

Rakesh Bhatia
(Chief Financial Officer)

Date : May 10, 2024

TATA CAPITAL LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

a. Equity Share Capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	3,50,70,80,834	3,507.07	3,46,33,69,745.00	3,463.35
Changes in equity share capital due to prior period errors	-	-	-	-
Restated balance	3,50,70,80,834	3,507.07	3,46,33,69,745	3,463.35
Add: Shares issued during the year:	18,62,87,307	186.28	4,39,52,097	43.95
Add: Subscription of right issue by ESOP trust	(15,92,510)	(1.59)	(6,63,088)	(0.66)
Add/(less): Net shares issued to employees by ESOP trust	1,12,78,788	11.28	4,22,080	0.42
Add/(Less): Loans to Employees (net)		0.01		0.01
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**3,70,30,54,419**	**3,703.05**	**3,50,70,80,834**	**3,507.07**

b. Other Equity

(Rs. in Crs)

Particulars	Reserve and surplus							
	Securities premium	Capital reserve	Capital Redemption Reserve	Debenture Redemption Reserve	Special Reserve Account	Retained earnings	General Reserve	Employee stock option outstanding account
Balance as at April 01, 2022	**2,631.62**	**0.43**	**5.75**	**300.00**	**1,743.35**	**3,656.60**	**20.26**	**32.96**
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2022	**2,631.62**	**0.43**	**5.75**	**300.00**	**1,743.35**	**3,656.60**	**20.26**	**32.96**
Profit for the year (a)	-	-	-	-	-	3,029.20	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	-	-	-	-	-	3,029.20	-	-
Elimination against shares held by the ESOP Trust	(8.15)	-	-	-	-	-	-	-
Issue of equity shares	549.84	-	-	-	-	-	-	-
Share issue expenses	(0.08)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	16.51
Transfer to Special Reserve Account	-	-	-	-	650.13	(650.13)	-	-
Transfer to General Reserve Account	-	-	-	(300.00)	-	-	301.35	(1.35)
Loan given to employees for ESOP's held	0.02	-	-	-	-	-	-	-
Interim dividend on equity shares (including tax on dividend)	-	-	-	-	-	(55.42)	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	(20.11)	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Transfer to/(from) retained earning	-	-	-	-	-	(3.46)	-	-
Balance as at March 31, 2023	**3,173.25**	**0.43**	**5.75**	**-**	**2,393.48**	**5,956.68**	**321.61**	**48.12**
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2023	**3,173.25**	**0.43**	**5.75**	**-**	**2,393.48**	**5,956.68**	**321.61**	**48.12**
Profit for the year (a)	-	-	-	-	-	3,150.21	-	-
Other comprehensive income, net of tax (b)	-	-	-	-	-	-	-	-
Total comprehensive income for the year (c)=(a)+(b)	-	-	-	-	-	3,150.21	-	-
Elimination against shares held by the ESOP Trust	(14.99)	-	-	-	-	-	-	-
Issue of equity shares	1,888.65	-	-	-	-	-	-	-
Share issue expenses	(0.06)	-	-	-	-	-	-	-
Employee share options (net)	-	-	-	-	-	-	-	30.18
Transfer to Special Reserve Account	-	-	-	-	719.46	(719.46)	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	21.79	(21.79)
Loan given to employees for ESOP's held	0.01	-	-	-	-	-	-	-
Interim dividend on equity shares	-	-	-	-	-	(73.66)	-	-
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	26.57	-	-
Payout of income to contributors	-	-	-	-	-	-	-	-
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	1,212.49	-	-
Transfer to/(from) retained earning	-	-	-	-	-	3.11	-	-
Balance as at March 31, 2024	**5,046.86**	**0.43**	**5.75**	**-**	**3,112.94**	**9,555.94**	**343.40**	**56.51**







TATA CAPITAL LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2024

Particulars	Items of other comprehensive income						Total Other Equity	Non-Controlling interest	Total
	Foreign currency translation reserve	Remeasurement of defined benefit liability /asset	Fair value changes of financial instrument measured at fair value through other comprehensive income	Debt instruments through Other Comprehensive Income	Cash flow hedge reserve	Equity instruments through Other Comprehensive Income			
Balance as at April 01, 2022	91.07	(3.57)	19.85	(9.15)	15.67	-	8,504.84	796.15	9,300.99
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2022	**91.07**	**(3.57)**	**19.85**	**(9.15)**	**15.67**	**-**	**8,504.84**	**796.15**	**9,300.99**
Profit for the year (a)	-	-	-	-	-	-	3,029.20	(83.43)	2,945.77
Other comprehensive income, net of tax (b)	47.63	(9.27)	(11.74)	(10.01)	30.55	1,697.33	1,744.49	55.55	1,800.04
Total comprehensive income for the year (c)=(a)+(b)	47.63	(9.27)	(11.74)	(10.01)	30.55	1,697.33	4,773.69	(27.88)	4,745.81
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	(8.15)	-	(8.15)
Issue of equity shares	-	-	-	-	-	-	549.84	-	549.84
Share issue expenses	-	-	-	-	-	-	(0.08)	-	(0.08)
Employee share options (net)	-	-	-	-	-	-	16.51	-	16.51
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-
Loan given to employees for ESOP's held	-	-	-	-	-	-	0.02	-	0.02
Interim dividend on equity shares (including tax on dividend)	-	-	-	-	-	-	(55.42)	-	(55.42)
Increase/(decrease) in non-controlling interests due to dilution/ divestment/acquisition	-	-	-	-	-	-	(20.11)	223.27	203.16
Payout of income to contributors	-	-	-	-	-	-	-	(182.73)	(182.73)
Transfer to/(from) retained earning	-	-	-	3.46	-	-	-	-	-
Balance as at March 31, 2023	**138.70**	**(12.84)**	**8.11**	**(15.70)**	**46.22**	**1,697.33**	**13,761.14**	**808.81**	**14,569.95**
Changes in accounting policy / prior period errors	-	-	-	-	-	-	-	-	-
Restated balance as at April 1, 2023	**138.70**	**(12.84)**	**8.11**	**(15.70)**	**46.22**	**1,697.33**	**13,761.14**	**808.81**	**14,569.95**
Profit for the year (a)	-	-	-	-			3,150.21	176.75	3,326.96
Other comprehensive income, net of tax (b)	8.03	(2.05)	11.04	18.47	(60.39)	973.00	948.10	192.40	1,140.50
Total comprehensive income for the year (c)=(a)+(b)	8.03	(2.05)	11.04	18.47	(60.39)	973.00	4,098.31	369.15	4,467.46
Elimination against shares held by the ESOP Trust	-	-	-	-	-	-	(14.99)	-	(14.99)
Issue of equity shares	-	-	-	-	-	-	1,888.65	-	1,888.65
Share issue expenses	-	-	-	-	-	-	(0.06)	-	(0.06)
Employee share options (net)	-	-	-	-	-	-	30.18	-	30.18
Transfer to Special Reserve Account	-	-	-	-	-	-	-	-	-
Transfer to General Reserve Account	-	-	-	-	-	-	-	-	-
Loan given to employees for ESOP's held	-	-	-	-	-	-	0.01	-	0.01
Interim dividend on equity shares	-	-	-	-	-	-	(73.66)	-	(73.66)
Increase in non-controlling interests due to investments	-	-	-	-	-	-	26.57	255.80	282.37
Payout of income to contributors	-	-	-	-	-	-	-	(268.78)	(268.78)
Transfer to retained earning on derecognition of assets (net of tax)	-	-	-	-	-	(1,214.56)	(2.07)	-	(2.07)
Transfer to/(from) retained earning	-	-	1.93	(5.04)	-	-	-	-	-
Balance as at March 31, 2024	**146.73**	**(14.89)**	**21.08**	**(2.27)**	**(14.17)**	**1,455.77**	**19,714.08**	**1,164.98**	**20,879.06**

Significant accounting policies	2
See accompanying notes forming part of the financial statements	3 to 54

In terms of our report attached,

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm's Registration No: 105146W/W100621

Hasmukh B. Dedhia
Partner
Membership No: 033494
Mumbai

Date : May 10, 2024

M S K A & Associates
Chartered Accountants
Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

For and on behalf of the Board of Directors

Saurabh Agrawal *(Chairman)* DIN: 02144558	**F. N. Subedar** *(Director)* DIN: 00028428	**Varsha Purandare** *(Independent Director)* DIN: 05288076
Nagaraj Ijari (Independent Director) DIN: 09390579	**V.S. Radhakrishnan** *(Independent Director)* DIN: 08064705	**Sujit Kumar Varma** *(Independent Director)* DIN: 09075212
Aarthi Subramanian (Director) DIN: 07121802	**Rajiv Sabharwal** *(Managing Director & CEO)* DIN: 00057333	**Sarita Kamath** (Head - Legal and Compliance & Company Secretary)
Rakesh Bhatia (Chief Financial Officer)		

TATA CAPITAL LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in Crs)

Particulars	Note	For the year ended March 31, 2024	For the Year ended March 31, 2023
1 CASH FLOW FROM OPERATING ACTIVITIES			
Profit before tax		4,392.03	3,936.56
Adjustments for :			
Depreciation, amortisation and impairment		287.50	226.02
Net loss/(gain) on derecognition of property, plant and equipment and right-to-use assets		(16.31)	3.21
Interest expenses		9,568.23	6,600.64
Interest income		(16,366.47)	(11,910.90)
Dividend income		(36.19)	(0.79)
Provision for leave encashment		7.68	5.12
Exchange (gain)/loss (net)		(1.08)	(2.82)
Net loss /(gain) on fair value changes		(490.03)	(63.74)
Net loss/(gain) on derecognition of investment in Associates		(32.84)	(814.58)
Rental income on fair valuation of security deposit		(7.67)	(39.07)
Share in profit of associates		11.57	(146.70)
Share based payments to employees		34.17	21.48
Interest on income tax refund		(2.79)	(2.08)
Impairment / derecognition on investment in associates		10.09	7.65
Impairment on financial instruments		592.26	574.29
Reversal of provision against assets held for sale		(12.70)	-
		(2,062.55)	**(1,605.71)**
Interest paid		(8,913.35)	(5,904.64)
Interest received		15,694.83	11,422.15
Interest received on income tax refund		2.79	2.08
Dividend received		36.19	20.11
Cash generated from operation before working capital changes		**4,757.91**	**3,933.99**
Movement in working capital:			
(Increase) in loans		(40,889.14)	(26,786.81)
(Increase) in trade receivables		(53.09)	(58.59)
(Increase) in other financial/non financial assets		(189.19)	(157.24)
Increase/(decrease) in other financial/ non financial liabilities		(569.17)	758.32
(Decrease) in provisions		(1.02)	(13.27)
Increase in trade payable		168.69	217.76
		(41,532.92)	(26,039.83)
Taxes paid (net)		(1,223.53)	(1,083.76)
NET CASH USED IN OPERATING ACTIVITIES		**(37,998.54)**	**(23,189.60)**
2 CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment (including capital advances)		(697.93)	(207.99)
Proceeds from sale of property, plant and equipment		64.40	60.49
Investment in associates		(375.51)	(151.46)
Purchase of mutual fund units		(5,21,842.11)	(3,72,050.94)
Purchase of other investments		(3,250.02)	(8,720.99)
Proceeds from redemption of mutual fund units		5,26,521.31	3,70,680.01
Proceeds from sale of associates		173.56	1,008.46
Proceeds from sale of other investments		5,128.39	7,308.84
Bank Balances not considered as cash and cash equivalents		35.12	(195.99)
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES		**5,757.21**	**(2,269.57)**

TATA CAPITAL LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in Crs)

Particulars	Note	For the year ended March 31, 2024	For the Year ended March 31, 2023
3 CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from issue of Equity Shares		1,975.50	593.79
Infusion of capital by minority shareholders		282.37	203.16
Payout of income/gain to contributors		(268.80)	(182.75)
Repayment of lease obligation		(77.62)	(41.04)
Redemption of preference shares		-	(40.20)
Share and debt issue expenses		(51.77)	(42.11)
Dividend paid on equity & preference shares		(73.66)	(136.11)
Proceeds from debt Securities		41,502.67	36,664.50
Proceeds from borrowings (other than debt securities)		62,935.74	45,828.43
Proceeds from subordinated liabilities		1,787.14	129.00
Repayment of debt securities		(32,709.77)	(26,347.61)
Repayment of borrowings (other than debt securities)		(38,945.32)	(30,120.18)
Repayment of subordinated liabilities		(404.06)	(79.31)
NET CASH GENERATED FROM FINANCING ACTIVITIES		**35,952.42**	**26,429.57**
NET INCREASE IN CASH AND CASH EQUIVALENTS		**3,711.09**	**970.40**
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE YEAR		**3,058.88**	**2,081.62**
Exchange difference on translation of foreign currency cash and cash equivalents		1.19	6.86
CASH AND CASH EQUIVALENTS AS AT THE END OF THE YEAR		**6,771.16**	**3,058.88**
Significant accounting policies	2		
See accompanying notes forming part of the financial statements	3 to 54		

In terms of our report attached,

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm's Registration No: 105146W/W100621

Hasmukh B. Dedhia
Partner
Membership No: 033494
Mumbai

M S K A & Associates
Chartered Accountants

Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

For and on behalf of the Board of Directors

Saurabh Agrawal	**F. N. Subedar**	**Varsha Purandare**
(Chairman)	*(Director)*	*(Independent Director)*
DIN: 02144558	DIN: 00028428	DIN: 05288076
Nagaraj Ijari	**V.S. Radhakrishnan**	**Sujit Kumar Varma**
(Independent Director)	*(Independent Director)*	*(Independent Director)*
DIN: 09390579	DIN: 08064705	DIN: 09075212
Aarthi Subramanian	**Rajiv Sabharwal**	
(Director)	*(Managing Director & CEO)*	
DIN: 07121802	DIN: 00057333	
Sarita Kamath	**Rakesh Bhatia**	
(Head - Legal and Compliance & Company Secretary)	*(Chief Financial Officer)*	

Date : May 10, 2024

1 **CORPORATE INFORMATION**

Tata Capital Limited (CIN : U65990MH1991PLC060670) (the "Company" or "TCL") is a subsidiary of Tata Sons Private Limited.

2 **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES**

i. **Statement of compliance**

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the "Act") (as amended), other relevant provisions of the Act, guidelines issued by the Reserve Bank of India and National Housing Bank as applicable to NBFCs and other accounting principles generally accepted in India. Any application guidance / clarifications / directions issued by RBI/NHB or other regulators are implemented as and when they are issued / applicable, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment.

Material accounting policy information has been consistently applied except where a newly issued Ind AS is initially adopted or a revision to an existing Ind AS required a change in the material accounting policy information hitherto in use. The consolidated financial statements were authorised for issue by the Board of Directors (BOD) on May 10, 2024.

ii. **Presentation of consolidated financial statements**

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III of the Companies Act, 2013 (the 'Act'). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS.

A summary of the material accounting policy information and other explanatory information is in accordance with the Companies (Indian Accounting Standards) Rules, 2015 as specified under Section 133 of the Companies Act, 2013 (the 'Act') including applicable Indian Accounting Standards (Ind AS) and accounting principles generally accepted in India.

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis.

Amounts in the consolidated financial statements are presented in Indian Rupees in crore, which is also the Group's functional currency, and all amounts have been rounded off to the nearest lakhs unless otherwise indicated.

iii. **Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period as explained in the material accounting policy information below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services at the time of entering into the transaction.

iv. **Principles of Consolidation**

The Group is able to exercise control over the operating decision of the investee companies, resulting in variable returns to the Group and accordingly, the same are classified as investment in subsidiary and line by line consolidation is carried out under the principles of consolidation. The consolidated financial statements of the Group have been prepared on the following basis:

a) The financial statements of the subsidiaries and associates used in the consolidation are drawn up to the same reporting date as that of the Group i.e., March 31, 2024, except for certain associates for which financial statements as on the reporting date are not available. These have been consolidated based on their latest available financial information. Necessary adjustments have been made for the effects of significant transactions and other events between the reporting dates of such financial information and the Consolidated Financial Statements.

b) Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statement of the subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The consolidated financial statements of the Group and its subsidiaries have been combined on a line-by-line basis by grouping together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

c) The excess of cost to the Group of its investments in the subsidiaries over its share of equity of the subsidiaries, at the dates on which the investments in the subsidiaries were made, is recognised as "Goodwill on Consolidation" and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiaries as on the date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus' in the Consolidated Financial Statements.

d) In case of an overseas subsidiary, being a non-integral operation, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the "Foreign Currency Translation Reserve".

e) Non-controlling interest (NCI) are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.
Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

f) When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date of control is lost. Any resulting gain or loss is recognised in statement of profit and loss.

v. **Investments in associates:**

a) The Consolidated Financial Statements include the share of profit/ (loss) of associates, which have been accounted for using the equity method as per Ind AS 28- (Accounting for Investments in Associates in Consolidated Financial Statements). Accordingly, the share of profit/ (loss) of the associates (the loss being restricted to the cost of the investment) have been added/deducted to the costs of investments.

There are some investments in associates which is made by funds entities, the Group may elect to measure these investments at Fair value through profit or loss in accordance with IndAS 109.

The Group makes this selection for each associates, at initial recognition of associate.

b) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the Consolidated Financial Statements as Goodwill or Capital Reserve as the case may be and adjusted against the carrying amount of investment in the associate.

c) The carrying amount of investment in associates is reduced to recognise impairment, if any, when there is objective evidence of impairment.

d) Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal, is recognised in the statement of profit and loss/statement of other comprehensive income.

vi. **Measurement of fair values:**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

A number of the Group's material accounting policy information and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value for measurement and/or disclosure purposes for certain items in these consolidated financial statements is determined considering the following measurement methods:

Items	Measurement basis
Certain financial assets and liabilities (including derivatives instruments)	Fair value
Net defined benefit (asset)/liability	Fair value of planned assets less present value of defined benefit obligations
Property plant and equipment	Value in use under Ind AS 36

Fair values are categorized into different levels (Level 1, Level 2 or Level 3) in a fair value hierarchy based on the inputs used in the valuation techniques. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The levels are described as follows:

(a) Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

(b) Level 2: inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

(c) Level 3: inputs are unobservable inputs for the valuation of assets or liabilities that the Group can access at the measurement date.

Valuation model and framework used for fair value measurement and disclosure of financial instrument.
Refer notes 43(a) & 43(b)
The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

vii. **Use of estimates and judgements**

The preparation of consolidated financial statements in conformity with Ind AS requires the Management of the Group to make judgements, assumptions and estimates that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the consolidated financial statements and reported amounts of income and expenses for the reporting period. The application of material accounting policy information that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in the consolidated financial statements have been disclosed as applicable in the respective notes to accounts. Accounting estimates could change from period to period. Future results could differ from these estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effect are disclosed in the notes to the consolidated financial statements.

Judgements:

Information about judgements made in applying material accounting policy information that have most significant effect on the amount recognised in the consolidated financial statements is included in the following note:

Note ix - classification of financial assets: assessment of the business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and estimation of uncertainties:

Information about assumptions and estimation of uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2024 are included in the following notes:

Note xiv- Impairment test of non-financial assets: key assumption underlying recoverable amounts.
Note xiii- The Group's EIR methodology: rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given/taken.

Note xiv- Useful life of property, plant, equipment and intangibles.
Note 35- Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

Note xxiii- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.

Note xvi- Measurement of defined benefit obligations: key actuarial assumptions.
Note 43- Determination of the fair value of financial instruments with significant unobservable inputs.

Note 45- Impairment of financial instruments: assessment of whether credit risk on the financial asset has increased significantly since initial recognition, assumptions used in estimating recoverable cash flows and incorporation of forward-looking information in the measurement of expected credit loss (ECL).
The weights assigned to different scenarios for measurement of forward looking ECL, i.e. best case, worst case and base case also requires judgement.

viii. **Interest**

Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin.

Interest income is recognised using the effective interest method. The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial asset.

Calculation of the EIR includes all fees paid or received that are incremental and directly attributable to the acquisition or issue of a financial asset or liability.

Interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. at the amortised cost of the financial asset after adjusting for any expected credit loss allowance (ECLs)}. The Group assesses the collectability of the interest on credit impaired assets at each reporting date. Based on the outcome of such assessment, the interest income accrued on credit impaired financial assets are either accounted for as income or written off as per the write off policy of the Group.

The 'amortised cost' of a financial asset is the amount at which the financial asset is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any expected credit loss allowance.

The 'gross carrying amount of a financial asset' is the amortised cost of a financial asset before adjusting for any expected credit loss allowance.

ix. **Income not integral to effective interest rate (EIR) method under Ind AS 109 and Income from services and distribution of financial products:**

The Group recognises the fee and commission income not integral to EIR under Ind AS 109 in accordance with the terms of the relevant customer contracts / agreements and when it is probable that the Group will collect the consideration for following :

Revenue in the form of income from financial advisory (other than for those items to which Ind AS 109 - Financial Instruments are applicable) is measured at the transaction price allocated to the performance obligation, in accordance with Ind AS 115 - Revenue from contracts with customers.

The Group recognises revenue from contracts with customers (other than financial assets to which Ind AS 109 'Financial instruments' is applicable) based on a five step model as set out in Ind AS 115 'Revenue from contracts with customers'.

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Fees and commission income

(a) The Group recognises service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery. Bounce charges levied on customers for non-payment of instalment on the contractual date is recognised on realisation.

(b) Fees on value added services and products are recognised on rendering of services and products to the customer.

(c) Distribution income is earned by distribution of services and products of other entities under distribution arrangements. The income so earned is recognised on successful distribution on behalf of other entities subject to there being no significant uncertainty of its recovery.

(d) Foreclosure charges are collected from loan customers for early payment / closure of loan and are recognised on realisation.

(e) Wealth Management Business:

(i) Brokerage / Distribution /Fee Income Bonds / Fixed Deposits / Unlisted Equity / Wills & Trust / Alternative Investment Funds / International products / External Asset Cross sell / Other Referral Products : Income is recognised as per the contractual rate on trade date basis and is exclusive of goods and service tax and securities transaction tax (STT) wherever applicable.

(ii) Insurance Income : Income is recognised for the commission earned by the Group on the issuance of policies logged in during the month and confirmed by the Insurers subject to cancellations done by the customers.

(iii) Income from Mutual Funds : Income is recognised as per the commission specified in the agreement on daily average assets under management which is provided by Registrar and Transfer Agents of each Mutual Fund Entities.

(iv) Income from Portfolio Management Services ("PMS") & Alternative Investment Funds ("Trail based AIF") :
a. Income from PMS and Trail based AIF is recognised on monthly basis on the monthly closing assets of each partner and as per the contractual commission specified in the agreement.
b. Processing fees, if any, is recognized on upfront basis in the year of receipt.
c. Performance based fee, wherever applicable, is recognized as a percentage of annual profit, in accordance with the terms of the agreement with clients on the completion of the period.

x. **Dividend income**

Income from dividend on investment in equity shares of corporate bodies and units of mutual funds is accounted when the Group's right to receive dividend is established and it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably. Dividend income on financial assets measured at fair value through profit and loss is presented under Dividend income and not as a part of Net gains/(losses) on fair value changes.

xi. **Leases**

Asset given on lease:

Leases are classified as operating lease where significant portion of risks and reward of ownership of assets acquired under lease is retained by the lessor. Leases of assets under which substantially all of the risks and rewards of ownership are effectively retained by the lessee are classified as finance lease.

Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. Lease rentals are apportioned between principal and interest on the internal rate of return. The principal amount received reduces the net investment in the lease and interest is recognised as revenue.

Lease rental - under operating leases (excluding amount for services such as insurance and maintenance) are recognised on a straight-line basis over the lease term, except for increase in line with expected inflationary cost increases.

Asset taken on lease:

The Group's lease asset classes primarily consist of leases for properties.
The Group presents right-of-use assets and lease liabilities separately on the face of the Balance sheet. Lease payments (including interest) have been classified as financing cashflows.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment loss, if any, and adjusted for certain re-measurements of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date to the end of the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss. When a right-of-use asset meets the definition of investment property, it is presented in investment property.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate.
The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not be exercised.
The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated.

xii. **Borrowing Cost**

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability.

Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

xiii. **Financial Instruments**

Financial assets and financial liabilities are recognised in the Group's balance sheet on trade date, i.e. when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues of financial assets or financial liabilities carried at fair value through the profit or loss account are recognised immediately in the Statement of Profit or Loss.
Trade Receivables are measured at transaction price.

a) **Financial assets**

Classification
On initial recognition, depending on the Group's business model for managing the financial assets and its contractual cash flow characteristics, a financial asset is classified as measured at;

(i) Amortised cost;
(ii) Fair value through other comprehensive income (FVTOCI); or
(iii) Fair value through profit and loss (FVTPL).

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortized cost using Effective Interest Rate (EIR) method if it meets both of the following conditions and is not recognised as at FVTPL:

The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI - equity investment). This election is made an investment - by - investment basis.

All financials assets not classified and measured at amortized cost or FVTOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate the financials assets that otherwise meets the requirements to be measured at amortized cost or at FVTOCI or at FVTPL, if doing so eliminates or significantly reduces the accounting mismatch that would otherwise arise.

Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

-The stated policies and objectives for the portfolio and the operation of those policies in practice.
-How the performance of the portfolio is evaluated and reported to the Group's management;
-The risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

-The frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectation about future sales activity.

-How managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

At initial recognition of a financial asset, the Group determines whether newly recognized financial assets are part of an existing business model or whether they reflect a new business model. The Group reassess its business models each reporting period to determine whether the business models have changed since the preceding period.

Assessment whether contractual cash flows are solely payments of principal and interest (SPPI)
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. That principal amount may change over the life of the financial assets (e.g. if there are payments of principal). Amount of 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

Contingent events that would change the amount or timing of cash flows;
Terms that may adjust the contractual coupon rate, including variable interest rate features;
Prepayment and extension features; and
Terms that limit the Group's claim to cash flows from specified assets.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit or loss. The transaction costs and fees are also recorded related to these instruments in the statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit or loss. Any gain or loss on de-recognition is recognised in the statement of profit or loss.
Financial assets (other than Equity Investments) at FVTOCI	Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the statement of Profit and Loss.
Equity investments at FVTOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Reclassifications within classes of financial assets
Financial assets are not reclassified subsequent to their initial recognition, except in the period after the Group changes its business model for managing financial assets. The classification and measurement requirements of the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Group's financial assets.

Impairment of Financial Asset
Impairment approach
Overview of the Expected Credit Losses (ECL) principles

The Group records allowance for expected credit losses for all loans (including those classified as measured at FVTOCI), together with loan commitments, in this section all referred to as 'financial instruments' other than those measured at FVTPL. Equity instruments are not subject to impairment under Ind AS 109.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12m ECL). The Group's policies for determining if there has been a significant increase in credit risk are set out in Note 45.

The 12m ECL is the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

Both LTECLs and 12m ECLs are calculated on an individual/portfolio basis- having similar risk characteristic, depending on the nature of the underlying portfolio of financial instruments.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: When loans are first recognised, the Group recognises an allowance based on 12m ECLs. This also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2.

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. Stage 2 loans also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3.

Stage 3: Loans considered credit-impaired. A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3. Defaulted accounts include customers reported as fraud in the FRMC. Once an account defaults as a result of the DPD condition, it will be considered to be cured only when entire arrears of interest and principal are paid by the borrower. The Group records an allowance for the LTECLs.

Undrawn loan commitments
Undrawn loan commitments are commitments under which, over the duration of the commitment, the Group is required to provide a loan with pre-specified terms to the customer. Undrawn loan commitments are in the scope of the ECL requirements.

Financial guarantee contract:
A financial guarantee contract requires the Group to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.
Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL and not arising from a transfer of a financial asset, are subsequently measured at the higher of:
• the amount of the loss allowance determined in accordance with Ind AS 109; and
• the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the Group's revenue recognition policies. The Group has not designated any financial guarantee contracts as FVTPL.
Group's ECL for financial guarantee is estimated based on the present value of the expected payments to reimburse the holder for a credit loss that it incurs. The shortfalls are discounted by the interest rate relevant to the exposure.

The Measurement of ECLs
The Group calculates ECLs based on a probability-weighted scenario to measure the expected cash shortfalls, discounted at an approximation to the EIR. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

The mechanics of the ECL calculations are outlined below and the key elements are, as follows:
Probability of Default (PD): The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.

Exposure at Default (EAD): The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.

Loss Given Default (LGD): The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value

When estimating LTECLs for undrawn loan commitments, the Group estimates the expected portion of the loan commitment that will be drawn down over its expected life. The ECL is then based on the present value of the expected shortfalls in cash flows if the loan is drawn down, based on a probability-weightage. The expected cash shortfalls are discounted at an approximation to the expected EIR on the loan.

The above calculated PDs, EAD and LGDs are reviewed and changes in the forward looking estimates are analysed during the year.

The mechanics of the ECL method are summarised below:

Stage 1 The 12 months ECL is calculated as the portion of LTECLs that represent the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. These expected 12-months default probabilities are applied to a forecast EAD and multiplied by the expected LGD.

Stage 2 When a loan has shown a significant increase in credit risk since origination, the Group records an allowance for the LTECLs. The mechanics are similar to those explained above, but PDs and LGDs are estimated over the lifetime of the instrument. The expected cash shortfalls are discounted by an contractual or portfolio EIR as the case may be

Stage 3 For loans considered credit-impaired, the Group recognises the lifetime expected credit losses for these loans. The method is similar to that for stage 2 assets, with the PD set at 100%.

In ECL model the Group relies on broad range of forward looking information for economic inputs.

The Group recognises loss allowance for expected credit losses (ECLs) on all financial assets at amortised cost that are debt instruments, debt financial assets at fair value through other comprehensive income, loan commitments and financial guarantee contracts. No impairment loss is recognised on equity investments.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information (Refer Note 43).

Impairment of Trade receivable and Operating lease receivable
Impairment allowance on trade receivables is made on the basis of life time credit loss method, in addition to specific provision considering the uncertainty of recoverability of certain receivables.

Write-off
Impaired loans and receivables are written off, against the related allowance for loan impairment on completion of the Group's internal processes and when the Group concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For loans that are individually assessed for impairment, the timing of write off is determined on a case by case basis. A write-off constitutes a de-recognition event. The Group has a right to apply enforcement activities to recover such written off financial assets. Subsequent recoveries of amounts previously written off are credited to the statement of profit and loss.

Collateral valuation and repossession
To mitigate the credit risk on financial assets, the Group seeks to use collateral, where possible as per the powers conferred on the Non Banking Finance Companies under the Securitisation and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 ("SARFAESI").
The Group provides fully secured, partially secured and unsecured loans to individuals and Corporates. In its normal course of business upon account becoming delinquent, the Group physically repossess properties or other assets in its retail portfolio. Any surplus funds are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, plant and machinery under legal repossession processes are not recorded on the balance sheet and not treated as non-current assets held for sale unless the title is also transferred in the name of the Group.

Presentation of ECL allowance for financial asset:

Type of Financial asset	Disclosure
Financial asset measured at amortised cost	shown as a deduction from the gross carrying amount of the assets
Loan commitments and financial guarantee contracts	shown separately under the head "provisions"

Modification and De-recognition of financial assets
Modification of financial assets
A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. The Group renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness). Such accounts are classified as stage 3 immediately upon such modification in the terms of the contract.

Not all changes in terms of loans are considered as renegotiation and changes in terms of a class of obligors that are not overdue is not considered as renegotiation and is not subjected to deterioration in staging.

De-recognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

(a) the rights to receive cash flows from the asset have expired, or
(b) the Group has transferred its rights to receive cash flows from the asset and substantially all the risks and rewards of ownership of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of ownership of the asset, but has transferred control of the asset.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.
Any cumulative gain/loss recognised in OCI in respect of equity investment securities designated as at FVTOCI is not recognised in profit or loss on derecognition of such securities. Any interest in transferred financial assets that qualify for derecognition that is created or retained by the Group is recognised as a separate asset or liability.

Financial liability, Equity and Compound Financial Instruments
Debt and equity instruments that are issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Financial liabilities are subsequently measured at the amortised cost using the effective interest method, unless at initial recognition, they are classified as fair value through profit and loss. Interest expense are recognised in the Statement of profit and loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

Financial liabilities
A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group or a contract that will or may be settled in the Group's own equity instruments and is a non-derivative contract for which the Group is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Group's own equity instruments.

Classification
The Group classifies its financial liability as "Financial liability measured at amortised cost" except for those classified as financial liabilities measured at fair value through profit and loss (FVTPL).

De-recognition of financial liabilities
The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Equity
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is an equity instrument.

No gain/loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Treasury shares
When any entity within the Group purchases the company's ordinary shares, the consideration paid including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from securities premium.

b) **Derivative Financial Instruments**
The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if certain criteria are met.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each balance sheet date. The resulting gain/loss is recognised in the statement of other comprehensive income immediately unless the derivative is designated and is in-effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedge relationship.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with its floating rate borrowings arising from changes in interest rates and exchange rates.

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges
When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flows hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in fair value of the derivative is recognised immediately in statement of profit and loss.

The Group designates only the change in fair value of the spot element of forward exchange contracts as the hedging instrument in cash flow hedge relationships. The change in fair value of the forward element of the forward exchange contracts ('forward points') is separately accounted for as cost of hedging and recognised separately within equity.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to statement of profit and loss.

c) **Cash, Cash equivalents and bank balances**
Cash, Cash equivalents and bank balances include fixed deposits, margin money deposits, and earmarked balances with banks which are carried at amortised cost.

xiv. **Property, plant and equipment (PPE)**

a) **PPE**

Property, plant and equipment acquired by the Group are reported at acquisition cost less accumulated depreciation and accumulated impairment losses and estimated cost of dismantling and removing the item and restoring the site on which its located if any. However estimated cost of dismantling and removing the item and restoring the site on which its located does not arise for leased assets since the same are borne by the lessee as per the lease agreement. The acquisition cost includes any cost attributable for bringing an asset to its working condition net of tax/duty credits availed, which comprises of purchase consideration and other directly attributable costs of bringing the assets to their working condition for their intended use. PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Subsequent expenditure on PPE after its purchase is capitalized only if it is probable that the future economic benefits will flow to the enterprise and the cost of the item can be measured reliably.

b) **Capital work-in-progress**

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress" and carried at cost, comprising direct cost, related incidental expenses and attributable interest.

c) **Other Intangible assets**

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to the acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets. Expenses on software support and maintenance are charged to the Statement of Profit and Loss during the year in which such costs are incurred.

d) **Intangible assets under development**

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

e) **Depreciation and Amortisation**

Depreciable amount for tangible property, plant and equipment is the cost of an asset, or other amount substituted for cost, less its estimated residual value. The residual value of each asset given on Operating lease is determined at the time of recording of the lease asset. If the residual value of the Operating lease asset is higher than 5%, the Group has a justification in place for considering the same.

Depreciation on tangible property, plant and equipment deployed for own use has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of buildings, equipment and vehicles, in whose case the life of the assets has been internally assessed based on the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, etc. Based on internal assessment, depreciation on tangible property, plant and equipment deployed on operating lease has been provided on the straight-line method over the primary lease period of the asset. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/residual value is accounted on prospective basis. Depreciation for additions to/deductions from owned assets is calculated pro rata to the remaining period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life. All capital assets with individual value less than Rs. 5,000 are depreciated fully in the year in which they are purchased.

Purchased software / licenses are amortised over the estimated useful life during which the benefits are expected to accrue. The method of amortisation, residual value and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis. Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

Estimated useful life of Owned assets considered by the Group are:

Asset	Estimated Useful Life
Leasehold Improvements	As per lease period
Furniture and Fixtures	10 years
Computer Equipment	4 years
Office Equipment	5 years
Vehicles	4 years
Software Licenses	1 to 15 years
Buildings / Investment Property	25 years
Plant & Machinery	10 years

Leased assets: as per the lease period

f) **Investment property**

Properties held to earn rentals and/or capital appreciation are classified as Investment properties and measured and reported at cost, including transaction costs. Subsequent to initial recognition its measured at cost less accumulated depreciation and accumulated impairment losses, if any. When the use of an existing property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

When there is a change in use of an existing property classified as investment property evidenced by commencement of owner occupation, the property is reclassified as property, plant & equipment at its carrying amount on the date of reclassification.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

g) **Impairment of assets**

Upon an observed trigger, the Group reviews the carrying amounts of its PPE, investment property and intangible asset to determine whether there is any indication that the asset have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of fair value less cost of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

h) **De-recognition of property, plant and equipment and intangible asset**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss.

xv. **Non-Current Assets held for sale:**

Non-current assets are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

The Group has a policy to make impairment provision at one third of the value of the Asset for each year upon completion of three years up to the end of five years based on the past observed pattern of recoveries. Losses on initial classification as Held for sale and subsequent gains & losses on Remeasurement are recognised in Statement of Profit and loss. Once classified as Held for sale, the assets are no longer amortised or depreciated.

xvi. **Employee Benefits**

Defined Contribution benefits include superannuation fund.

Defined Employee benefits include gratuity fund, provident fund compensated absences and long service awards.

Defined contribution plans

The Group's contribution to superannuation fund is considered as defined contribution plan and is charged as an expense in the Statement of Profit and Loss based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

The Group makes Provident Fund contributions, a defined benefit plan for qualifying employees. Under the Schemes, both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions, except that the employer's contribution towards pension fund is paid to the Regional Provident Fund office, as specified under the law, are made to the provident fund set up as an irrevocable trust by Tata Capital Limited ("the ultimate parent Company"). The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall on account of , if any, shall be made good by the Group. Hence the Group is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2024.

Short-term employee benefits
The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the reporting period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Other long-term employee benefits
Compensated absences which are not expected to occur within twelve months after the end of the year in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long term service awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.
The obligation is measured on the basis of actuarial valuation using Projected unit credit method and Remeasurement gains/ losses are recognised in P&L in the period in which they arise.

Share based payment transaction
The stock options granted to employees pursuant to the company's Stock Options Schemes, are measured at the fair value of the options at the grant date as per Black and Scholes model. The fair value of the options is treated as discount and accounted as employee compensation cost, with a corresponding increase in other equity, over the vesting period on a straight line basis. The amount recognised as expense in each year is arrived at based on the number of grants expected to vest. If a grant lapses after the vesting period, the cumulative discount recognised as expense, with a corresponding increase in other equity, in respect of such grant is transferred to the General reserve within other equity

xvii. **Foreign currency transactions**
Transactions in currencies other than the Group's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the rates prevailing at the year end. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.
Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

xviii. **Operating Segments**
The Group's main business is financing by way of loans for retail and corporate borrowers in India. The Group's operating segments consist of "Financing Activity", " Investment Activity" and "Others". All other activities of the Group revolve around the main businesses. This in the context of Ind AS 108 - operating segments reporting are considered to constitute reportable segment. The Chief Operating Decision Maker (CODM) of the Group is the Board of Directors along with Managing Director. Operating segment disclosures are consistent with the information reviewed by the CODM.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. Accordingly, all operating segment's operating results of the Group are reviewed regularly by the Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The "Financing Activity" segment consists of asset financing, term loans (corporate and retail), channel financing, credit substitutes, investments linked to/arising out of lending business and bill discounting. The "Investment Activity" segment includes corporate investments and "Others" segment primarily includes advisory services, wealth management, distribution of financial products and leasing.

Revenue and expense directly attributable to segments are reported under each operating segment. Expenses not directly identifiable to each of the segments have been allocated to each segment on the basis of associated revenues/expenses of each segment. All other revenue and expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

Assets and liabilities that are directly attributable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

xix. **Investments in associates**
The Group has elected to measure investment in associate at cost as per Ind AS 27 - Separate Financial Statements, accordingly measurement at fair value through statement of profit and loss account and related disclosure under Ind AS 109 does not apply.

xx. **Earnings per share**
Basic earnings per share has been computed by dividing net income attributable to owners of the Group by the weighted average number of shares outstanding during the year. Partly paid up equity share is included as fully paid equivalent according to the fraction paid up.

Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive

xxi. **Taxation**

Income Tax

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the Statement of Profit and Loss, other comprehensive income or directly in equity when they relate to items that are recognized in the respective line items.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax law) enacted or substantively enacted by the reporting date.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.
The carrying amount of deferred tax assets are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

xxii. **Goods and Services Input Tax Credit**

Goods and Services Input tax credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

xxiii. **Provisions, contingent liabilities and contingent assets**

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. When the effect of the time value of money is material, the Group determines the level of provision by discounting the expected cash flows at a pre-tax rate reflecting the current rates specific to the liability. The expense relating to any provision is presented in the Statement of Profit and Loss net of any reimbursement.

Contingent assets/liabilities

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or; present obligation that arises from past events where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability are disclosed as contingent liability and not provided for. Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are not recognised in the consolidated financial statements.

Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision

xxiv. **Commitments**

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

(a) estimated amount of contracts remaining to be executed on capital account and not provided for;
(b) funding related commitment to associate; and
(c) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.
(d) other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.
(e) commitments under Loan agreement to disburse Loans
(f) lease agreements entered but not executed

xxv. **Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

(a) Changes during the period in operating receivables and payables transactions of a non-cash nature;
(b) Non-cash items such as depreciation, Impairment, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
(c) All other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

xxvi. **Dividend payable**

Interim dividend declared to equity shareholders, if any, is recognised as liability in the period in which the said dividend has been declared by the Board of Directors. Final dividend declared, if any, is recognised in the period in which the said dividend has been approved by the Shareholders.
The dividend payable is recognised as a liability with a corresponding amount recognised directly in equity.
Cumulative Redeemable Preference shares (CRPS) is classified as a financial liability as per Ind AS 109 and dividend accrued on such instrument is recorded as Finance cost.

xxvii. **Business combinations of entities under common control**

Business combinations involving entities that are controlled by the Group are accounted for using the pooling of interest method. Assets and liabilities of the combining entities are reflected at their carrying value without adjustments being made to reflect fair values. The identity of the reserve are preserved and reserve of the transferor become the reserves of the transferee. The difference, if any, between the amounts recorded as share capital issued and the amount of share capital of the transferor is transferred to capital reserve. The financial information in the financial statements in respect of prior period is restated as if the business combination had occurred form the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

xxviii. **Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Note 3 : Cash and cash equivalents

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Cash on hand	0.42	0.30
Balances with banks in current accounts	4,752.85	2,788.83
Cheques, drafts on hand	120.52	9.53
Balances with banks in Fixed Deposit Accounts (with original maturity of 3 months or less)	1,897.37	260.22
Total	**6,771.16**	**3,058.88**

Note 4 : Bank balance other than cash and cash equivalents

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Balances with banks in fixed deposit accounts (Refer note (i), (ii) and (iii) below)	198.30	255.75
Balances with Banks in earmarked accounts (Refer note (iv) below)	4.19	2.07
Margin Money	21.93	-
Total	**224.42**	**257.82**

(i) Balance with banks in deposit accounts comprises deposits that have an original maturity exceeding 3 months at balance sheet date.

(ii) Deposits include lien with Stock Exchanges as margin amounting to Rs.1.24 crore (March 31, 2023: Rs.0.63 crore)

(iii) Deposits amounting to Rs. 0.50 crore (March 31, 2023 : Rs. 0.25 crore) pertain to collateral deposits with banks for Aadhaar authentication.

(iv) Pertains to balance in current account towards unclaimed matured debentures, unclaimed application money and accrued interest on debentures and preference shares.

Note 5: Derivative financial instruments

(Rs. in Crs)

Part I	As at March 31, 2024				As at March 31, 2023			
	Notional value	Fair value - Assets	Notional value	Fair value - Liabilities	Notional value	Fair value - Assets	Notional value	Fair value - Liabilities
(i) Currency derivatives :								
Spot and Forwards	69.10	0.76	1,886.35	34.20	997.62	9.05	619.52	59.68
Currency swaps	7,042.79	212.22	1,791.95	12.13	4,064.59	194.14	821.13	2.64
Subtotal (i)	7,111.89	212.98	3,678.30	46.33	5,062.21	203.19	1,440.65	62.32
(ii) Interest rate derivatives :								
Interest rate swaps[1]	-	29.64	-	-	-	26.39	-	-
Subtotal (ii)	-	29.64	-	-	-	26.39	-	-
Total derivatives	**7,111.89**	**242.62**	**3,678.30**	**46.33**	**5,062.21**	**229.58**	**1,440.65**	**62.32**
Part II								
Included in above (Part I) are derivative held for hedging and risk management purpose as follows:								
(i) Fair value hedging	-	-	-	-	-	-	-	-
(ii) Cash flow hedging								
Currency derivatives	7,111.89	212.98	3,678.31	46.32	5,062.21	203.19	1,440.65	62.32
Interest rate derivatives	-	29.64	-	-	-	26.39	-	-
Total derivatives	**7,111.89**	**242.62**	**3,678.31**	**46.32**	**5,062.21**	**229.58**	**1,440.65**	**62.32**

Note 1. Interest rate swap has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of Interest rate swap is not shown separately.
2. Notional amounts of the respective currencies have been converted using exchange rates as at the balance sheet date.
3. Fair value assets and liabilities are presented as Derivative financial instruments in the Financial Statement.

5.1 The impact of the cashflow hedges in the statement of profit and loss and other comprehensive income

(Rs. in Crs)

PARTICULARS	Hedging gains or (losses) recognised in other comprehensive income		Hedge ineffectiveness recognised in statement of profit and (loss)	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Forward exchange contracts, interest rate and currency swaps	(80.70)	40.82	-	-

5.2 Change in fair value of hedging instrument and hedged item:

PARTICULARS	Change in fair value of hedging instrument		Change in the value of hedged item*	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Forward exchange contracts, interest rate swaps and currency swaps	26.99	476.89	(118.36)	(139.63)

*Change in the value of hedged item are presented as part of Borrowings in the Financial Statement.

5.3 Movements in the cash flow hedge reserve are as follows:

(Rs. in Crs)

PARTICULARS	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance	46.22	15.67
Effective portion of changes in fair value	26.99	476.89
Foreign currency translation differences	(118.36)	(139.63)
Amortisation of forward premium	10.57	(297.11)
Provision for derivative current credit exposure	0.10	0.67
Deffered tax	20.31	(10.27)
Closing Balance	**(14.17)**	**46.22**

All hedges are 100% effective i.e. there is no ineffectiveness (refer note 45)

5.4 Hedge Ratio: There is an economic relationship between the hedged item and the hedging instrument as the terms of the forward contracts, interest rate swaps and cross currency swaps contract match that of the foreign currency borrowings. The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the forward contracts, interest rate swaps and cross currency swaps are identical to the hedged risk components. To test the hedge effectiveness, the Group uses the dollar offset method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks. The hedge ineffectiveness can arise mainly if there is a change in the credit risk of the Group or the counterparty.

5.5 Net investment hedging : Nil

5.6 Undesignated Derivatives : Nil

Note 6 : Receivables

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables		
At Amortised cost		
(a) Receivables considered good - Unsecured	47.91	33.86
(b) Receivables which have significant increase in credit risk	41.91	33.71
(c) Receivables - credit impaired	33.38	33.33
	123.20	**100.90**
Less: Allowance for impairment loss		
(i) Considered good	(0.27)	(0.02)
(ii) Significant increase in credit risk	(0.17)	-
(iii) Credit impaired	(33.38)	(25.97)
Total	**89.38**	**74.91**
Other receivables		
At Amortised cost		
Receivables considered good - Unsecured	1.88	0.47
	1.88	**0.47**
Impairment loss allowance	-	(0.10)
	1.88	**0.37**
Total	**91.26**	**75.28**

Trade receivables include amounts due from the related parties Rs. 9.66 crore (March 31, 2023: Rs. 2.74 crore)

Note 6 : Receivables (Continued)

(Rs. in Crs)

PARTICULARS	As at March 31, 2024							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	0.45	-	47.46	-	-	-	-	47.91
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	41.91	-	-	-	-	41.91
(iii) Undisputed Trade Receivables – credit impaired	-	-	10.58	12.66	2.86	2.93	4.35	33.38
Total	**0.45**	**-**	**99.95**	**12.66**	**2.86**	**2.93**	**4.35**	**123.20**

Note : Ageing of the trade receivables is determined from the date of transaction till the reporting date.

(Rs. in Crs)

PARTICULARS	As at March 31, 2023							
	Unbilled Dues	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	0.43	-	33.43	-	-	-	-	33.86
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	33.71	-	-	-	-	33.71
(iii) Undisputed Trade Receivables – credit impaired	-	-	4.35	19.62	0.06	3.29	6.01	33.33
Total	**0.43**	**-**	**71.49**	**19.62**	**0.06**	**3.29**	**6.01**	**100.90**

Note : Ageing of the trade receivables is determined from the date of transaction till the reporting date.

Note 7 : Loans

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
(A)		
(i) At Amortised Cost		
- Bills purchased and bills discounted	1,132.83	1,706.57
- Term loans	1,52,050.95	1,10,901.18
- Credit substitutes (refer note (i) below)	3,772.77	3,947.17
- Finance lease and hire purchase	2,283.83	2,253.80
- Factoring	1,175.81	652.44
- Retained portion of assigned loans	12.73	17.33
Subtotal (i)	**1,60,428.92**	**1,19,478.49**
(ii) At Fair Value Through Other Comprehensive Income		
- Term loans	761.53	693.26
Subtotal (ii)	**761.53**	**693.26**
(iii) At Fair Value Through Profit and Loss		
- Credit substitutes	40.63	25.11
Subtotal (iii)	**40.63**	**25.11**
Subtotal (i)+(ii)+(iii)	**1,61,231.08**	**1,20,196.86**
(B)		
Less : Impairment loss allowance		
- Stage I & II	1,500.79	1,605.72
- Stage III	1,752.44	1,587.53
Subtotal (i)	**3,253.23**	**3,193.25**
Loans net of impairment loss allowance	**1,57,977.85**	**1,17,003.61**
- Unamortised loan sourcing fees	(735.69)	(544.12)
- Unamortised loan sourcing costs	518.39	329.23
Subtotal (i)	**(217.30)**	**(214.89)**
Total	**1,57,760.55**	**1,16,788.72**
(C)		
-Secured by tangible assets	1,18,791.36	89,734.72
-Secured by intangible assets	1,730.77	1,117.34
-Covered by bank / government guarantees	1,248.96	1,589.46
-Unsecured	39,459.99	27,755.34
- Unamortised loan sourcing fees	(735.69)	(544.12)
- Unamortised loan sourcing costs	518.39	329.23
Subtotal (i)	**1,61,013.78**	**1,19,981.97**
(D)		
(i) Loans in India		
- Public Sector	74.41	442.03
- Others	1,61,156.67	1,19,754.83
Subtotal (i)	**1,61,231.08**	**1,20,196.86**
(ii) Loans outside India		
- Public Sector	-	-
- Others	-	-
Subtotal (ii)	**-**	**-**

(i) Investments in bonds, debentures and other financial instruments which, in substance, form a part of the Group's financing activities ("Credit Substitutes") have been classified under Loans. In the past these were classified as a part of Investments. The classification results in a better presentation of the substance of these investments and is in alignment with regulatory filings.

(ii) Impairment loss allowance of Rs. 4.79 crore (March 31, 2023 : Rs. 3.66 crore) has been provided on loans designated as fair value through other comprehensive income.

(iii) Loans given to related parties as on March 31, 2024 Rs. 676.43 crore (as on March 31, 2023 : Rs. 2149.38 crore).

Note 7 : Loans

(iv) The details of Gross investments and unearned finance income in respect of assets given under finance lease are as under:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Gross Investments:		
- Within one year	1,002.11	807.23
- Later than one year and not later than five years	1,397.77	1,335.94
- Later than five years	6.28	8.00
Total	**2,406.16**	**2,151.17**
Unearned Finance Income:		
- Within one year	183.05	172.55
- Later than one year and not later than five years	186.21	161.26
- Later than five years	1.11	0.79
Total	**370.37**	**334.60**
Present Value of Rentals *:		
- Within one year	819.06	634.68
- Later than one year and not later than five years	1,211.56	1,174.68
- Later than five years	5.17	7.21
Total	**2,035.79**	**1,816.57**

* Present Value of Rentals represent the Current Future Outstanding Principal.

Note 8 : Investments

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
(A)		
(i) At Amortised Cost		
- Investment in Debentures	8.44	34.23
- Investment in Government Securities	1,553.94	1,247.58
- Investment in Treasury Bill	426.98	860.89
- Investment in State Development Loan	2,008.97	1,847.09
Subtotal (i)	**3,998.33**	**3,989.79**
(ii) At Fair Value		
(a) Through Other Comprehensive Income:		
- Fully paid equity shares (quoted)	642.43	-
- Fully paid equity shares (unquoted)	2,054.87	2,824.39
- Debt securities	237.33	224.38
Subtotal (i)	**2,934.63**	**3,048.77**
(b) Through Profit or Loss:		
- Mutual and other funds (quoted)	126.95	4,588.30
- Fully paid equity shares (quoted)	255.77	219.69
- Fully paid equity shares (unquoted)	325.93	355.52
- Preference shares	-	115.00
- Venture capital fund	201.44	241.00
- Alternate investment fund	32.69	29.76
- Multi asset fund	-	50.77
- Structured product	26.28	20.37
- Security receipts	-	-
Subtotal (ii)	**969.06**	**5,620.41**
Total (A) = (i)+(ii)	**7,902.02**	**12,658.97**
(B)		
(i) Investments in India	7,320.46	12,088.22
(ii) Investments outside India	581.56	570.75
Total (B) (i)+(ii)	**7,902.02**	**12,658.97**

Note : Market value of quoted investment is equal to fair value.

Note 9: Other financials assets (Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
At Amortised cost				
Security deposits		32.95		32.88
Pass Through Certificate application money (refundable)		84.61		14.62
Income accrued but not due		102.27		57.53
Advances to employees		0.49		0.17
Receivable on sale/redemption of investment	64.68		1.62	
Provision for receivable on sale/redemption of investment	(1.62)	63.06	(1.62)	-
Receivable under letter of credit/buyers credit facility	230.66		224.85	
Provision for letter of credit/buyer's credit facility	(0.65)	230.01	(1.29)	223.56
Other receivables		57.76		35.36
Total		**571.15**		**364.12**

Note 10: Income Taxes

(i) Current tax assets

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax and tax deducted at source	167.31	172.08
Total	**167.31**	**172.08**

A. The income tax expense consist of the following:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current tax:		
Current tax expense for the year	1,071.76	1,070.39
	1,071.76	1,070.39
Deferred tax benefit		
Origination and reversal of temporary differences	(6.69)	(79.60)
	(6.69)	(79.60)
Total income tax expense recognised in the year	**1,065.07**	**990.79**

The reconciliation of estimated income tax expense at statutory income tax rate income

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Profit / (Loss) before tax from continuing operations	4,392.03	3,936.56
Indian statutory income tax rate	25.168%	25.168%
Expected income tax expense	1,105.39	990.75
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Income exempt from tax	(16.62)	(23.33)
Recognition of previously unrecognised tax losses and unabsorbed depreciation	-	(7.58)
Non deductible expenses	22.90	53.39
Impact of unrecognised timing differences	3.48	3.83
Tax on income at different rates	(59.00)	(46.56)
Tax incentives	(15.31)	(1.91)
Tax pertaining to prior years	(0.13)	(14.46)
Tax impact on consol adjustments	26.74	38.34
Differences in tax rates in foreign jurisdictions	(2.38)	(1.68)
Total income tax expense (effective tax rate of 24.25%, March 31, 2023 25.17%)	**1,065.07**	**990.79**

B. Amounts recognised in Other Comprehensive Income

(Rs. in Crs)

PARTICULARS	As at March 31, 2024			As at March 31, 2023		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss						
Owners of the company						
Remeasurement of the defined benefit plans	(2.72)	0.67	(2.05)	(12.44)	3.17	(9.27)
Changes in fair values of investment in equities carried at FVTOCI	1,121.04	(148.04)	973.00	2,229.95	(532.62)	1,697.33
Items that are or may be reclassified subsequently to profit or loss						
Debt instruments through Other Comprehensive Income	22.25	(3.78)	18.47	(12.12)	2.11	(10.01)
Fair value gain / (loss) on financial asset measured at FVTOCI	14.99	(3.77)	11.22	(4.17)	1.01	(3.16)
Net changes in fair values of time value of cash flow hedges (FVTOCI)	(80.70)	20.31	(60.39)	40.82	(10.27)	30.55
Share of other comprehensive income in associates	(0.18)	-	(0.18)	(8.58)	-	(8.58)
Exchange differences in translating financial statements of foreign operations	8.03	-	8.03	47.63	-	47.63
Total Amounts recognised in OCI	**1,082.71**	**(134.61)**	**948.10**	**2,281.09**	**(536.60)**	**1,744.49**

(ii) Deferred tax assets

The major components of deferred tax assets and liabilities for the year ended March 31, 2024 are as follows:

(Rs. in Crs)

Particulars	Opening Balance	Recognised / reversed through profit and loss	Recognised/ reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-					
(a) Impairment loss allowance - Stage III	353.01	32.55	-	-	385.56
(b) Impairment loss allowance - Stage I & II	422.19	(27.27)	-	-	394.92
(c) Employee benefits	6.50	2.24	-	-	8.74
(d) Deferred income	124.73	48.35	-	-	173.08
(e) Depreciation on property, plant & equipment	85.08	(2.86)	-	-	82.22
(f) Fair valuation of associates and fund investments	(18.87)	(7.71)	(7.57)	-	(34.15)
(g) Right to use asset	6.18	2.46	-	-	8.64
(h) Cash flow hedges	(15.54)	-	20.31	-	4.77
(i) Other deferred tax assets	11.87	2.39	(3.78)	0.05	10.53
Deferred Tax Liabilities :-					
(a) Debenture issue expenses	(8.90)	-	-	-	(8.90)
(b) Investments measured at fair value	(492.90)	0.94	-	73.50	(418.46)
(c) Loans measured at FTVOCI	(0.09)	0.51	-	(3.77)	(3.35)
(d) Deduction u/s 36(1)(viii)	(92.19)	(44.91)	-	-	(137.10)
Net Deferred Tax Asset	**381.07**	**6.69**	**8.96**	**69.78**	**466.50**

The major components of deferred tax assets and liabilities for the year ended March 31, 2023 are as follows:

(Rs. in Crs)

Particulars	Opening Balance	Recognised / reversed through profit and loss	Recognised / reclassified from other comprehensive income	Recognised / reversed through Reserves	Closing Balance
Deferred Tax Assets :-					
(a) Impairment loss allowance - Stage III	283.58	69.43	-	-	353.01
(b) Impairment loss allowance - Stage I & II	445.17	(22.88)	(0.10)	-	422.19
(c) Employee benefits	5.41	1.09	-	-	6.50
(d) Deferred income	92.01	32.82	(0.10)	-	124.73
(e) Depreciation on property, plant & equipment	79.36	5.72	-	-	85.08
(f) Fair valuation of associates and fund investments	5.59	18.62	(43.08)	-	(18.87)
(g) Right to use asset	5.52	0.66	-	-	6.18
(h) Cash flow hedges	(5.27)	-	(10.27)	-	(15.54)
(i) Other deferred tax assets	16.95	(7.42)	2.09	0.25	11.87
Deferred Tax Liabilities :-					
(a) Debenture issue expenses	(10.10)	1.20	-	-	(8.90)
(b) Investments measured at fair value	(7.47)	4.09	(489.52)	-	(492.90)
(c) Loans measured at FTVOCI	(1.30)	-	1.21	-	(0.09)
(d) Deduction u/s 36(1)(viii)	(68.46)	(23.73)	-	-	(92.19)
Net Deferred Tax Asset	**840.99**	**79.60**	**(539.77)**	**0.25**	**381.07**

One of our subsidiary has not recognized net deferred tax assets as at March 31, 2024 on the following item, since it is not probable that the economic benefits will flow in future years against which such deferred tax assets can be realized.

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Closing balance	DTA @25.17%	Closing balance	DTA @25.17%
Deferred Tax Asset (A)				
On business losses as per Income Tax*	39.06	9.83	38.14	9.60
On unabsorbed depreciation as per Income Tax	8.35	2.10	6.51	1.64
Provision for doubtful debts	0.71	0.18	0.71	0.18
Employee benefits - Leave encashment	0.24	0.06	0.21	0.05
On account of right to use asset	0.11	0.03	0.04	0.01
On account of depreciation on fixed assets	-	-	-	-
Deferred Tax Liability (B)				
On account of depreciation on fixed assets	(0.74)	(0.19)	(0.25)	(0.06)
Net Deferred Tax Asset (A-B)	47.73	12.01	45.36	11.42

The Subsidiary business Losses as per Income Tax Act, 1961 of Rs. 0.37 crore expiring in FY 2028-29, Rs. 12.77 crore expiring in FY 2029-30, Rs. 13.51 crore expiring in FY 2030-31 and Rs. 12.39 crore expiring in FY 2031-32 (PY Rs. 11.17 crore expiring in FY 2023-24, Rs. 0.37 crore expiring in FY 2028-29, Rs. 12.77 crore expiring in FY 2029-30 and Rs. 13.82 crore expiring in FY 2030-31).

(ii) Current tax liabilities:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for tax	396.73	337.98
Total	**396.73**	**337.98**

(iv) Unrecognised temporary differences:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Temporary difference relating to investment in subsidiaries for which deferred tax liabilities have not been recognised		
Undistributed reserves	6,660.43	4,530.84

Note:

Subsidiaries of Tata Capital Limited's undistributed reserves which, if paid out as dividends, would be subject to tax in the hands of recipient. An assessable temporary difference exists, but no deferred tax liability has been recognized as Tata Capital Limited is able to control the timing of distribution from these subsidiaries. These subsidiaries are not expected to distribute the dividend out of these reserves in the foreseeable future. Also there are no plans to sell any of the subsidiaries in the foreseeable future and hence no deferred tax liability has been created on the basis of capital gains tax.

Note 11: Investments accounted using equity method

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) At Amortised Cost		
Associate companies		
Fully paid equity shares (unquoted)	202.40	341.68
Preference shares (unquoted)	677.52	377.52
Less: Diminution in value of investments	(134.21)	(124.13)
	745.71	**595.07**
(ii) At Fair Value Through Profit or Loss:		
Associate companies		
Fully paid equity shares (quoted)	85.07	-
	85.07	**-**
(i) Investments in India	780.92	545.21
(ii) Investments outside India	49.86	49.86
Total (B) (i)+(ii)	**830.78**	**595.07**

Note 12: Property, plant, equipment, Investment property and Other Intangible Assets

(Rs. in Crs)

Particulars	Gross Block					Accumulated depreciation and amortisation					Net Carrying Value
	Opening balance as at April 1, 2023	Additions/ Adjustments	Deletions	Written off	Closing balance as at March 31, 2024	Opening balance as at April 1, 2023	Depreciation/ Amortisation for the year*	Deletions/ Adjustments	Written off	Closing balance as at March 31, 2024	As at March 31, 2024
TANGIBLE ASSETS											
Buildings#	128.28	21.73	-	-	150.01	39.65	7.45	(5.07)	-	52.17	97.84
	128.28	-	-	-	128.28	32.29	6.36	(1.00)	-	39.65	88.63
Leasehold Improvements	56.63	52.86	1.84	-	107.65	27.74	14.02	1.47	-	40.29	67.36
	40.69	19.40	3.46	-	56.63	25.11	5.99	3.36	-	27.74	28.89
Furniture & Fixtures	19.86	17.98	0.74	-	37.10	10.86	6.16	0.56	-	16.46	20.64
	13.12	7.78	1.03	0.01	19.86	8.17	3.66	0.97	-	10.86	9.00
Computer Equipment	102.27	52.22	24.39	0.23	129.87	57.02	26.87	24.37	-	59.52	70.35
	83.58	34.81	16.11	0.01	102.27	56.21	16.91	16.10	-	57.02	45.25
Office Equipment	25.69	21.07	0.47	-	46.29	15.54	5.95	0.42	-	21.07	25.22
	18.28	7.80	0.38	0.01	25.69	12.93	2.93	0.32	-	15.54	10.15
Plant & Machinery	8.03	3.52	0.34	-	11.21	3.09	0.95	0.27	-	3.77	7.44
	5.94	3.09	1.00	-	8.03	3.34	0.71	0.96	-	3.09	4.94
Vehicles	21.40	14.04	4.29	-	31.15	7.83	6.48	3.45	-	10.86	20.29
	16.19	8.64	3.43	-	21.40	6.04	4.50	2.71	-	7.83	13.57
ASSETS GIVEN UNDER OPERATING LEASE/RENTAL											
Construction Equipment	89.96	45.79	40.18	-	95.57	63.31	12.20	36.86	-	38.65	56.92
	85.69	20.50	16.23	-	89.96	68.70	9.49	14.88	-	63.31	26.65
Vehicles	40.26	124.38	14.57	-	150.07	18.19	8.39	12.04	-	14.54	135.53
	38.77	14.88	13.39	-	40.26	27.58	2.68	12.07	-	18.19	22.07
Plant & Machinery	611.97	236.31	238.85	0.05	609.38	396.39	97.75	213.73	-	280.41	328.97
	699.92	38.16	126.11	-	611.97	414.20	89.26	107.07	-	396.39	215.58
Computer Equipment	114.65	0.28	69.30	-	45.63	95.05	15.42	66.81	-	43.66	1.97
	227.42	-	112.25	0.52	114.65	162.20	26.41	93.56	-	95.05	19.60
Furniture & Fixtures	0.65	0.06	0.24	-	0.47	0.61	0.01	0.22	-	0.40	0.07
	3.89	-	3.24	-	0.65	3.15	0.35	2.89	-	0.61	0.04
Office Equipment's	3.00	-	1.56	-	1.44	2.70	0.09	1.40	-	1.39	0.05
	24.86	-	20.81	1.05	3.00	22.39	0.08	19.77	-	2.70	0.30
Railway Wagons	28.71	-	25.77	-	2.94	28.07	0.53	25.77	-	2.83	0.11
	150.10	-	121.39	-	28.71	134.04	1.59	107.56	-	28.07	0.64
Electrical Installation & Equipment's	5.24	-	2.15	-	3.09	4.28	0.58	1.94	-	2.92	0.17
	9.86	-	4.62	-	5.24	7.42	1.06	4.20	-	4.28	0.96
TANGIBLE ASSETS - TOTAL	**1,256.60**	**590.24**	**424.69**	**0.28**	**1,421.87**	**770.33**	**202.85**	**384.24**	**-**	**588.94**	**832.93**
	1,546.59	*155.06*	*443.45*	*1.60*	*1,256.60*	*983.77*	*171.98*	*385.42*	*-*	*770.33*	*486.27*

Tata Capital Limited
Notes forming part of consolidated financial statements

Note 12: Property, plant, equipment, Investment property and Intangible Assets

(Rs. in Crs)

Particulars	Gross Block					Accumulated depreciation and amortisation					Net Carrying Value
	Opening balance as at April 1, 2023	Additions/ Adjustments	Deletions	Written off	Closing balance as at March 31, 2024	Opening balance as at April 1, 2023	Depreciation/ Amortisation for the year*	Deletions/ Adjustments	Written off	Closing balance as at March 31, 2024	As at March 31, 2024
INTANGIBLE ASSETS (other than internally generated)											
Software	78.72	26.65	-	-	105.37	46.17	16.41	-	-	62.58	42.79
	61.23	17.49	-	-	78.72	36.09	10.08	-	-	46.17	32.55
INTANGIBLE ASSETS - TOTAL	**78.72**	**26.65**	-	-	**105.37**	**46.17**	**16.41**	-	-	**62.58**	**42.79**
	61.23	*17.49*	-	-	*78.72*	*36.09*	*10.08*	-	-	*46.17*	*32.55*
Investment Property	26.05	(21.73)	-	-	4.32	6.18	0.19	5.07	-	1.30	3.02
	26.05	-	-	-	26.05	5.89	1.29	1.00	-	6.18	19.87
Total	**1,361.37**	**595.16**	**424.69**	**0.28**	**1,531.56**	**822.68**	**219.45**	**389.31**	-	**652.82**	**878.74**
	1,633.87	*172.55*	*443.45*	*1.60*	*1,361.37*	*1,025.75*	*183.35*	*386.42*	-	*822.68*	*538.69*

Note :

1. Figures in italics relate to March 31, 2023
2. # Immovable property having net carrying value amounting to Rs. 1.95 crore is hypothecated against borrowings, refer notes 15.1.
3. Fair value of investment property as on March 31, 2024 : Rs 8.59 crore (March 31, 2023 : Rs. 69.99 crore), The fair value of the investment properties has been determined by an external independent property valuer, having appropriate professional qualification and experience in the location and category of property being valued.
4. *Total depreciation charged for the year in the Statement of Profit and Loss includes depreciation on Right to use assets. Depreciation on right to use assets for the year ended is Rs. 68.05 crore (Previous year : Rs. 42.67 crore)
5. None of the class of fixed assets are revalued during the year
6. Amount recognised in Statement of Profit and Loss for Investment Property:

Particulars	As at March 31, 2024	As at March 31, 2023
Rental Income	0.05	4.96
Direct Operating expense from property that generated rental income	0.03	1.67
Direct Operating expense from property that did not generate the rental income*	-	-

* less than Rs. 50,000/-

7. Title of immovable properties having Gross Block of Rs. 39.06 crore (March 31, 2023 : Rs. 39.06 crore) and Net Block of Rs. 24.41 crore (March 31, 2023 : Rs. 26.51 crore) is yet to be transferred in the name of the Company.

Details of Immovable Properties whose title deeds are not held in the name of the Company as at March 31, 2024 :

Asset Category	Title Deeds held in the name of	Whether the Title holder is Promoter/ Director/Relative of Promoter/Relative of Director/ Employee	Property held since	Reason for not being transferred in the name of Company	Gross Carrying Value as on March 31, 2024	Gross Carrying Value as on March 31, 2023
Property, Plant and Equipment						
Building						
Bella Vista-Thane	Tata Cleantech Capital Limited	No	12-08-2014	The title of the asset transferred pursuant to the scheme of amalgamation/arrangement/merger/ demerger are in the process of being transferred in the name of the Company	2.58	2.58
Neelkanth Greens- Thane	Tata Capital Financial Services Limited	No	28-08-2008		0.28	0.28
I-Think Techno Campus - 3rd floor A wing, Thane	Tata Capital Financial Services Limited	No	30-08-2010		18.24	18.24
I-Think Techno Campus - 4th floor A wing, Thane	Tata Capital Financial Services Limited	No	30-08-2010		18.24	18.24

8. Title deeds for all the leased premises are held in the name of the Company.

Note 12: Property, plant, equipment, Investment property and Intangible Assets (Continued)

12 *(i)*. CAPITAL WORK IN PROGRESS

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Opening Balance	11.30	3.77
Additions	583.09	162.59
Deductions / Adjustments	(590.24)	(155.06)
Closing Balance	**4.15**	**11.30**

As at March 31, 2024

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	4.15	-	-	-	**4.15**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**4.15**	-	-	-	**4.15**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	4.15	-	-	-	**4.15**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**4.15**	-	-	-	**4.15**

As at March 31, 2023

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	11.30	-	-	-	**11.30**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**11.30**	-	-	-	**11.30**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	11.30	-	-	-	**11.30**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**11.30**	-	-	-	**11.30**

12 *(ii)*. INTANGIBLE ASSETS UNDER DEVELOPMENT

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Opening Balance	8.72	7.72
Additions	22.04	18.49
Deductions / Adjustments	(26.65)	(17.49)
Closing Balance	**4.11**	**8.72**

As at March 31, 2024

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	3.98	0.06	0.07	-	**4.11**
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**3.98**	**0.06**	**0.07**	-	**4.11**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	4.11	-	-	-	4.11
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**4.11**	**-**	**-**	**-**	**4.11**

As at March 31, 2023

PARTICULARS	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	5.08	1.63	2.01	-	8.72
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**5.08**	**1.63**	**2.01**	**-**	**8.72**

CWIP completion schedule

PARTICULARS	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Projects in progress	8.72	-	-	-	8.72
(ii) Projects temporarily suspended	-	-	-	-	-
Total	**8.72**	**-**	**-**	**-**	**8.72**

12 *(iii)*. **The Group has given assets under non-cancellable operating leases. The total of future minimum lease payments that the group is committed to receive is:**

Lease Payments	As at March 31, 2024	As at March 31, 2023
Within one year	173.45	125.49
Later than one year and not later than five years	445.24	200.70
Later than five years	71.53	10.62
Total	**690.22**	**336.81**

Accumulated Depreciation on lease assets is Rs. 384.86 crore (Year ended March, 31, 2023 : Rs. 608.68 crore).
Accumulated Impairment losses on the leased assets Rs. Nil (Year ended March, 31, 2023 Rs. Nil)

Note 13 : Other non-financials assets

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Capital advances	152.59	25.23
Prepaid expenses	37.39	27.65
Gratuity asset (net)	-	1.61
Balances with government authorities	257.85	220.24
Assets held-for-sale	1.74	30.55
Less : Provision for receivable on sale/redemption of investment	(1.74)	(30.55)
Other advances	19.79	17.14
Total	**467.62**	**291.87**

Note 14: Trade Payables

(i). Total outstanding dues of creditors other than micro enterprises and small enterprises

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Trade payables		
Accrued expenses	611.82	523.80
Payable to dealers/vendors	774.31	680.80
Due to others	17.26	27.56
Total (A)	**1,403.39**	**1,232.16**
Other payables		
Due to related parties	-	-
Due to others	-	-
Total (B)	-	-
Total (A)+(B)	**1,403.39**	**1,232.16**

Note - The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group. The amount of principal and interest outstanding during the year is given below :

(ii). Total outstanding dues of micro enterprises and small enterprises

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	3.82	6.95
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year;	-	0.08
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-
Total	**3.82**	**7.03**

Note 14: Trade Payables (Continued)

PARTICULARS	As at March 31, 2024						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	3.82	-	-	-	**3.82**
(ii) Others	506.67	674.19	218.26	1.29	0.41	2.57	**1,403.39**
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**506.67**	**674.19**	**222.08**	**1.29**	**0.41**	**2.57**	**1,407.21**

Note : Ageing of the trade payables is determined from the date of transaction till the reporting date.

PARTICULARS	As at March 31, 2023						
	Unbilled Dues	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	7.03	-	-	-	**7.03**
(ii) Others	468.26	545.43	199.78	5.45	7.96	5.28	**1,232.16**
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**468.26**	**545.43**	**206.81**	**5.45**	**7.96**	**5.28**	**1,239.19**

Note : Ageing of the trade payables is determined from the date of transaction till the reporting date.

Note 15: Debt securities

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
(A)		
At Amortised Cost		
Secured		
- Privately Placed Non-Convertible Debentures (Refer note 15.1 and 15.6 below)	46,188.31	36,833.29
- Public issue of Non-Convertible Debentures (Refer note 15.2 and 15.7 below)	1,658.13	3,256.00
Unsecured		
- Privately Placed Non-Convertible Debentures (Refer note 15.8 below)	2,831.34	3,083.66
- Commercial paper [Net of unamortised discount of Rs. 258.88 crore (March 31, 2023 : Rs. 211.86 crore)]	9,825.90	8,202.63
Total	**60,503.68**	**51,375.58**
(B)		
(i) Debt securities in India	60,503.68	51,375.58
(ii) Debt securities outside India	-	-
Total	**60,503.68**	**51,375.58**

Note:

15.1- Privately Placed Non-Convertible Debentures are secured by pari passu charge on the specific immovable property, specified receivables arising out of loan, lease, hire purchase transactions and to the extent of shortfall in asset cover by a pari passu charge on the assets of the Group. The Group has, at all times, for the secured NCDs, maintained sufficient asset cover as stated in the respective information memorandum towards the principal amount, interest accrued thereon, and such other sums as mentioned therein

15.2- Public issue of Non-Convertible Debentures are secured by a pari passu charge on the specific immovable property, receivables against unsecured loans, bills discounted and trade advances and other current assets of the Group.

15.3- Discount on commercial paper varies between 7.05% to 8.39% (March 31, 2023 : 6.56% to 8.10%) and are repayable at maturity ranging between 7 days and 12 months from the date of respective commercial paper.

15.4- Of the above, Privately placed Secured Non-Convertible Debentures amounting to face value of Rs. 235 Crore (March 31, 2023 : Rs. 440 crore) and Unsecured Non-Convertible Debentures amounting to face value of Rs. 530 crore (March 31, 2023 : Rs. 490 crore) are held by related parties.

15.5- No default has been made in repayment of debt securities for the year ended March 31, 2024 and March 31, 2023.

15.6 Particulars of Privately Placed Secured Non-Convertible Debentures ("NCDs") outstanding as on March 31, 2024

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL NCD "A" FY 2022-23 - Option I	29-Apr-22	29-Apr-24	1,750	175.00	1,750	175.00
TCFSL NCD 'B' FY 2021-22	10-May-21	10-May-24	5,000	500.00	5,000	500.00
TCHFL NCD "A" FY 2021-22	18-May-21	17-May-24	2,600	260.00	2,600	260.00
TCFSL NCD "D" FY 2019-20	27-May-19	27-May-24	2,180	218.00	2,180	218.00
TCFSL NCD "C" FY 2022-23 - Option II	01-Jun-22	31-May-24	4,250	425.00	4,250	425.00
TCCL NCD 'C' FY 2017-18	02-Jun-17	03-Jun-24	100	10.00	100	10.00
TCFSL NCD "F" FY 2019-20 Option - II	20-Jun-19	20-Jun-24	885	88.50	885	88.50
TCFSL NCD 'F' FY 2019-20 Op-II Reissuance 1	10-Jul-19	20-Jun-24	1,000	100.00	1,000	100.00
TCCL MLD "A" FY 2022-23	12-Jul-22	25-Jun-24	2,296	229.60	2,296	229.60
TCHFL NCD "C" Series FY 2022-23	06-Jul-22	05-Jul-24	1,600	160.00	1,600	160.00
TCHFL NCD "D" FY 2021-22	20-Jul-21	19-Jul-24	1,850	185.00	1,850	185.00
TCCL NCD "B" FY 2021-22	28-Jul-21	26-Jul-24	3,600	360.00	3,600	360.00
TCFSL NCD 'D' FY 2021-22	02-Aug-21	02-Aug-24	2,000	200.00	2,000	200.00
TCHFL NCD "E" FY 2021-22	15-Sep-21	13-Sep-24	5,000	500.00	5,000	500.00
TCHFL NCD "C" FY 2021-22	23-Jun-21	23-Sep-24	1,350	135.00	1,350	135.00
TCHFL NCD "C" FY 2021-22 - Reissue No. 1	08-Sep-21	23-Sep-24	2,000	200.00	2,000	200.00
TCFSL NCD 'G' FY 2022-23	23-Aug-22	25-Sep-24	1,640	164.00	1,640	164.00
TCFSL NCD 'E' FY 2021-22	06-Aug-21	04-Oct-24	7,000	700.00	7,000	700.00
TCFSL NCD 'E' FY 2021-22 Premium Reissuance 1 at PAR	24-Aug-21	04-Oct-24	4,000	400.00	4,000	400.00
TCCL NCD "C" FY 2021-22	17-Nov-21	15-Nov-24	3,000	300.00	3,000	300.00
TCFSL NCD AA FY 2014-15	20-Nov-14	20-Nov-24	950	95.00	950	95.00
TCCL NCD 'C' FY 2019-20	05-Dec-19	05-Dec-24	250	25.00	250	25.00
TCFSL NCD AF FY 2014-15-Option-I	08-Dec-14	06-Dec-24	750	75.00	750	75.00
TCHFL NCD R FY 2014-15	09-Dec-14	09-Dec-24	2,000	200.00	2,000	200.00
TCHFL NCD "I" FY 2021-22	17-Dec-21	17-Dec-24	1,500	150.00	1,500	150.00
TCFSL NCD "E" FY 2019-20 Option - I	04-Jun-19	15-Jan-25	300	30.00	300	30.00
TCFSL NCD "E" FY 2019-20 Option - I Reissuance 1	26-Feb-20	15-Jan-25	350	35.00	350	35.00
TCHFL NCD V FY 2014-15	23-Jan-15	23-Jan-25	1,500	150.00	1,500	150.00
TCFSL NCD "K" FY 2022-23 - Option - I	18-Nov-22	27-Mar-25	560	56.00	560	56.00
TCFSL NCD "B" FY 2020-21 - Option II	29-Apr-20	29-Apr-25	400	40.00	400	40.00
TCFSL NCD "B" FY 2022-23	10-May-22	09-May-25	2,000	200.00	2,000	200.00
TCFSL NCD "B" FY 2022-23 Discount Reissuance 1	04-May-23	09-May-25	2,400	240.00	-	-
TCCL Market Linked NCD "B" FY 2022-23	30-Nov-22	30-May-25	500	50.00	500	50.00
TCCL Market Linked NCD "B" FY 2022-23 Reissue No.1	14-Dec-22	30-May-25	1,610	161.00	1,610	161.00
TCHFL NCD"O" FY 2015-16	16-Jun-15	16-Jun-25	200	20.00	200	20.00
TCCL NCD "A" FY 2022-23	21-Jun-22	20-Jun-25	500	50.00	500	50.00
TCFSL NCD "D" FY 2022-23 - Option II	30-Jun-22	25-Jul-25	2,500	250.00	2,500	250.00
TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 1	03-Aug-22	25-Jul-25	3,250	325.00	3,250	325.00
TCFSL NCD "D" FY 2022-23 - Option II Premium Reissuance 2	23-Aug-22	25-Jul-25	2,250	225.00	2,250	225.00
TCCL Market Linked NCD "C" FY 2022-23	26-Dec-22	28-Jul-25	500	50.00	500	50.00
TCHFL NCD D Series FY 2022-23 - Option - I	05-Aug-22	05-Aug-25	2,920	292.00	2,920	292.00
TCFSL Market Linked NCD "A" 2022-23	19-Sep-22	19-Aug-25	430	43.00	430	43.00
TCHFL NCD "AE" FY 2015-16	31-Aug-15	29-Aug-25	200	20.00	200	20.00
TCFSL NCD "E" FY 2022-23 Option - I	26-Jul-22	10-Sep-25	1,500	150.00	1,500	150.00
TCFSL NCD "E" FY 2022-23 - Option - I - Reissue No.1	04-Nov-22	10-Sep-25	1,110	111.00	1,110	111.00
TCHFL NCD "AG" FY 2015-16	08-Oct-15	08-Oct-25	75	7.50	75	7.50
TCFSL NCD "I" FY 2022-23	13-Oct-22	13-Oct-25	350	35.00	350	35.00
TCHFL NCD "G" Series FY 2022-23 - Option - I	03-Nov-22	03-Nov-25	8,000	800.00	8,000	800.00
TCHFL NCD "AM" FY 2015-16 - Option I	06-Nov-15	06-Nov-25	350	35.00	350	35.00
TCFSL NCD "K" FY 2022-23 Option II	18-Nov-22	18-Nov-25	1,500	150.00	1,500	150.00
TCFSL NCD "K" FY 2022-23 Option II Discount Reissuance 1	05-Dec-22	18-Nov-25	2,000	200.00	2,000	200.00
TCFSL NCD "K" FY 2022-23 Option II Premium Reissuance 2	08-Dec-22	18-Nov-25	6,000	600.00	6,000	600.00
TCFSL NCD "L" FY 2022-23	08-Dec-22	08-Dec-25	2,000	200.00	2,000	200.00
TCHFL NCD "G" FY 2020-21	19-Jan-21	19-Jan-26	850	85.00	850	85.00
TCFSL NCD 'P' FY 2022-23 STRPP I	14-Mar-23	13-Mar-26	2,00,000	2,000.00	2,00,000	2,000.00
TCCL NCD UNLISTED A Series FY 2022-23	23-Mar-23	23-Mar-26	37,500	375.00	37,500	375.00
TCHFL NCD "AU" FY 2015-16 Option I	30-Mar-16	30-Mar-26	150	15.00	150	15.00
TCFSL NCD "M" FY 2022-23 Premium	17-Jan-23	17-Apr-26	5,000	500.00	5,000	500.00
TCFSL NCD "M" FY 2022-23 Discount Reissuance 1	11-Sep-23	17-Apr-26	3,000	300.00	-	-
TCHFL NCD "H" FY 2022-23	08-Feb-23	08-May-26	30,000	300.00	30,000	300.00
TCHFL NCD "H" FY 2022-23 – Reissue No. 1	18-May-23	08-May-26	50,000	500.00	-	-
TCFSL NCD "O" FY 2022-23 Option I	21-Feb-23	21-May-26	1,300	130.00	1,300	130.00
TCFSL NCD "O" FY 2022-23 Option I Premium Reissuance 1	26-Apr-23	21-May-26	1,800	180.00	-	-
TCHFL NCD "B" FY 2021-22	15-Jun-21	15-Jun-26	1,700	170.00	1,700	170.00
TCHFL NCD "B" FY 2021-22 – Reissue No. 1	24-Jan-23	15-Jun-26	8,000	800.00	8,000	800.00
TCHFL NCD "B" FY 2021-22 Reissue No.2	20-Feb-23	15-Jun-26	1,500	150.00	1,500	150.00
TCHFL NCD "I" FY 2016-17	30-Jun-16	30-Jun-26	100	10.00	100	10.00
TCHFL NCD "A" FY 2023-24	10-Jul-23	18-Sep-26	25,000	250.00	-	-
TCFSL NCD 'B' FY 2023-24 STRPP I	03-Aug-23	03-Dec-26	3,00,000	3,000.00	-	-
TCFSL NCD 'D' FY 2023-24 STRPP I	28-Nov-23	22-Jan-27	1,50,000	1,500.00	-	-
TCHFL NCD "D" FY 2023-24	21-Feb-24	19-Feb-27	90,100	901.00	-	-
TCFSL NCD 'P' FY 2022-23 STRPP II Partly Paid	14-Mar-23	16-Mar-27	2,00,000	20.00	2,00,000	20.00
TCHFL NCD "C" FY 2023-24	21-Dec-23	19-Mar-27	50,000	500.00	-	-
TCHFL NCD "C" FY 2023-24 – Reissue No. 1	24-Jan-24	19-Mar-27	35,000	300.00	-	-
TCL SECURED "C" FY 2023-24 VIS-M-1	29-Feb-24	10-May-27	85,800	858.00	-	-
TCL SECURED "C" FY 2023-24 VIS-M-2	29-Feb-24	10-May-27	22,500	225.00	-	-
TCL SECURED "C" FY 2023-24 VIS-M-3	29-Feb-24	10-May-27	23,200	232.00	-	-
TCL SECURED "C" FY 2023-24 VIS-M-4	29-Feb-24	10-May-27	5,000	50.00	-	-

Tata Capital Limited

Notes forming part of consolidated financial statements

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCL SECURED "C" FY 2023-24 VIS-M-5	29-Feb-24	10-May-27	27,500	275.00	-	-
TCHFL NCD "A" Series FY 2022-23	18-May-22	18-May-27	1,780	178.00	1,780	178.00
TCHFL NCD "A" Series FY 2022-23 – Reissue No. 1	13-Jul-22	18-May-27	4,000	400.00	4,000	400.00
TCHFL NCD "A" Series FY 2022-23 – Reissue No. 2	18-May-23	18-May-27	5,000	500.00	-	-
TCHFL NCD "A" Series FY 2022-23 – Reissue No. 3	27-Feb-24	18-May-27	4,000	400.00	-	-
TCFSL NCD "E" FY 2022-23 Option - II	26-Jul-22	26-Jul-27	4,750	475.00	4,750	475.00
TCFSL NCD "E" FY 2022-23 Option - II Premium Reissuance 1	23-Aug-22	26-Jul-27	2,500	250.00	2,500	250.00
TCHFL NCD D Series FY 2022-23 - Option - II	05-Aug-22	05-Aug-27	2,000	200.00	2,000	200.00
TCFSL NCD "H" FY 2022-23	07-Sep-22	07-Sep-27	2,060	206.00	2,060	206.00
TCCL NCD 'A' FY 2020-21	10-Jun-20	10-Sep-27	1,750	175.00	1,750	175.00
TCFSL NCD 'D' FY 2022-23 STRPP II Partly Paid	28-Nov-23	23-Sep-27	1,50,000	15.00	-	-
TCFSL NCD "J" FY 2022-23	19-Oct-22	19-Oct-27	5,000	500.00	5,000	500.00
TCFSL NCD "J" FY 2022-23 Premium Reissuance 1	08-Dec-22	19-Oct-27	2,500	250.00	2,500	250.00
TCHFL NCD "G" Series FY 2022-23 - Option - II	03-Nov-22	03-Nov-27	2,700	270.00	2,700	270.00
TCHFL NCD "G" Series FY 2022-23 - Option - II - Reissue No. 1	16-Nov-22	03-Nov-27	4,300	430.00	4,300	430.00
TCFSL NCD 'B' FY 2023-24 STRPP II Partly Paid	03-Aug-23	03-Dec-27	3,00,000	30.00	-	-
TCFSL NCD Unlisted FY 2023-24	21-Dec-23	21-Dec-27	1,02,500	1,025.00	-	-
TCHFL NCD UNLISTED "A" SERIES FY 2022-23	27-Dec-22	26-Dec-27	11,250	1,125.00	11,250	1,125.00
TCFSL NCD "N" FY 2022-23	08-Feb-23	08-Feb-28	1,100	110.00	1,100	110.00
TCFSL NCD "N" FY 2022-23 Discount Reissuance 1	21-Feb-23	08-Feb-28	1,520	152.00	1,520	152.00
TCFSL NCD "A" FY 2023-24	19-Jul-23	19-Jul-28	6,100	610.00	-	-
TCFSL NCD "C" FY 2023-24	20-Oct-23	20-Oct-28	24,370	243.70	-	-
TCHFL NCD "B" FY 2023-24	13-Dec-23	13-Dec-28	89,800	898.00	-	-
TCFSL NCD "H" FY 2018-19 - Option II	19-Dec-18	19-Dec-28	1,120	112.00	1,120	112.00
TCFSL NCD "H" FY 2018-19 - Option II - 1 Reissuance on Premium	03-Jan-19	19-Dec-28	230	23.00	230	23.00
TCFSL NCD "H" FY 2018-19 - Option II - 2 Reissuance on Premium	15-Feb-19	19-Dec-28	550	55.00	550	55.00
TCL SECURED "B" FY 2023-24 VIS-M	13-Feb-24	13-Feb-29	11,500	115.00	-	-
TCFSL NCD "F" FY 2019-20 Option - I	20-Jun-19	20-Jun-29	2,730	273.00	2,730	273.00
TCFSL NCD 'F' FY 2019-20 Op-I Reissuance 1	19-Jul-19	20-Jun-29	1,000	100.00	1,000	100.00
TCCL NCD 'A' FY 2019-20	15-Jul-19	13-Jul-29	1,400	140.00	1,400	140.00
TCCL NCD 'B' FY 2019-20	16-Oct-19	16-Oct-29	600	60.00	600	60.00
TCFSL NCD 'H' FY 2019-20	06-Nov-19	06-Nov-29	1,000	100.00	1,000	100.00
TCHFL NCD "F" 2019-2020	18-Nov-19	16-Nov-29	10,000	1,000.00	10,000	1,000.00
TCFSL NCD 'L' FY 2019-20	06-Mar-20	06-Mar-30	10,000	1,000.00	10,000	1,000.00
TCFSL NCD 'H' FY 2021-22	29-Sep-21	29-Sep-31	950	95.00	950	95.00
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 1	03-Dec-21	29-Sep-31	2,190	219.00	2,190	219.00
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 2	16-Dec-21	29-Sep-31	500	50.00	500	50.00
TCFSL NCD 'H' FY 2021-22 Discount Reissuance 3	29-Dec-21	29-Sep-31	850	85.00	850	85.00
TCHFL NCD "F" Series FY 2022-23 - Reissue No. 1	29-Mar-23	17-Oct-31	5,000	500.00	5,000	500.00
TCHFL NCD "F" Series FY 2022-23	19-Oct-22	19-Oct-31	10,000	1,000.00	10,000	1,000.00
TCHFL NCD "G" FY 2021-22	09-Nov-21	07-Nov-31	3,030	303.00	3,030	303.00
TCFSL NCD 'I' FY 2021-22	20-Jan-22	20-Jan-32	12,500	1,250.00	12,500	1,250.00
TCHFL NCD "K" FY 2021-22	16-Feb-22	16-Feb-32	5,000	500.00	5,000	500.00
TCFSL NCD "A" FY 2022-23 - Option II	29-Apr-22	29-Apr-32	1,810	181.00	1,810	181.00
TCFSL NCD "C" FY 2022-23 - Option I	01-Jun-22	01-Jun-32	2,500	250.00	2,500	250.00
TCHFL NCD "B" Series FY 2022-23	27-Jun-22	25-Jun-32	811	81.10	811	81.10
TCHFL NCD "B" Series FY 2022-23 – Reissue No. 1	13-Jul-22	25-Jun-32	265	26.50	265	26.50
TCHFL NCD B Series FY 2022-23 - Reissue No.2	26-Aug-22	25-Jun-32	400	40.00	400	40.00
TCFSL NCD "F" FY 2022-23	12-Aug-22	12-Aug-32	1,875	187.50	1,875	187.50
TCFSL NCD "F" FY 2022-23 Premium Reissuance 1	25-Sep-23	12-Aug-32	400	40.00	-	-
TCHFL NCD "E" Series FY 2022-23	13-Sep-22	13-Sep-32	7,220	722.00	7,220	722.00
TCFSL NCD "O" FY 2022-23 Option II	21-Feb-23	21-Feb-33	810	81.00	810	81.00
TCFSL NCD "E" FY 2023-24 - 1	07-Dec-23	07-Dec-33	2,49,500	2,495.00	-	-
TCFSL NCD "E" FY 2023-24 - 2 Premium	07-Dec-23	07-Dec-33	500	5.00	-	-
TCL SECURED "A" FY 2023-24 VIS-M-1	08-Feb-24	08-Feb-34	22,710	227.10	-	-
TCL SECURED "A" FY 2023-24 VIS-M-2 Premium	08-Feb-24	08-Feb-34	1,500	15.00	-	-
TCHFL NCD "E" FY 2023-24	22-Mar-24	22-Mar-34	1,00,000	1,000.00	-	-
TCFSL NCD 'A' FY 2021-22	15-Apr-21	14-Apr-23	-	-	3,600	360.00
TCFSL NCD "B" FY 2020-21 - Option I	29-Apr-20	28-Apr-23	-	-	750	75.00
TCHFL NCD "E" FY 2016-17	04-May-16	04-May-23	-	-	200	20.00
TCFSL NCD 'A' FY 2020-21	21-Apr-20	19-May-23	-	-	9,250	925.00
TCCL NCD "A" FY 2021-22	19-May-21	19-May-23	-	-	2,000	200.00
TCHFL NCD "B" FY 2020-21	26-May-20	26-May-23	-	-	4,500	450.00
TCFSL NCD 'F' FY 2020-21	14-Jul-20	14-Jul-23	-	-	500	50.00
TCFSL NCD 'F' FY 2020-21 Discount Reissuance 1	20-Jul-20	14-Jul-23	-	-	3,500	350.00
TCFSL NCD 'C' FY 2021-22	15-Jul-21	14-Jul-23	-	-	2,100	210.00
TCFSL NCD 'C' FY 2021-22 Reissuance 1 on ZCB Discounting	02-Aug-21	14-Jul-23	-	-	2,000	200.00
TCCL MLD "A" 2020-21	20-Jul-20	20-Jul-23	-	-	7,500	75.00
TCHFL NCD "C" FY 2020-21	27-Jul-20	27-Jul-23	-	-	2,500	250.00
TCFSL NCD 'G' FY 2020-21	28-Jul-20	28-Jul-23	-	-	1,250	125.00
TCHFL NCD "A" FY 2020-21	12-May-20	11-Aug-23	-	-	5,000	500.00
TCFSL NCD 'D' FY 2022-23 - Option I	30-Jun-22	29-Sep-23	-	-	815	81.50
TCHFL NCD "H" FY 2021-22	23-Nov-21	23-Nov-23	-	-	1,750	175.00
TCHFL NCD "F" FY 2020-21	31-Dec-20	23-Nov-23	-	-	3,000	300.00
TCFSL NCD 'I' FY 2020-21	31-Dec-20	30-Nov-23	-	-	10,000	1,000.00
TCCL NCD 'C' FY 2020-21	31-Dec-20	30-Nov-23	-	-	2,000	200.00
TCHFL NCD "E" FY 2020-21 - Option II	03-Dec-20	01-Dec-23	-	-	3,000	300.00
TCCL NCD 'B' FY 2018-19	18-Dec-18	18-Dec-23	-	-	600	60.00
TCFSL NCD "H" FY 2018-19 - Option I	19-Dec-18	19-Dec-23	-	-	1,940	194.00
TCFSL NCD "H" FY 2018-19 - Option I - 1 Reissuance on Premium	03-Jan-19	19-Dec-23	-	-	975	97.50

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL NCD "H" FY 2018-19 - Option I - 2 Reissuance on Premium	15-Feb-19	19-Dec-23	-	-	300	30.00
TCFSL NCD 'G' FY 2021-22	06-Sep-21	29-Dec-23	-	-	1,000	100.00
TCHFL NCD "AP" FY 2015-16 - Option II	12-Jan-16	12-Jan-24	-	-	150	15.00
TCHFL NCD "D" FY 2020-21	27-Oct-20	24-Jan-24	-	-	2,000	200.00
TCHFL NCD "J" FY 2021-22	01-Feb-22	31-Jan-24	-	-	2,000	200.00
TCHFL NCD "L" FY 2021-22	23-Feb-22	23-Feb-24	-	-	5,500	550.00
TCHFL NCD "H" FY 2020-21	25-Mar-21	25-Mar-24	-	-	2,500	250.00
TCFSL NCD 'K' FY 2020-21	30-Mar-21	29-Mar-24	-	-	4,250	425.00
Total				**44,780.50**		**35,818.70**
Add : Interest accrued on borrowing				1,529.17		1,224.63
Add : Unamortised premium				9.56		10.36
Total				**1,538.73**		**1,234.99**
Less : Unamortised discount				(36.66)		(25.95)
Less : Unamortised borrowing cost				(94.26)		(194.45)
Privately Placed Non-Convertible Debentures				**46,188.31**		**36,833.29**

Note :

1. Coupon rate of above "NCDs" outstanding as on March 31, 2024 varies from 5.70% to 9.36% (March 31, 2023 : 5.10% to 9.36%)
2. NCDs outstanding as on March 31, 2024 and March 31, 2023 are redeemable at par, except "TCFSL NCD "G" FY 2020-21 ZCB" which was redeemed at premium in FY 2023

15.7 Particulars of Public issue of Secured Non-Convertible Debentures outstanding as on March 31, 2024

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
SERIES II TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-24	9,77,140	97.71	9,77,140	97.71
SERIES II TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-24	34,09,175	340.92	34,09,175	340.92
SERIES III TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-27	9,24,814	92.48	9,24,814	92.48
SERIES III TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-27	60,03,935	600.39	60,03,935	600.39
TCHFL NCD "Series II" FY 2019-20	14-Jan-20	14-Jan-25	51,892	5.19	51,892	5.19
TCHFL NCD "Series II" FY 2019-20	14-Jan-20	14-Jan-25	5,41,471	54.15	5,41,471	54.15
TCHFL NCD "Series III" FY 2019-20	14-Jan-20	14-Jan-25	3,35,925	33.59	3,35,925	33.59
TCHFL NCD "Series III" FY 2019-20	14-Jan-20	14-Jan-25	23,48,032	234.80	23,48,032	234.80
TCHFL NCD "Series IV" FY 2019-20	14-Jan-20	14-Jan-28	12,025	1.20	12,025	1.20
TCHFL NCD "Series IV" FY 2019-20	14-Jan-20	14-Jan-28	3,82,776	38.28	3,82,776	38.28
TCHFL NCD "Series V" FY 2019-20	14-Jan-20	14-Jan-28	1,17,900	11.79	1,17,900	11.79
TCHFL NCD "Series V" FY 2019-20	14-Jan-20	14-Jan-28	9,05,697	90.57	9,05,697	90.57
TCFSL NCD Series II (2019)	27-Sep-18	27-Sep-23	-	-	1,53,39,499	1,533.95
Total (A)				**1,601.07**		**3,135.02**
Add: Interest accrued on borrowing				65.03		134.38
Less: Unamortised borrowing cost				(7.97)		(13.40)
				1,658.13		**3,256.00**

Note : Coupon rate of above outstanding as on March 31, 2024 varies from 7.92% to 8.90% (March 31, 2023 : 7.92% to 8.90%)

15.8 Particulars of Privately Placed unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2024:

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCL NCD "B" FY 2020-21 - Option - II	25-Feb-21	30-Apr-24	1,000	100.00	1,000	100.00
TCL NCD B SERIES FY 2020-21 - OPTION - II - Reissue No. 1	22-Feb-22	30-Apr-24	3,000	300.00	3,000	300.00
TCL NCD "B" FY 2021-22	22-Feb-22	28-Mar-25	3,000	300.00	3,000	300.00
TCL NCD "B" FY 2021-22-Reissue No.1-1	18-Jul-23	28-Mar-25	2,950	295.00	-	-
TCL NCD "B" FY 2021-22-Reissue No.1-2	18-Jul-23	28-Mar-25	2,050	205.00	-	-
TCL NCD "A" FY 2020-21 - Option - I	04-Aug-20	04-Aug-25	2,050	205.00	2,050	205.00
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-1	21-Aug-23	04-Aug-25	950	95.00	-	-
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-2	21-Aug-23	04-Aug-25	1,500	150.00	-	-
TCL NCD "A" FY 2020-21 - Option - I Reissue No.1-3	21-Aug-23	04-Aug-25	500	50.00	-	-
TCFSL Unsecured NCD "A" FY 2018-19	19-Mar-19	17-Mar-34	5,900	590.00	5,900	590.00
TCFSL Unsecured NCD "A" FY 2019-20	23-Mar-20	23-Mar-35	5,000	500.00	5,000	400.00
TCL Unsecured NCD C FY 2019-20 Option I	07-Feb-20	28-Jun-23	-	-	1,250	125.00
TCL Unsecured NCD A FY 2020-21 Option II	04-Aug-20	04-Aug-23	-	-	3,000	300.00
TCL Unsecured NCD B FY 2020-21 Option I	25-Feb-21	28-Dec-23	-	-	3,000	300.00
TCL Unsecured NCD A FY 2021-22	18-Jan-22	16-Feb-24	-	-	4,000	400.00
Total (A)				**2,790.00**		**3,020.00**
Add: Interest accrued on borrowing				52.08		63.64
Add : Unamortised Premium				0.06		0.78
Less: Unamortised borrowing cost				(0.61)		(0.76)
Less: Unamortised discount				(10.19)		-
				2,831.34		**3,083.66**

Note : Coupon rate of above outstanding as on March 31, 2024 varies from 6.70% to 8.93% (As on March 31,2023 : 6.49% to 8.93%)

Note 16: Borrowings (other than debt securities)

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
(A)		
At Amortised Cost		
(a) Term loans		
Secured		
(i) From Banks (Refer note 16.1 and 16.2 below)	41,973.34	33,137.84
(ii) From National Housing Bank (Refer note 16.5 below)	8,197.41	5,341.11
(iii) From Others (Refer note 16.1 and 16.3 below)	13,086.18	5,310.09
(iv) External commercial borrowing (Refer note 16.6 below)	10,775.25	6,691.34
(b) Loan repayable on demand		
Secured		
(i) From Banks		
(a) Working capital demand loan (Refer note 16.7 below)	4,269.72	3,551.09
(b) Bank overdraft	-	0.34
(c) Cash credit (Refer note 16.7 below)	0.02	-
Unsecured		
(i) From banks		
(a) Working capital demand loan (Refer note 16.7 below)	800.00	850.34
(c) Other loans		
Unsecured		
(i) Inter corporate deposits from others (Refer note 16.4 below)	40.96	51.98
Total	**79,142.88**	**54,934.13**
(B)		
(i) Borrowings (other than debt securities) in India	68,367.63	48,242.79
(ii) Borrowings (other than debt securities) outside India	10,775.25	6,691.34
Total	**79,142.88**	**54,934.13**

16.1- Loans and advances from banks and others are secured by pari passu charge on the receivables of the Group through Security Trustee.

16.2- Rate of interest payable on term loans varies between 6.50% to 9.38% (March 31, 2023 : 6.40% to 8.99%)

16.3- Rate of interest payable on loans from others varies between 4.24% to 8.35% (March 31, 2023 : 4.24% to 8.35%)

16.4- Rate of interest payable on Inter-corporate deposits varies between 7.60% to 7.80% (March 31, 2023 : 5.20% to 7.20%).

16.5- Loan from National Housing Bank is secured by way of hypothecation of book debt and guarantee / letter of comfort from Tata Capital Limited and is repayable in 3-39 (March 31, 2023: 14-60) quarterly installments. Rate of interest payable on National Housing Bank varies between 2.80% to 8.50% (March 31, 2023: 2.80% to 8.50%).

16.6- Rate of Interest payable on external commercial borrowing varies between 4.80% to 9.38% (as at March 31, 2023: 4.84% to 8.65%).

16.7- Rate of Interest payable on Cash Credit / Over Draft & Working Capital Demand Loan varies between 7.28% to 8.45% (as at March 31, 2023 : 6.15% to 8.30%).

16.8- No default has been made in repayment of any borrowings and/or interest for the year ended March 31, 2024 and March 31, 2023.

16.9 As at March 31, 2024, the Group had undrawn borrowing facilities of Rs. 11,223.26 crore (March 31, 2023 : Rs. 10,542.67 crore).

MSKA & Associates LLP Chartered Accountants
MSKA & ASSOCIATES Chartered Accountants
TATA CAPITAL LIMITED

Note 17: Subordinated liabilities **(Rs. in Crs)**

Particulars	As at March 31, 2024	As at March 31, 2023
(A)		
At Amortised cost		
Unsecured		
Non-Convertible Subordinated Debentures	6,619.25	4,739.02
Non-Convertible Perpetual Debentures	1,124.09	1,217.03
Cumulative Redeemable Preference Shares	795.39	1,070.15
Total	8,538.73	7,026.20
(B)		
(i) Subordinated liabilities in India	8,538.73	7,026.20
(ii) Subordinated liabilities outside India	-	-
Total	**8,538.73**	**7,026.20**

17.1- Of the above, Cumulative Redeemable Preference Shares amounting to face value of Rs 50.50 crore (March 31, 2023 : 50.50 crore) are held by related parties.

17.2- Of the above, subordinated liabilities and perpetual debentures amounting to face value of Rs. 213.62 crore (March 31, 2023 : 213.72 crore) are held by related parties.

17.3- No default has been made in repayment of subordinated liabilities for the year ended March 31, 2024 and March 31, 2023.

17.4 Particulars of Subordinated unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2024

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL Tier II Bond 'A' FY 2014-15	26-Sep-14	25-Sep-24	1,000	100.00	1,000	100.00
TCHFL Tier II Bond A FY 2014-15	26-Sep-14	26-Sep-24	480	48.00	480	48.00
TCFSL Tier II Bond 'B' FY 2014-15	07-Jan-15	07-Jan-25	350	35.00	350	35.00
TCFSL Tier II Bond 'C' FY 2014-15	30-Jan-15	30-Jan-25	750	75.00	750	75.00
TCFSL Tier II Bond 'D' FY 2014-15	31-Mar-15	31-Mar-25	2,000	200.00	2,000	200.00
TCHFL Tier-II Bond A FY 2015-16	28-Apr-15	28-Apr-25	400	40.00	400	40.00
TCFSL Tier II Bond 'A' FY 2015-16	22-Jul-15	22-Jul-25	900	90.00	900	90.00
TCHFL Tier II Bond B FY 2015-16	22-Jul-15	22-Jul-25	350	35.00	350	35.00
TCHFL Tier II Bond C FY 2015-16	16-Sep-15	16-Sep-25	100	10.00	100	10.00
TCHFL Tier II Bond D FY 2015-16	21-Sep-15	19-Sep-25	150	15.00	150	15.00
TCHFL Tier II Bond E FY 2015-16	04-Nov-15	04-Nov-25	300	30.00	300	30.00
TCHFL Tier II Bond F FY 2015-16	15-Dec-15	15-Dec-25	250	25.00	250	25.00
TCHFL Tier II Bond G FY 2015-16	17-Dec-15	17-Dec-25	250	25.00	250	25.00
TCHFL Tier II Bond H FY 2015-16	15-Mar-16	13-Mar-26	200	20.00	200	20.00
TCFSL Tier II Bond 'B' FY 2015-16	30-Mar-16	30-Mar-26	2,000	200.00	2,000	200.00
TCHFL Tier II Bond A FY 2016-17	04-Aug-16	04-Aug-26	2,000	200.00	2,000	200.00
TCFSL Tier-II Bond 'A' FY 2016-17	11-Aug-16	11-Aug-26	2,000	200.00	2,000	200.00
TCFSL Tier-II Bond 'B' FY 2016-17	26-Oct-16	26-Oct-26	150	15.00	150	15.00
TCFSL NCD Series III (2018)	27-Sep-18	27-Sep-28	37,13,978	371.40	37,13,978	371.40
TCFSL Tier-II Bond 'A' FY 2018-19	28-Dec-18	28-Dec-28	2,000	200.00	2,000	200.00
TCFSL Tier-II Bond "A" FY 2019-20	16-Apr-19	16-Apr-29	200	20.00	200	20.00
TCFSL Tier II NCD "A" FY 2019-20 Discount Reissuance 1	13-Jun-19	16-Apr-29	650	65.00	650	65.00
TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 2	26-Jun-19	16-Apr-29	1,000	100.00	1,000	100.00
TCFSL Tier II NCD "A" FY 2019-20 Premium Reissuance 3	29-Jul-19	16-Apr-29	295	29.50	295	29.50
TCCL Tier II Bond 'A' FY 2019-20	10-May-19	10-May-29	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 1	29-May-19	10-May-29	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2019-20 Reissuance no 2	27-Jun-19	10-May-29	500	50.00	500	50.00
SERIES IV TRANCHE II – CATEGORY I & II.	26-Aug-19	26-Aug-29	46,500	4.65	46,500	4.65
SERIES IV TRANCHE II – CATEGORY III & IV.	26-Aug-19	26-Aug-29	17,26,973	172.70	17,26,973	172.70
TCFSL Tier-II Bond "B" FY 2019-20	13-Nov-19	13-Nov-29	1,000	100.00	1,000	100.00
TCFSL Tier-II Bond "B" FY 2019-20 Premium Reissuance 1	03-Jan-20	13-Nov-29	700	70.00	700	70.00
TCCL Tier II Bond 'B' FY 2019-20	13-Nov-19	13-Nov-29	500	50.00	500	50.00
TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 1	03-Feb-20	13-Nov-29	1,000	100.00	1,000	100.00
TCCL Tier II Bond 'B' FY 2019-20 Reissuance no 2	24-Feb-20	13-Nov-29	500	50.00	500	50.00
TCHFL Tier II Bond Series VI FY-2019-20	14-Jan-20	14-Jan-30	7,80,402	78.04	7,80,402	78.04
TCCL Tier II Bond 'A' FY 2020-21	28-Jul-20	26-Jul-30	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 1	14-Oct-20	26-Jul-30	500	50.00	500	50.00
TCCL Tier II Bond 'A' FY 2020-21 Premium Reiss no 2	17-Dec-20	26-Jul-30	500	50.00	500	50.00
TCFSL Tier-II Bond "A" FY 2020-21	17-Sep-20	17-Sep-30	750	75.00	750	75.00
TCFSL Tier-II Bond "A" FY 2020-21 Premium Reissuance 1	13-Oct-20	17-Sep-30	1,250	125.00	1,250	125.00
TCFSL Tier-II Bond "A" FY 2020-21 Discount Reissuance 2	23-Mar-21	17-Sep-30	1,000	100.00	1,000	100.00
TCHFL Tier II Bond A FY 2020-21	11-Jan-21	10-Jan-31	500	50.00	500	50.00
TCHFL Tier II Bond A FY-2021-22	19-Apr-21	18-Apr-31	1,500	150.00	1,500	150.00
TCFSL Tier-II Bond "A" FY 2021-22	28-Jun-21	27-Jun-31	1,500	150.00	1,500	150.00
TCFSL Tier-II Bond "B" FY 2021-22	24-Nov-21	24-Nov-31	500	500.00	500	500.00
TCHFL Tier II Bond B FY-2021-22	14-Mar-22	12-Mar-32	25	25.00	25	25.00
TCHFL Tier II Bond B FY-2021-22 - Reissue 1	28-Mar-22	12-Mar-32	146	146.00	146	146.00
TCHFL Tier II Bond A FY-2022-23	19-Aug-22	19-Aug-32	129	129.00	129	129.00
TCHFL Tier II Bond A Series FY 2022-23 Reissue No.1	15-Mar-24	19-Aug-32	300	300.00	-	-
TCFSL Tier-II Bond "A" FY 2023-24	27-Jul-23	27-Jul-33	500	500.00	-	-
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 1	16-Nov-23	27-Jul-33	500	500.00	-	-
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 2	22-Feb-24	27-Jul-33	240	240.00	-	-
TCFSL Tier-II Bond "A" FY 2023-24 Discount Reissuance 3	21-Mar-24	27-Jul-33	260	260.00	-	-
TCHFL Tier II Bond A FY-2013-14	15-Apr-13	15-Apr-23	-	-	250	25.00
TCHFL Tier II Bond B FY-2013-14	23-Apr-13	23-Apr-23	-	-	21	2.10
TCHFL Tier II Bond C FY 2013-14	20-May-13	19-May-23	-	-	10	1.00
TCHFL Tier II Bond D FY 2013-14	10-Jan-14	10-Jan-24	-	-	77	7.70
TCHFL Tier II Bond E FY 2013-14	18-Mar-14	18-Mar-24	-	-	4	0.40
Total				**6,324.29**		**4,560.49**
Add: Interest accrued but not due				320.09		187.17
Add : Unamortised premium				3.14		3.70
Less : Unamortised borrowing cost				(14.67)		(11.25)
Less : Unamortised discount				(13.60)		(1.09)
Total				**6,619.25**		**4,739.02**

Note: Coupon rate of above outstanding as on March 31, 2024 varies from 7.30% to 10.15% (as on March 31, 2023 from 7.30% to 10.15%).

17.5 Particulars of Perpetual unsecured non-convertible debentures ("NCDs") outstanding as on March 31, 2024

Description of NCDs	Issue Date	Redemption Date	As at March 31, 2024		As at March 31, 2023	
			Number of NCDs	(Rs. in Crs)	Number of NCDs	(Rs. in Crs)
TCFSL Perpetual 'A' FY 2015-16	16-Jul-15	16-Jul-25	1,000	100.00	1,000	100.00
TCFSL Perpetual 'B' FY 2015-16	06-Jan-16	06-Jan-26	500	50.00	500	50.00
TCFSL Perpetual 'C' FY 2015-16	02-Feb-16	02-Feb-26	500	50.00	500	50.00
TCFSL Perpetual 'D' FY 2015-16	09-Feb-16	09-Feb-26	1,000	100.00	1,000	100.00
TCFSL Perpetual 'E' FY 2015-16	23-Mar-16	23-Mar-26	1,000	100.00	1,000	100.00
TCFSL Perpetual 'A' FY 2016-17	30-Jun-16	30-Jun-26	500	50.00	500	50.00
TCFSL Perpetual 'B' FY 2016-17	13-Jan-17	13-Jan-27	100	10.00	100	10.00
TCFSL Perpetual 'C' FY 2016-17	08-Mar-17	08-Mar-27	400	40.00	400	40.00
TCFSL Perpetual 'A' FY 2017-18	21-Jun-17	21-Jun-27	500	50.00	500	50.00
TCFSL Perpetual 'B' FY 2017-18	14-Jul-17	14-Jul-27	500	50.00	500	50.00
TCFSL Perpetual 'C' FY 2017-18	11-Sep-17	11-Sep-27	930	93.00	930	93.00
TCFSL Perpetual 'D' FY 2017-18	26-Mar-18	26-Mar-28	1,250	125.00	1,250	125.00
TCFSL Perpetual 'A' FY 2020-21	30-Sep-20	30-Sep-30	1,000	100.00	1,000	100.00
TCFSL Perpetual 'B' FY 2020-21	19-Oct-20	19-Oct-30	750	75.00	750	75.00
TCFSL Perpetual 'A' FY 2021-22	28-Feb-22	28-Feb-32	100	100.00	100	100.00
TCFSL Perpetual 'A' FY 2013-14	27-Mar-14	27-Mar-24	-	-	1,871	93.55
Total (A)				**1,093.00**		**1,186.55**
Add: Interest accrued on borrowing				33.52		33.65
Less: Unamortised borrowing cost				(2.43)		(3.17)
				1,124.09		**1,217.03**

Note : Coupon rate of above outstanding as on March 31, 2024 varies from 7.89% to 9.99% (March 31, 2023: 7.89% to 10.95%)

17.6 Particulars of Cumulative Redeemable Preference Shares outstanding as on March 31, 2024

(Rs. in Crs)

Particulars	Tranche	No of shares	Allotment Date	Redemption Date/ Actual Redemption Date	As at March 31, 2024	As at March 31, 2023
7.50% Cumulative Redeemable Preference Shares of Rs. 1,000 each	T	12,76,000	March 10, 2017	March 9, 2024	-	127.60
	U	6,04,500	July 7, 2017	July 6, 2024	60.45	60.45
	V	7,36,000	July 12, 2017	July 11, 2024	73.60	73.60
	W	6,69,500	July 26, 2017	July 25, 2024	66.95	66.95
7.33% Cumulative Redeemable Preference Shares of Rs. 1,000 each	X	7,50,000	July 28, 2017	July 27, 2024	75.00	75.00
	Y	6,59,500	August 4, 2017	August 3, 2024	65.95	66.72
7.15% Cumulative Redeemable Preference Shares of Rs. 1,000	Z	6,45,500	September 15, 2017	September 14, 2024	64.55	64.55
7.10% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AA	5,83,700	September 29, 2017	September 28, 2024	58.37	58.37
	AB	2,81,000	April 20, 2018	April 19, 2025	28.10	28.10
	AC	1,54,550	May 10, 2018	May 9, 2025	15.46	15.46
	AD	2,97,000	June 15, 2018	June 14, 2025	29.70	29.70
7.75% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AE	3,64,500	March 13, 2019	March 12, 2026	36.45	36.39
	AE	35,500	March 13, 2019	May 15, 2023	-	3.57
7.50% Cumulative Redeemable Preference Shares of Rs. 1,000 each	AF	2,42,000	June 12, 2019	June 11, 2026	24.20	24.15
	AF	1,58,000	June 12, 2019	September 14, 2023	-	15.77
	AG	90,000	June 28, 2019	June 27, 2026	9.00	8.98
	AG	3,10,000	June 28, 2019	September 14, 2023	-	30.92
	AH	1,98,000	August 7, 2019	August 6, 2026	19.80	19.80
	AH	1,92,000	August 7, 2019	October 31, 2023	-	19.20
	AI	1,50,000	August 28, 2019	August 27, 2026	15.00	15.00
	AI	2,50,000	August 28, 2019	October 31, 2023	-	25.00
	AJ	2,76,200	August 30, 2019	August 29, 2026	27.62	27.62
	AJ	1,23,800	August 30, 2019	October 31, 2023	-	12.38
	AK	3,17,500	September 4, 2019	September 3, 2026	31.75	31.73
	AK	82,500	September 4, 2019	January 10, 2024	-	8.24
	AL	2,11,900	September 9, 2019	September 8, 2026	21.19	21.17
	AL	1,88,100	September 9, 2019	January 10, 2024	-	18.79
	AM	4,50,000	September 18, 2019	September 17, 2026	45.00	44.98
	AN	2,72,500	September 24, 2019	September 23, 2026	27.25	27.22
	AN	1,27,500	September 24, 2019	March 8, 2024	-	12.74
Total					**795.39**	**1,070.15**

Note 18: Other financial liabilities

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Security deposits	570.51	496.48
Payable for capital expenditure	67.65	54.33
Advances from customers	50.74	45.53
Accrued employee benefit expense	303.13	198.70
Unclaimed matured debentures, unclaimed dividend on preference shares,and accrued interest thereon	4.18	2.08
Payable under letter of credit/buyers credit facility	230.66	224.85
Amounts payable - assigned loans	1.98	3.77
Book overdraft	108.92	926.89
Claimed amount under CGTMSE, ECLGS and other arrangements	38.64	32.69
Other financial liabilities	1.61	1.45
Total	**1,378.02**	**1,986.77**

Note 19 : Provisions

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
(a) Provision for employee benefits		
Gratuity (net)	1.47	-
Compensated absences	36.09	28.41
Long-term service award	1.87	1.66
Share based payments to employees	0.86	0.86
(b) Others		
Provision for off balance sheet exposure	66.54	68.53
Total	**106.83**	**99.46**

Note 20: Other non-financial liabilities

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
At Amortised cost		
Statutory dues	194.81	123.55
Revenue received in advance	1.15	20.46
Margin money received under Letter of credit/Buyer's credit	10.75	9.82
Other payables	58.22	56.59
Total	**264.93**	**210.42**

Note 21: Equity share capital

(I) Share capital authorised, issued, subscribed and paid up

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
Authorised:				
Equity Shares of Rs 10 each	7,75,00,00,000	7,750.00	4,75,00,00,000	4,750.00
Preference shares of Rs 1000 each	3,25,00,000	3,250.00	3,25,00,000	3,250.00
Preference shares of Rs 10 each	3,00,00,00,000	3,000.00	-	-
	10,78,25,00,000	**14,000.00**	**4,78,25,00,000**	**8,000.00**
Issued, Subscribed & Paid up:				
Equity shares of Rs 10 each fully paid	3,74,64,07,148	3,746.41	3,56,01,19,841	3,560.12
Less: Net shares issued to employees by ESOP trust	(4,33,52,729)	(43.35)	(5,30,39,007)	(53.04)
	3,70,30,54,419	**3,703.06**	**3,50,70,80,834**	**3,507.08**
Add/(Less): Loans to Employees (net)		(0.01)		(0.01)
Total	**3,70,30,54,419**	**3,703.05**	**3,50,70,80,834**	**3,507.07**

(II) Terms/rights attached to equity shares

The Holding Company has issued and allotted 6,13,81,377 & 5,32,57,371 Equity Shares of face value Rs. 10 each, at premium of Rs 152.90 & 178.40 per share recpectively during the year ended March 31, 2024.

(III) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
At the beginning of the year	3,50,70,80,834	3,507.07	3,46,33,69,745	3,463.35
Issued during the year	18,62,87,307	186.28	4,39,52,097	43.95
Add: Subscription of right issue by ESOP trust	(15,92,510)	(1.59)	(6,63,088)	(0.66)
Add/(less): Net shares issued to employees by ESOP trust	1,12,78,788	11.28	4,22,080	0.42
Add/(Less): Loans to Employees (net)	-	0.01	-	0.01
Total	**3,70,30,54,419**	**3,703.05**	**3,50,70,80,834**	**3,507.07**

(IV) Equity shares in the Company held by the holding company

	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	(Rs. in Crs)	No. of Shares	(Rs. in Crs)
Tata Sons Private Limited	3,47,77,15,784	3,477.72	3,36,86,83,388	3,368.68
	3,47,77,15,784	**3,477.72**	**3,36,86,83,388**	**3,368.68**

(V) Details of shareholders holding more than 5% shares in the company

Equity Shares	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	% holding	No. of Shares	% holding
Tata Sons Private Limited	3,47,77,15,784	92.83%	3,36,86,83,388	94.62%

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders at the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(VI) Details of shares held by promoters

Name of Promoters	As at March 31, 2024		As at March 31, 2023		% change during the year
	No. of Shares	% holding	No. of Shares	% holding	
Tata Sons Private Limited	3,47,77,15,784	92.83%	3,36,86,83,388	94.62%	3.24%

(VII) Capital Management

The objective of the Group's Capital Management is to maximise shareholder value, safeguard business continuity and support the growth of its subsidiaries. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated.

(VIII) Employee stock option scheme

The Company is required to present disclosures as required by Para 44, 45, 46, 47, 50, 51 and 52 of Ind AS 102. It is required to present scheme wise terms and conditions of the ESOP schemes, present for the employees of the Company.

A. Description of share based payments:

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU
i. Vesting requirements	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 20 months and 30% at the end of each 32 and 44 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	100% at the end of 36 months from the date of grant
ii. Maximum term of option	7 years	7 years	7 years	7 years	3 years
iii. Method of settlement	Equity settled	Equity settled	Equity settled	Equity settled	Equity settled
iv. Modifications to share based payment plans	N.A.	N.A.	N.A.	N.A.	N.A.
iv. Any other details as disclosed in the audited Ind AS financial statements	N.A.	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2022	ESOP 2023	ESOP 2023(Special Scheme)
i. Vesting requirements	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	20% at the end of each 12 and 24 months and 30% at the end of each 36 and 48 months from the date of grant	100% at the end of 36 months from the date of grant
ii. Maximum term of option	7 years	7 years	7 years
iii. Method of settlement	Equity settled	Equity settled	Equity settled
iv. Modifications to share based payment plans	N.A.	N.A.	N.A.
iv. Any other details as disclosed in the audited Ind AS financial statements	N.A.	N.A.	N.A.

B. Summary of share based payments

March 31, 2024

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021	ESOP 2021 RSU
Outstanding balance at the beginning of the period	54,90,000.00	55,80,000.00	64,64,000.00	52,23,750.00	22,55,092.91
Options granted	-	-	-	-	-
Options forfeited	25,000.00	15,000.00	66,000.00	97,500.00	64,662.16
Options exercised	35,67,250.00	33,95,000.00	26,00,500.00	11,52,250.00	-
Options expired	-	-	-	-	-
Options lapsed	-	-	-	-	-
Options outstanding at the end of the period	**18,97,750.00**	**21,70,000.00**	**37,97,500.00**	**39,74,000.00**	**21,90,430.75**
Options exercisable at the end of the period	18,97,750.00	21,70,000.00	26,58,250.00	15,89,600.00	-
For share options exercised:					
Weighted average exercise price at date of exercise					
Money realized by exercise of options (In actual rupees)					
For share options outstanding					
Range of exercise prices	50.60	51.00	40.30	51.80	51.80
Average remaining contractual life of options	1.50	2.33	3.33	4.34	0.50
Modification of plans	N.A.	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.	N.A.

March 31, 2024

Particulars	ESOP 2022	ESOP 2023	ESOP 2023(Special Scheme)	Total
Outstanding balance at the beginning of the period	50,90,730.00	-	-	3,01,03,572.91
Options granted	-	61,96,670.00	9,87,500.00	71,84,170.00
Options forfeited	1,22,552.00	1,66,360.00	-	5,57,074.16
Options exercised	5,66,188.00	-	-	1,12,81,188.00
Options expired	-	-	-	-
Options lapsed	-	-	-	-
Options outstanding at the end of the period	**44,01,990.00**	**60,30,310.00**	**9,87,500.00**	**2,54,49,480.75**
Options exercisable at the end of the period	8,80,398.00	-	-	91,95,998.00
For share options exercised:				
Weighted average exercise price at date of exercise				50.20
Money realized by exercise of options (In crore)				56.63
For share options outstanding				
Range of exercise prices	85.00	151.15	151.15	
Average remaining contractual life of options	5.17	6.17	6.17	
Modification of plans	N.A.	N.A.	N.A.	
Incremental fair value on modification	N.A.	N.A.	N.A.	

March 31, 2023

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021
Outstanding balance at the beginning of the period	**56,40,000.00**	**57,25,000.00**	66,62,500.00	**53,62,500.00**
Options granted	-	-	-	-
Options forfeited	-	22,500.00	49,500.00	1,31,250.00
Options exercised	1,50,000.00	1,22,500.00	1,49,000.00	7,500.00
Options expired	-	-	-	-
Options lapsed	-	-	-	-
Options outstanding at the end of the period	**54,90,000.00**	**55,80,000.00**	**64,64,000.00**	**52,23,750.00**
Options exercisable at the end of the period	54,90,000.00	39,06,000.00	25,85,600.00	10,44,750.00
For share options exercised:				
Weighted average exercise price at date of exercise				
Money realized by exercise of options (In actual rupees)				
For share options outstanding				
Range of exercise prices	50.60	51.00	40.30	51.80
Average remaining contractual life of options	2.50	3.34	4.34	5.34
Modification of plans	N.A.	N.A.	N.A.	N.A.
Incremental fair value on modification	N.A.	N.A.	N.A.	N.A.

March 31, 2023

Particulars	ESOP 2021 RSU	ESOP 2022	Total
Outstanding balance at the beginning of the period	23,11,672.30	-	2,57,01,672.30
Options granted	-	51,02,730.00	51,02,730.00
Options forfeited	56,579.39	12,000.00	2,71,829.39
Options exercised	-	-	4,29,000.00
Options expired	-	-	-
Options lapsed	-	-	-
Options outstanding at the end of the period	**22,55,092.91**	**50,90,730.00**	**3,01,03,572.91**
Options exercisable at the end of the period	-	-	1,30,26,350.00
For share options exercised:			
Weighted average exercise price at date of exercise			47.16
Money realized by exercise of options (In crore)			2.02
For share options outstanding			
Range of exercise prices	51.80	85.00	
Average remaining contractual life of options	1.50	6.17	
Modification of plans	N.A.	N.A.	
Incremental fair value on modification	N.A.	N.A.	

VKC & associates LLP Chartered Accountants
TATA CAPITAL LIMITED
MSKA & ASSOCIATES Chartered Accountants

C. Valuation of stock options

The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using the Black & Scholes formula. The inputs used in measuring the fair values at grant date of the equity-settled share based payment plans were as follows :

Particulars	ESOP 2018	ESOP 2019	ESOP 2020	ESOP 2021
Share price:	50.6	51.00	40.30	51.80
Exercise Price:	50.6	51.00	40.30	51.80
Fair value of option:	23.34	23.02	17.07	22.33
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.383	0.41	0.42	0.41
Basis of determination of expected volatility:	Average historical volatility over 4.85 years of comparable companies	Average historical volatility over 4.85 years of comparable companies	Historical volatility of equity shares of comparable companies over the period ended December 15,2020 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended October 01,2021 based on the life of options
Contractual Option Life (years):	7	7	7	7
Expected dividends:	-	-	-	-
Risk free interest rate:	8.04%	6.28%	5.22%	5.87%
Vesting Dates	20% vesting on September 30, 2019 40% vesting on September 30, 2020 70% vesting on September 30, 2021 100% vesting on September 30, 2022	20% vesting on August 01, 2020 40% vesting on August 01, 2021 70% vesting on August 01, 2022 100% vesting on August 01, 2023	20% vesting on December 14, 2021 40% vesting on July 31, 2022 70% vesting on July 31, 2023 100% vesting on July 31, 2024	20% vesting on September 30, 2022 40% vesting on July 31, 2023 70% vesting on July 31, 2024 100% vesting on July 31, 2025
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.	N.A.

Particulars	ESOP 2022	ESOP 2023	ESOP 2023 Special Scheme
Share price:	85.00	151.15	151.15
Exercise Price:	85.00	151.15	151.15
Fair value of option:	40.40	71.20	72.68
Valuation model used:	Black Scholes valuation	Black Scholes valuation	Black Scholes valuation
Expected Volatility:	0.43	0.43	0.43
Basis of determination of expected volatility:	Historical volatility of equity shares of comparable companies over the period ended May 31,2022 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options	Historical volatility of equity shares of comparable companies over the period ended May 31,2023 based on the life of options
Contractual Option Life (years):	7	7	7
Expected dividends:	-	-	-
Risk free interest rate:	7.14%	7.06%	7.05%
Vesting Dates	20% vesting on May 31, 2023 40% vesting on May 31, 2024 70% vesting on May 31, 2025 100% vesting on May 31, 2026	20% vesting on May 31, 2024 40% vesting on May 31, 2025 70% vesting on May 31, 2026 100% vesting on May 31, 2027	100% vesting on May 31, 2026
Valuation of incremental fair value on modification	N.A.	N.A.	N.A.

Note - Valuation of stock option granted in ESOP 2021 RSU scheme is not applicable since exercise price is Rs. Nil

D) Options granted and inputs used for measurement of fair value of options, for the key managerial employees and other senior employees

As at March 31, 2024

Name of Scheme	Mr. Rajiv Sabharwal		Mr. Rakesh Bhatia	
	Granted	Exercised	Granted	Exercised
ESPS 2009	-	-	1,00,302	1,00,302
ESPS 2011	-	-	-	-
ESOP 2011	-	-	80,000	53,334
PS 2013	-	-	10,813	10,813
ESPS 2013	-	-	-	-
ESOP 2013	-	-	-	-
ESOP 2016	-	-	-	-
ESOP 2017	-	-	-	-
ESOP 2018	16,00,000	-	-	-
ESOP 2019	16,00,000	-	-	-
ESOP 2020	17,60,000	-	2,00,000	1,40,000
ESOP 2021	12,00,000	-	2,25,000	90,000
ESOP 2021 RSU	5,17,297	-	96,993	-
ESOP 2022	9,90,100	-	1,65,820	33,164
ESOP 2023	6,31,990	-	1,00,000	-
ESOP 2023 Special Scheme	-	-	75,000	-
Total	**82,99,387**	**-**	**10,53,928**	**4,27,613**

Name of Scheme	Ms. Sarita Kamath	
	Granted	Exercised
ESPS 2009	-	-
ESPS 2011	3,000	3,000
ESOP 2011	-	-
PS 2013	323	323
ESPS 2013	-	-
ESOP 2013	30,000	30,000
ESOP 2016	10,000	10,000
ESOP 2017	10,000	10,000
ESOP 2018	1,00,000	1,00,000
ESOP 2019	1,00,000	1,00,000
ESOP 2020	1,10,000	77,000
ESOP 2021	1,12,500	45,000
ESOP 2021 RSU	48,497	-
ESOP 2022	82,910	16,582
ESOP 2023	50,000	-
ESOP 2023 Special Scheme	-	-
Total	**6,57,230**	**3,91,905**

As at March 31, 2023

Name of Scheme	Mr. Rajiv Sabharwal		Mr. Rakesh Bhatia	
	Granted	Exercised	Granted	Exercised
ESPS 2009	-	-	1,00,302	1,00,302
ESPS 2011	-	-	-	-
ESOP 2011	-	-	80,000	53,334
PS 2013	-	-	10,813	10,813
ESPS 2013	-	-	-	-
ESOP 2013	-	-	-	-
ESOP 2016	-	-	-	-
ESOP 2017	-	-	-	-
ESOP 2018	16,00,000	-	-	-
ESOP 2019	16,00,000	-	-	-
ESOP 2020	17,60,000	-	2,00,000	-
ESOP 2021	12,00,000	-	2,25,000	-
ESOP 2021 RSU	5,17,297	-	96,993	-
ESOP 2022	9,90,100	-	1,65,820	-
Total	**76,67,397**	**-**	**8,78,928**	**1,64,449**

Name of Scheme	Ms. Sarita Kamath	
	Granted	Exercised
ESPS 2009	-	-
ESPS 2011	3,000	3,000
ESOP 2011	-	-
PS 2013	323	323
ESPS 2013	-	-
ESOP 2013	30,000	30,000
ESOP 2016	10,000	10,000
ESOP 2017	10,000	10,000
ESOP 2018	1,00,000	-
ESOP 2019	1,00,000	-
ESOP 2020	1,10,000	-
ESOP 2021	1,12,500	-
ESOP 2021 RSU	48,497	-
ESOP 2022	82,910	-
Total	**6,07,230**	**53,323**

Note 23: Interest income (Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
On financial assets measured at:		
(i) Amortised cost		
Interest on loans and credit substitutes	15,966.98	11,648.21
Interest income from investments	258.16	168.72
Interest on deposits with bank	36.68	24.72
Other interest income	11.43	15.89
(ii) Fair value through other comprehensive income		
Interest on loans and credit substitutes	73.08	36.54
Interest on debentures	14.39	11.44
(iii) Fair value through profit and loss		
Interest on debentures	5.75	5.38
Total	**16,366.47**	**11,910.90**

Note 24: Fees and commission Income (Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Loan servicing and other charges	213.60	145.71
Foreclosure charges	90.53	53.08
Fees on value added services and products	521.69	220.68
Advisory Fees	118.63	51.68
Other fee and commision income	101.42	98.43
Total	**1,045.88**	**569.58**

Note 25: Net gain/(loss) on fair value changes (Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(A) Net gain/(loss) on financial instruments classified at fair value through profit or loss		
(i) On trading portfolio		
-Investments	242.97	(88.21)
-Derivatives	-	-
-Others	-	-
(ii) On financial instruments designated at fair value through profit or loss	-	0.41
(B) Others	247.06	151.54
Total	**490.03**	**63.74**
(C) Fair value changes:		
-Realised	282.63	64.32
-Unrealised	207.40	(0.58)
Total	**490.03**	**63.74**

Note 26: Other income

(Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net gain on derecognition of property, plant and equipment	16.31	0.25
Interest on income tax refund	2.79	2.08
Other miscellaneous Income	4.46	6.31
Total	**23.56**	**8.64**

Note 27: Finance costs

(Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
At Amortised Cost		
Interest on borrowings other than debt securities	4,812.95	2,859.68
Interest on debt securities	3,272.99	2,551.32
Interest on subordinated liabilities	620.21	576.14
Interest cost of lease liabilities	21.36	12.05
Other interest expenses	8.32	37.09
Discounting Charges		
(i) On commercial paper	737.28	454.46
(ii) On debentures	95.12	109.90
Total	**9,568.23**	**6,600.64**

During the year ended March 31, 2024, the holding company has declared and paid, an interim dividend for the year ending March 31, 2024 on Cumulative Redeemable Preference Shares aggregating to Rs. 74.34 crore (For the year ending March 31, 2023 Rs. 80.30 crore).

Note 28: Impairment on financial instruments

(Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(I) Loans and credit substitutes		
(a) Impairment loss allowance on loans (Stage I & II)		
-At amortised cost	(107.56)	(92.38)
-At FVTOCI	1.13	0.41
	(106.43)	(91.97)
(b) Impairment loss allowance on loans (Stage III) - at amortised cost	164.91	325.20
Less : Delinquency Support	(7.28)	(15.21)
	157.63	309.99
(c) Write off - Loans and credit substitutes - at amortised cost	503.84	339.73
(II) Trade receivables - at amortised cost		
Write off - Trade receivables	30.35	-
Trade receivables	6.77	15.87
	37.12	15.87
(III) Provision on derivative current credit exposure - at FVTOCI	0.10	0.67
Total	**592.26**	**574.29**

Note 29: Employee benefits expenses (Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	1,664.93	1,157.96
Contribution to provident, superannuation and pension fund	62.98	46.99
Share based payments to employees	34.17	21.48
Staff welfare expenses	73.75	56.78
Expenses related to post-employment defined benefit plans	14.26	10.97
Total	**1,850.09**	**1,294.18**

Note 30: Other expenses (Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisements and publicity	166.92	116.38
Brand Equity and Business Promotion	50.43	38.43
Corporate social responsibility expenses	54.98	36.04
Information Technology expenses	303.02	225.08
Insurance charges	4.86	6.43
Incentive / commission/ brokerage	1.24	(0.06)
Legal and professional fees	151.06	99.66
Loan processing fees	73.41	48.69
Printing and stationery	11.66	6.14
Reversal of provision against assets held for sale (Net)#	(12.70)	-
Net loss on derecognition of property, plant and equipment	-	3.46
Power and fuel	18.59	14.27
Repairs and maintenance	7.32	5.62
Rent, rates and taxes	27.47	8.74
Stamp charges	67.15	43.95
Service providers' charges	394.90	351.27
Training and recruitment	14.17	13.91
Telephone, telex and leased line	10.02	5.71
Travelling and conveyance	66.32	55.52
Other miscellaneous expenses	75.79	65.61
Total	**1,486.61**	**1,144.85**

#- Includes loss amounting to Rs. 18.60 crore on sale of asset held for sale

(a). Auditors' remuneration (excl. Taxes) (Rs. in Crs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Audit fees	4.82	4.17
(ii) Tax audit fees	0.20	0.22
(iii) Other Services*	0.63	0.43
	5.65	**4.82**

(Auditors' remuneration is part of Other expenses)
*Includes certification expenses and out of pocket expenses

(b). Corporate social responsibility expenses

(i) Gross amount required to be spent by the Group during the year was Rs. 54.98 crore (PY: Rs. 36.04 crore)
(ii) Amount spent during the year on:

PARTICULARS	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Construction/acquisition of any asset		
Paid	11.55	7.33
Yet to be paid	-	-
(ii) On purposes other than (i) above		
Paid	43.43	28.71
Yet to be paid	-	-

(iii) The amount of shortfall at the end of the year out of the amount required to be spent by the Group during the year: Nil.

(iv) The total of previous years' shortfall amounts: Nil

(v) The reason for above shortfalls by way of a note: Not Applicable

(vi) The nature of CSR activities undertaken by the Group: The CSR activities are undertaken as per Section 135 CSR Rules of the Companies Act, 2013. The Group's mission is to improve the lives of the community, especially the socially and economically underprivileged communities, by making a long term, measurable and positive impact through projects in the areas of Education, Climate Action, Health and Skill Development.

Note 31: The financial statements of the following subsidiaries have been consolidated as per Ind AS 110 on Consolidated Financial Statements as on March 31, 2024:-

Sr No.	Name of the Subsidiary	Country of Incorporation	% Holding as at March 31, 2024	% Holding as at March 31, 2023
1	Tata Securities Limited	India	100.00	100.00
2	Tata Capital Housing Finance Limited	India	100.00	100.00
3	Tata Capital Financial Services Limited	India	-	100.00
4	Tata Capital Growth Fund I	India	73.75	73.75
5	Tata Cleantech Capital Limited	India	-	80.50
6	Tata Capital Pte. Limited	Singapore	100.00	100.00
7	Tata Capital Advisors Pte. Limited (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00
8	Tata Capital Plc[1] (Subsidiary of Tata Capital Pte. Limited)	United Kingdom	100.00	100.00
9	Tata Capital General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80.00	80.00
10	Tata Capital Healthcare General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00
11	Tata Capital Healthcare II General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	100.00	100.00
12	Tata Opportunities General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	90.00	90.00
13	Tata Capital Growth II General Partners LLP (Subsidiary of Tata Capital Pte. Limited)	Singapore	80.00	80.00
14	Tata Capital Special Situation Fund	India	28.20	28.20
15	Tata Capital Innovation Fund	India	27.84	27.84
16	Tata Capital Growth Fund II[2]	India	35.94	32.55
17	Tata Capital Healthcare Fund I	India	32.17	32.17
18	Tata Capital Healthcare Fund II[2]	India	16.62	16.07
19	TCL Employee Welfare Trust	India	-	-

1. Tata Capital Plc, registered in UK, has filed for liquidation on March 28th, 2023.

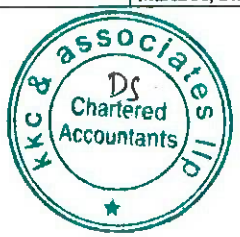
2. Consolidated based on beneficial interest held.

3. All the entities that are required to be consolidated as per IndAS 110 and IndAS 28 have been consolidated for the purpose of preparation of these financial statements.

Note 32: The Group has investments in the following associates, which are accounted under the Equity Method in accordance with the Ind AS 28 on Accounting for Investment in Associate in Consolidated Financial Statements as on March 31, 2024:-

(Rs. in Crs)

Sr No	Name of Associates	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Share of post acquisition Reserves & Surplus	Impairment	Carrying Amount of Investments
	Equity Shares							
1	Tata AutoComp Systems Limited[1]	March 31, 2024	India	-	-	-	-	-
		March 31, 2023	India	-	-	434.56	-	-
2	Tata Technologies Limited[2]	March 31, 2024	India	-	-	-	-	-
		March 31, 2023	India	-	-	75.55	-	-
3	Tata Play Limited (formerly Tata Sky Limited)[3]	March 31, 2024	India	-	-	(0.58)	-	-
		March 31, 2023	India	0.72%	52.42	3.35	-	55.77
4	Tata Projects Limited[4]	March 31, 2024	India	-	-	(4.67)	-	-
		March 31, 2023	India	2.21%	54.78	(14.78)	-	40.00
5	Fincare Business Services Limited	March 31, 2024	India	0.77%	7.34	1.04	-	8.38
		March 31, 2023	India	0.76%	7.34	1.11	-	8.45
6	Fincare Small Finance Bank Limited	March 31, 2024	India	0.09%	1.45	0.34	-	1.79
		March 31, 2023	India	0.11%	1.45	(0.03)	-	1.42
7	TVS Supply Chain Solutions Limited[5]	March 31, 2024	India	-	-	(1.67)	-	-
		March 31, 2023	India	0.40%	9.82	(1.67)	-	8.15
8	Novalead Pharma Private Limited	March 31, 2024	India	19.75%	23.35	(0.54)	(22.81)	-
		March 31, 2023	India	19.75%	23.35	(0.54)	(13.32)	9.49
9	Tema India Limited[6]	March 31, 2024	India	-	-	-	-	-
		March 31, 2023	India	35.01%	42.01	3.08	-	45.09
10	Kapsons Industries Private Limited	March 31, 2024	India	0.01%	0.01	-	(0.01)	-
		March 31, 2023	India	0.01%	0.01	-	(0.01)	-
11	Vortex Engineering Private Limited	March 31, 2024	India	18.50%	29.00	-	(23.34)	5.66
		March 31, 2023	India	18.50%	29.00	-	(22.75)	6.25
12	Sea6 Energy Private Limited	March 31, 2024	India	13.40%	20.60	(13.75)	-	6.85
		March 31, 2023	India	13.40%	20.60	(9.86)	-	10.74
13	Alef Mobitech Soluations Private Limited	March 31, 2024	India	25.70%	15.88	(4.95)	(10.93)	-
		March 31, 2023	India	25.70%	15.88	(4.95)	(10.93)	-
14	Indusface Private Limited	March 31, 2024	India	36.89%	35.00	(6.42)	-	28.58
		March 31, 2023	India	36.91%	35.00	(5.91)	-	29.09
15	Linux Laboratories Private Limited	March 31, 2024	India	3.90%	15.00	0.49	-	15.49
		March 31, 2023	India	3.90%	15.00	0.04	-	15.04
16	Cnergyis Infotech India Pvt Ltd	March 31, 2024	India	23.89%	57.09	(8.79)	-	48.30
		March 31, 2023	India	35.82%	57.09	(6.96)	-	50.13
17	Atulaya Healthcare Private Limited	March 31, 2024	India	0.01%	0.01	-	-	0.01
		March 31, 2023	India	0.01%	0.01	-	-	0.01
18	Anderson Diagnostic Private Limited	March 31, 2024	India	4.48%	15.00	(0.30)		14.70
		March 31, 2023	India	4.48%	15.00	0.03		15.03
19	Auxilo Finserve Pvt Ltd	March 31, 2024	India	-	-	-	-	-
		March 31, 2023	India	-	-	-	-	-
20	Apex Kidney Care Private Limited	March 31, 2024	India	6.89%	15.50	0.03	-	15.53
		March 31, 2023	India	-	-	-	-	-
21	Finagg Technologies Pvt.Ltd	March 31, 2024	India	-	0.01	-	-	0.01
		March 31, 2023	India	-	-	-	-	-
	Subtotal	March 31, 2024			235.24	(39.77)	(57.09)	145.30
		March 31, 2023			378.76	473.02	(47.01)	294.66







Sr No	Name of Associates	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Share of post acquisition Reserves & Surplus	Impairment	Carrying Amount of Investments
	Preference Shares							
1	Lokmanaya Hospital Private Limited	March 31, 2024	India	-	24.64	-	-	24.64
		March 31, 2023	India	-	24.64	-	-	24.64
2	Kapsons Industries Private Limited	March 31, 2024	India	-	60.00	-	(60.00)	-
		March 31, 2023	India	-	60.00	-	(60.00)	-
3	Linux Laboratories Private Limited	March 31, 2024	India	-	50.00	-	-	50.00
		March 31, 2023	India	-	35.00	-	-	35.00
4	Alef Mobitech Soluations Private Limited	March 31, 2024	India	-	17.12	-	(17.12)	-
		March 31, 2023	India	-	17.12	-	(17.12)	-
5	Cnergyis Infotech India Pvt Ltd	March 31, 2024	India	-	20.91	-	-	20.91
		March 31, 2023	India	-	20.91	-	-	20.91
6	Atulaya Healthcare Private Limited	March 31, 2024	India	-	54.99	-	-	54.99
		March 31, 2023	India	-	54.99	-	-	54.99
7	DeepTek, Inc	March 31, 2024	USA	-	49.86	-	-	49.86
		March 31, 2023	USA	-	49.86	-	-	49.86
8	Anderson Diagnostic Private Limited	March 31, 2024	India	-	40.00	-	-	40.00
		March 31, 2023	India	-	40.00	-	-	40.00
9	Cellcure Cancer Centre Private Limited	March 31, 2024	India	-	75.00	-	-	75.00
		March 31, 2023	India	-	75.00	-	-	75.00
10	Tema India Limited[6]	March 31, 2024	India	-	-	-	-	-
		March 31, 2023	India	-	-	-	-	-
11	Auxilo Finserve Pvt Ltd	March 31, 2024	India	-	215.00	-	-	215.00
		March 31, 2023	India	-	-	-	-	-
12	Finagg Technologies Pvt.Ltd	March 31, 2024	India	-	20.00	-	-	20.00
		March 31, 2023	India	-	-	-	-	-
13	Apex Kidney Care Private Limited	March 31, 2024	India	-	50.00	-	-	50.00
		March 31, 2023	India	-	-	-	-	-
	Subtotal	March 31, 2024			677.52	-	(77.12)	600.40
		March 31, 2023			377.52	-	(77.12)	300.40
	Sub-Total (i)	March 31, 2024			912.76	(39.77)	(134.21)	745.71
		March 31, 2023			756.28	473.02	(124.13)	595.07

The Group has investments in the following associate, which are accounted under the Fair valuation method in accordance with the Ind AS 109 Financial Instruments in Consolidated Financial Statements as on March 31, 2024:-

(Rs. in Crs)

Sr No	Name of Associate	As on	Country of Incorporataion	Ownership Interest (%)	Original Cost of Investment	Fair value recognised in P&L	Impairment	Carrying Amount of Investments
1	Sakar Healthcare Limited	March 31, 2024	India	10.62%	60.00	25.07	-	85.07
		March 31, 2023	India	-	-	-	-	-
	Sub-Total (ii)	March 31, 2024			60.00	25.07	-	85.07
		March 31, 2023			-	-	-	-
	Total = Sub-total (i)+Sub-total (ii)	March 31, 2024			972.76	(14.70)	(134.21)	830.78
		March 31, 2023			756.28	473.02	(124.13)	595.07

Notes:

Consolidated based on unaudited financial statements as at the year/relevant period during the year.

1. Tata AutoComp Systems Limited ceased to be an Associate company w.e.f. March 23, 2023
2. Tata Technologies Limited ceased to be an Associate company w.e.f. December 12, 2022
3. Tata Play Limited ceased to be an Associate company w.e.f. October 11, 2023
4. Tata Project Limited ceased to be an Associate company w.e.f. October 11, 2023
5. TVS Supply Chain Solutions Limited ceased to be an Associate company w.e.f. July 28, 2023
6. Tema India Limited ceased to be an Associate company w.e.f. May 22, 2023

MSKA & ASSOCIATES Chartered Accountants

KKC & associates LLP Chartered Accountants

TATA CAPITAL LIMITED

Note 33: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

(Rs. in Crs)

Name of the entity	As at 31 March 2024		As at 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023	
	Net assets, i.e., total assets minus total liabilities				Share in profit and loss				Share in other comprehensive income				Share in total comprehensive income			
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:																
Tata Capital Limited	83.07	19,452.42	85.02	14,741.91	79.12	2,492.46	76.63	2,321.15	27.98	265.27	106.01	1,849.30	67.29	2,757.73	87.36	4,170.45
Subsidiaries																
Indian																
Tata Capital Housing Finance Limited	28.66	6,710.99	28.05	4,864.04	36.43	1,147.64	27.11	820.86	(0.64)	(6.09)	0.35	6.02	27.85	1,141.55	17.32	826.88
Tata Securities Limited	0.12	28.40	0.07	12.19	(0.44)	(13.81)	(0.50)	(15.21)	(0.01)	(0.05)	0.01	0.14	(0.34)	(13.86)	(0.32)	(15.07)
Tata Capital Growth Fund I	2.72	636.23	2.09	362.37	0.58	18.35	2.39	72.37	96.58	915.69	15.04	262.45	22.79	934.04	7.01	334.82
Tata Capital Healthcare Fund I	0.10	24.01	0.19	33.66	(0.31)	(9.64)	(0.19)	(5.67)	-	-	-	-	(0.24)	(9.64)	(0.12)	(5.67)
Tata Capital Healthcare Fund II	2.49	584.02	1.64	285.17	0.26	8.18	(0.54)	(16.31)	-	-	-	-	0.20	8.18	(0.34)	(16.31)
Tata Capital Special Situation Fund	-	0.11	0.26	45.54	(0.04)	(1.14)	0.10	2.96	-	-	0.01	0.14	(0.03)	(1.14)	0.06	3.10
Tata Capital Innovation Fund	0.05	10.61	0.09	15.43	(0.16)	(4.97)	0.31	9.36	0.02	0.15	-	(0.07)	(0.12)	(4.82)	0.19	9.29
Tata Capital Growth Fund II	3.10	725.28	3.45	598.49	6.48	204.18	(4.11)	(124.48)	-	-	-	-	4.98	204.18	(2.61)	(124.48)
Tata Capital Employee Welfare Trust	0.21	48.56	0.11	19.26	0.93	29.30	0.07	1.98	-	-	-	-	0.71	29.30	0.04	1.98
Foreign																
Tata Capital Pte. Limited	2.21	516.90	3.19	552.49	0.93	29.37	2.05	62.07	2.82	26.81	2.24	39.16	1.37	56.18	2.12	101.23
Tata Capital Advisors Pte. Limited	0.37	86.12	0.58	101.43	0.26	8.17	0.50	15.00	-	-	-	-	0.20	8.17	0.31	15.00
Tata Capital General Partners LLP	0.26	59.83	0.26	45.26	1.68	52.85	0.58	17.42	-	-	-	-	1.29	52.85	0.36	17.42
Tata Capital Growth II General Partners LLP	-	0.12	-	0.37	(0.01)	(0.26)	-	0.02	-	-	-	-	(0.01)	(0.26)	-	0.02
Tata Capital Healthcare General Partners LLP	-	0.17	-	0.26	-	(0.10)	-	(0.03)	-	-	-	-	-	(0.10)	-	(0.03)
Tata Capital Healthcare II General Partners LLP	-	0.31	-	0.25	-	0.06	-	0.06	-	-	-	-	-	0.06	-	0.06
Tata Opportunities General Partners LLP	-	(0.18)	-	0.14	(0.01)	(0.32)	-	(0.01)	-	-	-	-	(0.01)	(0.32)	-	(0.01)
Tata Capital PLC	0.05	10.67	0.07	11.48	-	-	(0.01)	(0.22)	-	-	-	-	-	-	-	(0.22)
Non- Controlling Interests in all subsidiaries																
Indian																
Tata Capital Growth Fund I	(0.57)	(133.63)	(0.44)	(76.58)	(0.12)	(3.86)	(0.45)	(13.68)	(20.28)	(192.29)	(3.18)	(55.50)	(4.79)	(196.15)	(1.45)	(69.18)
Tata Capital Healthcare Fund I	(0.06)	(12.95)	(0.10)	(18.20)	0.17	5.23	0.10	3.11	-	-	-	-	0.13	5.23	0.07	3.11
Tata Capital Healthcare Fund II	(2.08)	(486.94)	(1.38)	(239.33)	(0.13)	(4.01)	0.54	16.29	-	-	-	-	(0.10)	(4.01)	0.34	16.29
Tata Capital Special Situation Fund	-	(0.08)	(0.19)	(32.70)	0.03	0.82	(0.07)	(2.12)	-	-	(0.01)	(0.10)	0.02	0.82	(0.05)	(2.22)
Tata Capital Innovation Fund	(0.03)	(7.66)	(0.06)	(11.13)	0.11	3.59	(0.22)	(6.75)	(0.01)	(0.11)	-	0.05	0.08	3.48	(0.14)	(6.70)
Tata Capital Growth Fund II	(1.98)	(464.55)	(2.33)	(403.68)	(4.40)	(138.74)	3.04	92.06	-	-	-	-	(3.39)	(138.74)	1.93	92.06
TCL Employee Welfare Trust	(0.21)	(48.56)	(0.11)	(19.26)	(0.93)	(29.30)	(0.07)	(1.99)	-	-	-	-	(0.71)	(29.30)	(0.04)	(1.99)
Foreign																
Tata Capital Pte. Limited	(0.05)	(10.61)	(0.05)	(7.93)	(0.33)	(10.48)	(0.12)	(3.49)	-	-	-	-	(0.26)	(10.48)	(0.07)	(3.49)

Note 33: Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

(Rs. in Crs)

Name of the entity	As at 31 March 2024		As at 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2024		For the year ended 31 March 2023	
	Net assets, i.e., total assets minus total liabilities				Share in profit and loss				Share in other comprehensive income				Share in total comprehensive income			
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Associates (Investment as per the equity method)																
Indian																
Equity shares																
Tata Autocomp Systems Limited	-	-	-	-	-	-	5.59	169.20	-	-	(0.46)	(8.10)	-	-	3.37	161.10
Tata Play Limited (formerly Tata Sky Limited)	-	-	0.32	55.77	(0.02)	(0.59)	(0.05)	(1.38)	-	-	-	(0.02)	(0.01)	(0.59)	(0.03)	(1.40)
Tata Projects Limited	-	-	0.23	40.00	(0.14)	(4.49)	(0.75)	(22.78)	0.02	0.17	0.02	0.31	(0.11)	(4.32)	(0.47)	(22.47)
Fincare Business Services Limited	0.04	8.38	0.05	8.45	-	(0.07)	-	(0.03)	-	-	-	-	-	(0.07)	-	(0.03)
Fincare Small Finance Bank Limited	0.01	1.79	0.01	1.42	0.01	0.21	-	(0.02)	(0.02)	(0.18)	-	(0.06)	-	0.03	-	(0.08)
TVS Supply Chain Solutions Limited	-	-	0.05	8.15	(0.01)	(0.38)	-	0.15	(0.02)	(0.21)	-	(0.08)	(0.01)	(0.59)	-	0.07
Tata Technologies Limited	-	-	-	-	-	-	0.52	15.80	-	-	(0.04)	(0.70)	-	-	0.32	15.10
Novalead Pharma Private Limited	-	-	0.05	9.50	-	-	-	-	-	-	-	-	-	-	-	-
Tema India Limited	-	-	0.26	45.09	-	-	0.10	2.91	-	-	0.01	0.14	-	-	0.06	3.05
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Vortex Engineering Private Limited	0.02	5.67	0.04	6.25	-	-	-	-	-	-	-	-	-	-	-	-
Sea6 Energy Private Limited	0.03	6.85	0.06	10.74	(0.13)	(4.04)	(0.22)	(6.54)	-	0.04	-	(0.07)	(0.10)	(4.00)	(0.14)	(6.61)
Alef Mobitech Solutions Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Indusface Private Limited (Equity)	0.12	28.58	0.17	29.09	(0.02)	(0.51)	(0.12)	(3.65)	-	-	-	-	(0.01)	(0.51)	(0.08)	(3.65)
Linux Laboratories Pvt Ltd	0.07	15.49	0.09	15.04	0.01	0.45	-	(0.03)	-	-	-	-	0.01	0.45	-	(0.03)
Cnergyis Infotech India Pvt Ltd	0.21	48.30	0.29	50.13	(0.06)	(1.83)	(0.23)	(6.96)	-	-	-	-	(0.04)	(1.83)	(0.15)	(6.96)
Atulaya Healthcare Private Limited	-	0.01	-	0.01	-	-	-	-	-	-	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.07	15.53	-	-	-	0.03	-	-	-	-	-	-	-	0.03	-	-
Finagg Technologies Pvt.Ltd	-	0.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sakar Healthcare Limited	0.36	85.07	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.06	14.70	0.09	15.03	(0.01)	(0.35)	-	0.03	-	-	-	-	(0.01)	(0.35)	-	0.03
Preference Shares																
Lokmanaya Hospital Private Limited	0.11	24.64	0.14	24.64	-	-	-	-	-	-	-	-	-	-	-	-
Tema India Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Kapsons Industries Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Alef Mobitech Soluations Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Linux Laboratories Pvt Ltd	0.21	50.00	0.20	35.00	-	-	-	-	-	-	-	-	-	-	-	-
Cnergyis Infotech India Pvt Ltd	0.09	20.91	0.12	20.91	-	-	-	-	-	-	-	-	-	-	-	-
Atulaya Healthcare Private Limited	0.23	54.99	0.32	54.99	-	-	-	-	-	-	-	-	-	-	-	-
Deeptek Inc.	0.21	49.86	0.29	49.86	-	-	-	-	-	-	-	-	-	-	-	-
Anderson Diagnostic Private Limited	0.17	40.00	0.23	40.00	-	-	-	-	-	-	-	-	-	-	-	-
Auxilo Finserve Pvt Ltd	0.92	215.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Finagg Technologies Pvt.Ltd	0.09	20.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Apex Kidney Care Private Limited	0.21	50.00	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cellcure Cancer Centre Private Limited	0.32	75.00	0.43	75.00	-	-	-	-	-	-	-	-	-	-	-	-
Eliminations	(21.98)	(5,143.24)	(23.85)	(4,136.14)	(19.73)	(621.79)	(11.99)	(362.25)	(6.43)	(61.10)	(20.00)	(348.52)	(16.63)	(682.89)	(14.85)	(710.77)
Total	**100.00**	**23,417.13**	**100.00**	**17,339.86**	**100.00**	**3,150.21**	**100.00**	**3,029.20**	**100.00**	**948.10**	**100.00**	**1,744.49**	**100.00**	**4,098.31**	**100.00**	**4,773.69**

Note 34: Disclosure pursuant to Ind AS 112 "Disclosure of Interest in other entities": Material Associates

i. **Summarised Statement of Profit and Loss** (Rs. in Crs)

Particulars	Tata AutoComp Systems Limited	
	FY 2023-24 (Unaudited)	FY 2022-23 (Unaudited)
Revenue	-	11,443.96
Profit/(loss) for the year	-	722.46
Other comprehensive income for the year	-	(12.95)
Total comprehensive income	-	709.51
Dividend received from associate	-	19.32

ii. **Financial Information in respect of individually non-material associate**

Particulars	FY 2023-24	FY 2022-23
Aggregate carrying amount of investment in individually non-material associate	830.78	595.07
Aggregate amounts of the Group's share of:		
Profit/(loss) for the year	(11.57)	(22.50)
Other comprehensive income for the year	(0.18)	(0.48)
Total comprehensive income for the year	(11.75)	(22.98)

iii. **Share in profit /(loss) of associates (net)**

Particulars	FY 2023-24	FY 2022-23
Non-material associate	(11.57)	(22.50)
Material associate	-	169.20
Total	(11.57)	146.70

iv. **Share in other comprehensive income of associates (net)**

Particulars	FY 2023-24	FY 2022-23
Non-material associate	(0.18)	(0.48)
Material associate	-	(8.10)
Total	(0.18)	(8.58)

Note: Tata AutoComp Systems Limited ceased to be an Associate company w.e.f. March 23, 2023

Note 35: Provisions and Contingent Liabilities :

(i). Movement in impairment provision during the year is as under:

(Rs. in Crs)

Particulars	For the Year ended	
	March 31, 2024	March 31, 2023
Opening Balance	3,263.07	3,030.25
Provision created during the year (net)	57.35	232.82
Closing Balance	**3,320.42**	**3,263.07**

(Includes Provision for off Balance Sheet exposure and Provision for letter of credit/buyer's credit facility Rs 67.19 crore (As at March 31, 2023: 69.82 crore)

(ii). Movement in other provisions during the year is as under:

(Rs. in Crs)

Particulars	For the Year ended	
	March 31, 2024	March 31, 2023
Opening Balance	32.22	27.64
Provision created during the year (net)	8.72	4.58
Closing Balance	**40.94**	**32.22**

(iii). Claims not acknowledged by the Group relating to cases contested by the Group and which are not likely to be devolved on the Group relating to the following areas :

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Income Tax (Pending before Appellate Authorities)	220.97	158.26
VAT (Pending before Sales Tax Appellate Authorities)	16.68	18.35
Suits filed against the Group	5.23	6.27
Letter of credit	221.47	252.44
Letter of Comfort	190.06	232.58
Bank Guarantees*	83.07	131.11
Total	**737.48**	**799.01**

*Bank Guarantee includes guarantees issued to National Housing Bank on behalf of Tata Capital Housing Finance Limited Rs. 1,200 crore (As at March 31, 2023 : Rs. 1,200 crore) against which the amount liable by Tata Capital Housing Finance Limited is Rs. 81 crore as at March 31, 2024 (As at March 31, 2023 Rs. 129.54 crore). Pursuant to the terms of the Guarantee, the Company's liability on invocation is capped at the outstanding amount.

As at March 31, 2024, claims against the Company not acknowledged as debts in respect of income tax matters amounted to Rs. 220.97 crore. These claims against the Company are arising on account of multiple issues of disallowances on completion of assessment proceedings under the Income-tax Act, 1961, such as disallowance of expenditure incurred in relation to income not includible in total income u/s 14A of the Income Tax Act, 1961 and disallowance of interest expenditure on perpetual NCDs.These matters are pending before various appellate authorities and the Management expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position. Hence, the Company has not recognized these uncertain tax positions in its books.

(iv). **Commitments :**

(a). Commitment to co-invest with Omega TC Holdings Pte. Ltd Rs Nil (as at March 31, 2023 : USD 14.90 Million (Rs. 119.51 crore)
(b). Commitment in respect of uncalled capital investment in Partners' Capital in Pitango Venture Capital Fund amounting to NIL (as at March 31, 2023 : Rs. 3.60 crore).
(c). Undrawn Commitment given to Borrowers:
-Loan tenure - less than 1 Year: Rs. 5,807.54 crore (March 31, 2023: Rs. 5,142.40 crore)
-Loan tenure - More than 1 Year: Rs. 10,850.26 crore (March 31, 2023: Rs. 8,406.88 crore)
(d). Leases entered but not executed Rs. 1,259.50 crore (March 31, 2023: Rs. 975.14 crore)
(e). Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. 33.77 crore (March 31, 2023: Rs. 57.32 crore).

Note 36: Employee benefit expenses

A. Defined contribution plans

1) Superannuation Fund

The Group makes contribution towards superannuation fund, a defined contribution retirement plan for qualifying employees. The Superannuation fund is administered by superannuation fund set up as Trust by the Group. The Group is liable to pay to the superannuation fund to the extent of the amount contributed. The Group recognizes such contribution as an expense in the year of contribution. The Group has recognised ₹ 1.70 crore (Year ended 31 March 2023 ₹ 1.67 crore) for Superannuation Fund contributions in the Statement of Profit and Loss.

B. Defined benefit plans

1) Provident Fund

The Group makes Provident Fund contributions, a defined contribution plan for qualifying employees. Under the Schemes, both employees and the Group make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' basic salary). The contributions are made to the provident fund set up as an irrevocable trust by the Group, except for one of its subsidiaries where contributions as specified under the law are paid to provident fund administered by the Regional Provident Fund Commisisoner.

The employer's contribution towards pension fund is paid by the Group to Regional Provident Fund office, as specified under the law.

The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. Hence the Group is liable for annual contributions and any deficiency in interest cost compared to interest computed based on the rate of interest declared by the Central Government. The total liability in respect of the interest shortfall of the Fund is determined on the basis of an actuarial valuation. The interest liability arising only to the extent of the aforesaid differential shortfalls is a defined benefit plan. There is no such shortfall as at March 31, 2024.

The Provident Fund contributions along with the interest shortfall if any are recognized as an expense in the year in which it is determined. The Group has recognised ₹ 58.37 crore (Year ended 31 March 2023 ₹ 43.09 crore) for Provident Fund contributions and ₹ Nil (Year ended 31 March 2023 ₹ Nil) for interest shortfalls in the Statement of Profit and Loss.

2) Gratuity

The Group offers its employees defined benefit plans in the form of a gratuity scheme (a lump-sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on Government bonds with a remaining term that is almost equivalent to the average balance working period of employees. Actuarial valuation is done based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are recorded in the Other Comprehensive Income. The Company provides gratuity for employees in India as per payment of Gratuity Act, 1972. The gratuity scheme for employees is as under:

Eligibility	Continuous service for 5 years (not applicable in case of death or disability while in service)
Benefit payable upon	Retirement, Withdrawal, Death/Diability
Benefit payable	For service less than 10 years: 15/26 X Salary X Service For service greater than 10 years: Salary X Service
Salary definition	Last drawn monthly basic salary + Dearness Allowance
Service definition	Number of years of service rounded to the nearest integer
Normal retirement age	60 years

There are no statutory minimum funding requirements for gratuity plans mandated in India. However, a Company can fund the benefits by way of a separate irrevocable Trust to take advantage of tax exemptions and also to ensure security of benefits.

The Tata Capital Limited Gratuity Scheme is funded by way of a separate irrevocable Trust and the Company is expected to make regular contributions to the Trust. The fund is managed internally by the Company and the assets are invested as per the pattern prescribed under Rule 67 of Income Tax Rules, 1962. The asset allocation of the Trust is set by Trustees from time to time, taking into account the membership profile, the liquidity requirements of the plan and risk appetite of the plan sponsor as per the investment norms. Each year asset-liability matching study is performed in which the consequences of the strategic investment policies are analysed in terms of risk and return profiles. Investment and Contribution policies are integrated within this study.

Through its defined benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

1. Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

2. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation

3. Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

4. Investment risk : For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

5. Legislative risk : Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Note 36: Employee benefit expenses

Movement in net defined benefit (asset) liability

a) Reconciliation of balances of Defined Benefit Obligations.

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Defined Obligations at the beginning of the year	106.11	-	86.81	-
Current service cost	15.08	-	11.68	-
Interest cost	7.24	-	5.43	-
a. Due to change in financial assumptions	1.77	-	0.97	-
b. Due to change in experience adjustments	9.63	-	7.76	-
Benefits paid directly by the Group	(8.24)	-	(6.54)	-
Defined Obligations at the end of the year	**131.59**	-	**106.11**	-

b) Reconciliation of balances of Fair Value of Plan Assets

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Fair Value at the beginning of the year	**107.72**	-	**96.14**	-
Expected return on plan assets	8.68	-	(3.92)	-
Employer contributions	5.86	-	8.75	-
Interest Income on Plan Assets	7.86	-	6.54	-
Change in Asset Ceiling	-	-	0.21	-
Fair Value of Plan Assets at the end of the year	**130.12**	-	**107.72**	-

c) Funded status

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Deficit of plan assets over obligations	-	-	-	-
Surplus of plan assets over obligations	(1.47)	-	1.61	-
Total	**(1.47)**	-	**1.61**	-

d) Categories of plan assets

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Corporate bonds	0.28	-	2.69	-
Government securities	0.28	-	0.29	-
Insurer managed funds - ULIP Product	128.79	-	104.33	-
Cash	0.77	-	0.41	-
Total	**130.12**	-	**107.72**	-

e) Amount recognised in Balance sheet

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Present value of the defined benefit obligation (Liability)	131.59	-	106.11	-
Fair value of plan assets	130.12	-	107.72	-
Net asset / (liability) recognised in the Balance Sheet	**(1.47)**	-	**1.61**	-

f) Amount recognised in Statement of Profit and Loss

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
Current Service Cost	15.08	-	11.68	-
Interest Cost (net)	(0.62)	-	(1.11)	-
Total	**14.46**	-	**10.57**	-

g) Amount recognised in OCI

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Total Funded	Total Unfunded	Total Funded	Total Unfunded
a. Due to change in financial assumptions	1.77	-	0.97	-
b. Due to change in experience adjustments	9.63	-	7.76	-
c. (Return) on plan assets (excl. interest income)	(8.68)	-	3.92	-
d. Change in Asset Ceiling	-	-	(0.21)	-
Sub-total	**2.72**	-	**12.44**	-
Less: Attributable to non-controlling interest	-	-	-	-
Total	**2.72**	-	**12.44**	-

Total defined benefit cost recognized in P&L and OCI	**17.18**	-	**23.01**	-

Note 36: Employee benefit expenses

h) Expected cash flows for the following year (Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Expected total benefit payments	207.84	169.11
Year 1	14.11	11.37
Year 2	13.77	12.06
Year 3	19.39	12.86
Year 4	15.80	17.64
Year 5	18.99	14.34
Next 5 years	125.77	100.83

i) Major Actuarial Assumptions

Particulars	As at March 31, 2024	As at March 31, 2023
Discount Rate (%)	7.10%	7.10%
Salary Escalation/ Inflation (%)	Non CRE: 9.00%, CRE & J Grade: 6.50%	Non CRE: 9.00%, CRE & J Grade: 6.50%
Expected Return on Plan assets (%)	7.10%	7.10%
Mortality Table	Indian assured lives Mortality (2006-08) Ult.	Indian assured lives Mortality (2006-08) Ult.
Withdrawal (rate of employee turnover)	CRE and J Grade : 40%; Non CRE : Less than 5years : 25% More than 5 years : 10%	CRE and J Grade : 40%; Non CRE : Less than 5years : 25% More than 5 years : 10%
Retirement Age	60 years	60 years
Weighted Average Duration	6 years	6 years
Guaranteed rate of return		
Estimate of amount of contribution in the immediate next year (Rs in crore)	14.11	11.37

The estimates for future salary increases, considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors.
The expected return on plan assets is based on market expectation, at the beginning of the period, for returns over the entire life of the related obligation.

j) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below. (Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(8.43)	9.51	(6.69)	7.54
Future salary growth (1% movement)	9.25	(8.36)	7.35	(6.65)
Others (Withdrawal rate 5% movement)	(8.53)	12.66	(6.15)	9.05

k) Provision for leave encashment (Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Non current	Current	Non current	Current
Liability for compensated absences	24.51	7.98	19.65	6.12

l) Experience adjustments (Rs. in Crs)

Particulars	Defined benefit obligation	Plan assets	Surplus/ (deficit)	Experience adjustments on plan liabilities	Experience adjustments on plan assets
Funded					
2023-24	131.59	130.12	(1.47)	(9.63)	8.68
2022-23	106.11	107.72	1.61	(7.76)	(3.92)

m) Provision for long service award scheme (Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Non current	Current	Non current	Current
Liability for long term service awards	1.58	0.29	1.25	0.41

Note: The actuarial valuation As at March 31, 2024 has been carried out on the basis of the membership data provided as at February 29, 2024.

Note 37: Disclosure under Ind AS 116: Leases

As a lessee the Group classified property leases as operating leases under Ind AS 116. These include office premises taken on lease. The leases typically run for a period of one to nine years. Leases include conditions such as non-cancellable period, notice period before terminating the lease or escalation of rent upon completion of part tenure of the lease in line with inflation in prices.

Information about leases for which the Group is a lessee is presented below.

(I). Right-of-use assets

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	193.93	111.33
Additions during the year	192.24	130.10
Deletion during the year	(6.53)	(4.95)
Foreign currency translation	-	0.12
Depreciation charge for the year	(68.05)	(42.67)
Closing balance	**311.59**	**193.93**

(II). Movement of lease liabilities

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	205.38	123.44
Additions during the year	185.18	116.19
Deletion during the year	(7.77)	(5.44)
Finance cost	21.36	12.05
Foreign currency translation	-	0.18
Payment of lease liabilities	(77.62)	(41.04)
Closing balance	**326.53**	**205.38**

(III) Future minimum lease payments under non-cancellable operating leases were payable as follows:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one month	6.83	5.66
Between one and three months	12.90	10.64
Between three months and one year	52.53	41.01
Between one and five years	232.52	131.94
More than five years	110.86	68.77
Total undiscounted lease liabilities	**415.64**	**258.02**

(IV). Amounts recognized in the Statement of Profit and Loss

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest on lease liabilities	(21.36)	(12.05)
Depreciation of ROU lease asset	(68.05)	(42.67)
Gain/(loss) on termination of leases	1.27	0.35
Rent concession related to COVID-19	-	0.15

(V). Amounts recognised In statement of cash flows

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
Total cash outflow for leases	77.62	41.04

Note:
1. The Group has considered entire lease term for the purpose of determination of Right of use assets and Lease liabilities.

Note 38: Earnings per Share (EPS):

(Rs. in Crs)

Particulars		FY 2023-24	FY 2022-23
Profit for the year attributable to Owners of the company	Rs. in crore	3,150.21	3,029.20
Weighted average number of equity shares used in computing Basic / Diluted earnings per share	Nos	3,67,64,72,629	3,58,87,79,637
Face value of equity shares	Rupees	10	10
Basic EPS/Diluted EPS	Rupees	8.57	8.44

Note 39: Operating segments -Basis for segmentation

See accounting policy in 2(xviii)

A. Basis for segmentation

In accordance with Ind AS 108 on Segment Reporting, the Group has identified three business segments i.e. Financing Activity, Investment Activity and Others, and one Geographical Segment viz. India, as secondary segment. These divisions offer different products and services, and are managed separately based on the Group's management.

Reportable segments	Operations
Financing activity	Loans for retail and corporate borrowers. Products offered include asset financing, term loans (corporate and retail), channel financing, credit substitutes, investments linked to/arising out of lending business, bill and invoice discounting, Power project finance.
Investment activity	Corporate investments including private equity instruments
Others	Advisory services, wealth management, distribution of financial products and leasing

a. Operating segment disclosures are consistent with the information reviewed by the chief operating decision maker (CODM). The basis of measurement of segment information is consistent with the basis of preparation of financial statements. The reconciling items are limited to items that are not allocated to reportable segments, as opposed to a difference in the basis of preparation of the information.

b. When two or more operating segments are aggregated into a single operating segment, the judgements made in applying the aggregation criteria are disclosed by the Group. This includes a brief description of the operating segments that have been aggregated in this way and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics.

Note 39: Operating segments - Information about reportable segments

In accordance with Ind AS 108, the Group has identified three business segments i.e. Financing Activity, Investment Activity, and Others and one Geographical Segment viz. India, as secondary segment.

(Rs. in Crs)

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Segment Revenue		
a) Financing Activity	17,100.53	12,329.21
b) Investment Activity	1,395.16	1,426.04
c) Others	447.62	404.38
Total	**18,943.31**	**14,159.63**
Less : Inter Segment Revenue	747.72	524.22
Add : Interest on Income Tax Refund	2.79	2.08
Total Income	**18,198.38**	**13,637.49**
Segment Results		
a) Financing Activity	3,926.84	2,886.12
b) Investment Activity	344.63	646.65
c) Others	132.13	257.09
Total	**4,403.60**	**3,789.86**
Add: Share of profit of associates	(11.57)	146.70
Profit before taxation	**4,392.03**	**3,936.56**
Less : Provision for taxation	1,065.07	990.79
Profit after taxation	**3,326.96**	**2,945.77**

Particulars	As at March 31, 2024	As at March 31, 2023
Segment Assets		
a) Financing Activity	1,69,748.16	1,25,137.62
b) Investment Activity	5,167.83	9,420.94
c) Others	899.02	454.92
d) Unallocated	878.97	612.62
Total	**1,76,693.98**	**1,35,626.10**
Segment Liabilities		
a) Financing Activity	1,49,929.44	1,13,825.31
b) Investment Activity	909.60	2,870.11
c) Others	683.49	322.18
d) Unallocated	589.34	459.83
Total	**1,52,111.87**	**1,17,477.43**

Particulars	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Capital Expenditure (Including Capital Work-In-Progress)		
a) Financing Activity	257.92	85.66
b) Investment Activity	0.95	0.38
c) Others	439.06	121.95
Total	**697.93**	**207.99**
Depreciation and Amortisation		
a) Financing Activity	149.80	92.11
b) Investment Activity	1.16	1.14
c) Others	136.54	132.77
Total	**287.50**	**226.02**

Geographical information:

(Rs. in Crs)

Particulars	Revenue by location of customers	
	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
a) India	18,062.32	13,552.22
b) Singapore	136.06	85.27
Total	**18,198.38**	**13,637.49**

(Rs. in Crs)

Particulars	Total assets by location of customers	
	As at March 31, 2024	As at March 31, 2023
a) India	1,76,014.54	1,34,943.25
b) Singapore	679.44	682.85
Total	**1,76,693.98**	**1,35,626.10**

Note 40: Disclosure persuant to Ind AS 7 "Statement of Cash Flows"

Changes in Liabilities arising from financing activities

March 31, 2024 (Rs. in Crs)

particulars	April 1, 2023	Cash Flows	Exchange Difference	Others*	March 31, 2024
Debt Securities	51,375.58	8,792.90	-	335.20	60,503.68
Borrowings (Other than debt securities)	54,934.13	23,990.42	118.36	99.97	79,142.88
Subordinated liabilities	7,026.20	1,383.08	-	129.45	8,538.73
Total	**1,13,335.91**	**34,166.40**	**118.36**	**564.62**	**1,48,185.29**

Note: *includes the effect of amortisation of borrowing cost, interest accrued on borrowings, amortisation of premium/discount on CPs/NCDs.

March 31, 2023 (Rs. in Crs)

particulars	April 1, 2022	Cash Flows	Exchange Difference	Others*	March 31, 2023
Debt Securities	40,691.40	10,316.89	-	367.29	51,375.58
Borrowings (Other than debt securities)	38,639.92	15,708.25	141.64	444.32	54,934.13
Subordinated liabilities	6,888.45	9.49	-	128.26	7,026.20
Total	**86,219.77**	**26,034.63**	**141.64**	**939.87**	**1,13,335.91**

Note: *includes the effect of amortisation of borrowing cost, interest accrued on borrowings, amortisation of premium/discount on CPs/NCDs.

Note 41: Revenue from contracts with customers

a. Below table provides disaggregation of the Group's revenue from contracts with customers

(Rs. in Crs)

	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
i	Type of revenue		
	- Fee and commission income	1,045.88	569.58
	Total	1,045.88	569.58
ii.	Primary geographical market:		
	- Outside India	112.22	63.50
	- India	933.66	506.08
	Total revenue from contracts with customer	1,045.88	569.58
iii.	Timing of revenue recognition		
	- at a point in time upon rendering services	1,030.82	558.81
	- over period of time upon rendering services	15.06	10.77
	Total	1,045.88	569.58
iv.	Trade receivables towards contracts with customers		
	- Opening Balance	71.13	28.91
	- Closing Balance	110.61	71.13
v.	Impairment on trade receivables towards contracts with customers	24.55	15.88

The unbilled revenue of Rs. 51.77 crore as at March 31, 2024 (as at March 31, 2023 : Rs. 15.73 crore) has been considered as Contract assets, which are billable on completion of milestones specified in the contracts.

As on March 2024/2023, the Group doesn't have any unsatisified/partially satisified performance obligation.

b. Reconciliation between revenue as per IndAS 108 Segment Reporting and revenue as per IndAS 115 Revenue from contract with customers

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue reported as per IndAS 108 Segment Reporting	18,198.38	13,637.49
Less:		
(a) Revenue reported as per IndAS 109-Financial Instruments	(16,897.15)	(11,980.94)
(b) Revenue reported as per IndAS 116-Leases	(204.19)	(270.18)
(c) Revenue reported as per IndAS 28-Investments in Associates and Joint Ventures	(32.84)	(814.57)
(d) Revenue reported as per IndAS 16-Property, Plant and Equipment	(15.54)	(0.16)
(e) Revenue reported as per IndAS 12-Income Taxes	(2.78)	(2.06)
Revenue reported as per IndAS 115 Revenue from contract with customers	1,045.88	569.58

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Relationship	Name of related party
Holding Company	Tata Sons Private Limited
Subsidiaries	Tata Capital Financial Services Limited (merged with Tata Capital Limited w.e.f. 01.01.2024) Tata Cleantech Capital Limited (merged with Tata Capital Limited w.e.f. 01.01.2024) Tata Capital Housing Finance Limited Tata Securities Limited Tata Capital Advisors Pte. Limited Tata Capital General Partners LLP Tata Capital Growth II General Partners LLP Tata Capital Healthcare General Partners LLP TATA Capital Healthcare II General Partners LLP Tata Capital Plc Tata Capital Pte. Limited Tata Opportunities General Partners LLP Tata Capital Growth Fund I Tata Capital Growth Fund II Tata Capital Healthcare Fund I Tata Capital Healthcare Fund II Tata Capital Innovations Fund Tata Capital Special Situation Fund
Associates	Fincare Business Services Limited Fincare Small Finance Bank Limited FinAGG Technologies Private Limited (w.e.f. 16.01.2024) Tata Autocomp Systems Limited (ceased to be Associate w.e.f 23.03.2023) Tata Projects Limited (ceased to be Associate w.e.f 28.04.2023) TEMA India Private Limited (ceased to be Associate w.e.f 02.06.2023) TVS Supply Chain Solutions Limited (ceased to be Associate w.e.f 28.07.2023) Tata Play Limited (ceased to be Associate w.e.f 21.12.2023) Tata Technologies Limited (ceased to be Associate w.e.f 01.01.2024) **Associates of Domestic Venture Capital Funds (Portfolio Investments)** Lokmanaya Hospital Private Limited Novalead Pharma Private Limited Vortex Engineering Private Limited Sea6 Energy Private Limited Alef Mobitech Solutions Private Limited Kapsons Industries Limited Indusface Private Limited Linux Laboratories Private Limited Atulaya Healthcare Private Limited Cnergyis Infotech India Private Limited Deeptek Inc, a Delaware Corporation Anderson Diagnostic Services Pvt. Ltd. (w.e.f. 08.06.2022) Cellcure Cancer Centre Private Limited (w.e.f. 27.01.2023) Auxilo Finserve Pvt Ltd (w.e.f. 19.07.2023) Sakar Healthcare Ltd (w.e.f 29.08.2023) Apex Kidney Care Pvt Ltd (w.e.f. 25.10.2023)
Post Employment Benefit Plan	Tata Capital Limited Gratuity Scheme Tata Capital Limited Employees Provident Fund Tata Capital Limited Superannuation Scheme TCL Employee Welfare Trust
Key Management Personnel	Mr. Rajiv Sabharwal - Managing Director & CEO Mr. F. N. Subedar - Non-Executive Director Mr. Saurabh Agrawal - Non-Executive Director Ms. Aarthi Subramanian - Non-Executive Director Ms. Varsha Purandare - Independent Director Mr. V S Radhakrishnan - Independent Director (appointed w.e.f 23.03.2023) Mr. Mathew Cyriac - Independent Director (appointed w.e.f 23.03.2023 and resigned w.e.f. 07.05.2024) Mr. Sujit Kumar Varma - Independent Director (appointed w.e.f 01.01.2024) Mr. Nagaraj Ijari - Independent Director (appointed w.e.f 01.04.2024) Ms. Malvika Sinha - Independent Director (resigned w.e.f. 01.04.2024) Mr. Rakesh Bhatia - Chief Financial Officer Ms. Sarita Kamath - Company Secretary

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Relationship	Name of related party
Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsiddiaries & Associates (with which the company had transactions)	Tata Projects Limited Tata Play Limited Tata Technologies Limited AIX Connect Private Limited Infiniti Retail Limited Tata Advanced Systems Limited Tata AIG General Insurance Company Limited Tata Asset Management Private Limited Tata Autocomp Systems Limited Tata Business Hub Limited Tata Consultancy Services Limited Tata Digital Private Limited Tata Electronics Private Limited Tejas Networks Limited Tata Elxsi Limited Tata International Limited Tata Medical and Diagnostics Limited Tata Realty and Infrastructure Limited Tata Teleservices (Maharashtra) Limited Tata Teleservices Limited Tata Toyo Radiator Limited Innovative Retail Concepts Private Limited Tata Img Technologies Private Limited Air India Limited Agratas Energy Storage Solutions Private Limited (w.e.f. 23.03.2023) Tata Unistore Limited (w.e.f. 09.12.2022) Tata Communications Limited Niskalp Infrastructure Services Limited Stryder Cycle Private Limited Tata Chemicals Limited Tata Consumer Products Limited Tata Motors Limited Tata Steel Limited Tata Steel Long Products Limited (Merged with Tata Steel Limited w.e.f. 15.11.2023) The Associated Building Company Limited The Indian Hotels Company Limited The Tata Power Company Limited Titan Company Limited Trent Limited Voltas Limited Tata AIA Life Insurance Company Limited Tata Industries Limited Tata ClassEdge Limited Maithon Power Limited Nelco Limited Tata Power Delhi Distribution Limited Tata Power Solar Systems Limited TP Ajmer Distribution Limited TP Central Odisha Distribution Limited TP Northern Odisha Distribution Limited TP Renewable Microgrid Limited TP Southern Odisha Distribution Limited TP Western Odisha Distribution Limited Tata Power Renewable Energy Limited Tata Power EV Charging Solutions Limited (Formerly Known as TP Solapur Limited) Walwhan Renewable Energy Limited TMF Business Services Limited (Name changed from Tata Motors Finance Limited w.e.f. August 7, 2023) Tata Motors Finance Solutions Limited Tata Motors Passenger Vehicles Limited Tata Passenger Electric Mobility Limited TML Business Services Limited Jaguar Land Rover Automotive plc Tata Pension Management Limited Indian Steel & Wire Products Ltd. Tata Metaliks Ltd. (Merged with Tata Steel Limited w.e.f. 01.02.2024) Tata Steel Downstream Products Limited Tata Steel Utilities and Infrastructure Services Limited Ideal Ice & Cold Storage Company Limited Piem Hotels Limited United Hotels Limited Roots Corporation Limited Fiora Hypermarket Limited TACO Air International TTR Thermal Systems Private Limited Tata Boeing Aerospace Limited Tata Lockheed Martin Aerostructures Limited Tata Sikorsky Aerospace Limited Tata Precision Industries (India) Limited Industrial Minerals and Chemicals Company Private Limited (Ceased w.e.f. 04.01.2023) Air India SATS Airport Services Private Ltd.

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

A) List of related parties and relationship:

Relationship	Name of related party
Subsidiaries, Associates, Joint Venture & Retiral Plans of ultimate holding company and its Subsiddiaries & Associates (with which the company had transactions)	Supermarket Grocery Supplies Private Limited NourishCo Beverages Ltd. Tata Motors Body Solutions Limited Tata Consulting Engineers Limited Tata Investment Corporation Limited Emerald Haven Realty Limited Silly Point Productions LLP CMS IT Services Private Limited Logicserve Digital Private Limited (Ceased w.e.f. 28.11.2023) Procam International Private Limited (Ceased w.e.f. 15.01.2024) Rallis India Limited TPL - IAV VOZ CPRR Joint Venture Tata Coffee Staff Provident Fund Trust (Ceased w.e.f. 28.02.2024) Rallis India Limited Provident Fund Tata Steel Ltd Provident Fund Tata Chemicals Ltd Provident Fund Tata Power Consolidated Provident Fund Tata Tea Limited Staff Pension Fund Tata Steel Long product Limited employees providend fund trust Titan Industries Gratuity Fund Taj Residency Employees Provident fund Trust (Bangalore unit) The Tinplate Company of India Ltd. Gratuity Fund The Tinplate Company Executive Staff Superannuation Fund The Provident Fund of The Tinplate Company of India Ltd Titan Watches Provident Fund Voltas Managerial Staff Provident Fund Tata Communications Employee's Provident Fund Trust Tata Elxsi (India) Ltd. Employees Provident Fund Tata Sons Consolidated Provident Fund Tata Sons Consolidated Superannuation Fund Tata Sons Limited H.O. Employees' Gratuity Fund Tata International Limited Gratuity Fund Tata Metaliks Ltd Employees Provident fund The Indian Hotels Company Limited Employees Provident Fund Voltas Limited Employees' Superannuation Scheme Voltas Limited Provident Fund Tata Industries Superannuation Fund Trust TCE Employees' Providend Fund Tata Investment Corporation Limited- Provident Fund Tata Motors Limited Gratuity Fund

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
1	**Tata Sons Private Limited**			
		Income		
		Interest Income on Finance Lease	-	0.04
		Operating Lease rental	-	0.71
		Foreclosure Charges	-	1.31
		Expenses		
		BEBP expenses	50.45	38.43
		Dividend paid on equity shares	70.74	53.19
		Professional Fees	0.12	0.28
		Training expenses	0.08	0.10
		Advertising expenses	0.36	-
		Other transactions		
		Sale of fixed assets	-	5.97
		Finance Lease Facility repayment received during the year	-	0.71
		Equity shares issued (including Securities Premium)	1,905.28	565.09
		Proceeds from Divestment of investments	909.88	900.00
		Recovery of Stamp duty expenses	0.10	0.11
		Assets		
		Other Receivables	0.10	0.11
		Liabilities		
		Other Payables	50.24	38.43
		Equity shares held	3,477.72	3,368.68
2	**Fincare Business Services Limited**			
		Income		
		Interest Income on Loan	3.50	2.45
		Syndication Fees	0.25	-
		Other transactions		
		Loan given during the year	465.00	-
		Loan repayment received during the year	-	20.23
		Assets		
		Loan balance receivables	468.50	-
		Investment in Equity Shares	8.38	8.45
		Commitments		
		Off balance sheet exposure	35.00	-
3	**Fincare Small Finance Bank Limited**			
		Income		
		Interest Income on Loan	8.00	4.09
		Management Fees	1.71	-
		Other transactions		
		Loan given during the year	60.00	-
		Assets		
		Loan balance receivables	96.45	36.29
		Investment in Equity Shares	1.79	1.42
4	**Cnergyit Infotech India Private Limited**			
		Assets		
		Investment in Equity Shares	48.30	50.13
		Investment in Preference Shares	20.91	20.91
5	**Deeptek Inc, a Delaware Corporation**			
		Assets		
		Investment in Preference Shares	49.86	49.86
6	**Indusface Private Limited**			
		Expenses		
		Information Technology expenses	0.24	0.15
		Professional Fees	0.03	0.01
		Assets		
		Investment in Equity shares	28.58	29.09
		Liabilities		
		Other Payables	0.10	0.05

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
7	**Kapsons Industries Private Limited**			
		Assets		
		Investment in Equity shares	0.01	0.01
		Investment in Preference Shares	60.00	60.00
		Provision for Diminution in value of Investment in Venture Capital units	(60.01)	(60.01)
8	**Vortex Engineering Pvt Ltd**			
		Assets		
		Investment in Equity shares	29.00	29.00
		Provision for Diminution in value of Investment in Venture Capital units	(23.34)	(22.75)
9	**Alef Mobitech Solutions Private Limited**			
		Assets		
		Investment in Equity shares	10.93	10.93
		Investment in Preference Shares	17.12	17.12
		Provision for Diminution in value of Investment in Venture Capital units	(28.04)	(28.04)
10	**Seah Energy Private Limited**			
		Assets		
		Investment in Equity shares	6.85	10.74
11	**Novalead Pharma Private Limited**			
		Assets		
		Investment in Equity shares	22.82	22.82
		Provision for Diminution in value of Investment in Venture Capital units	(22.82)	(13.32)
12	**Lokmanaya Hospital Private Limited**			
		Assets		
		Investment in Preference Shares	24.64	24.64
13	**Linux Laboratories Private Limited**			
		Assets		
		Investment in Equity shares	15.49	15.04
		Investment in Preference Shares	50.00	35.00
14	**Atulaya Healthcare Pvt. Ltd.**			
		Other transactions		
		Investment in Preference Shares during the year	-	15.00
		Assets		
		Investment in Equity shares	0.01	0.01
		Investment in Preference Shares	54.99	54.99
15	**Anderson Diagnostic Services Private Limited** (w.e.f. 08.06.2022)	**Other transactions**		
		Investment in Preference Shares during the year	-	40.00
		Assets		
		Investment in Equity shares	14.69	15.03
		Investment in Preference Shares	40.00	40.00
16	**Cellcure Cancer Centre Private Limited** (w.e.f. 27.01.2023)	**Other transactions**		
		Investment in Preference Shares during the year	-	75.00
		Assets		
		Investment in Preference Shares	75.00	75.00
17	**Sakar Healthcare Limited** (w.e.f. 29.08.2023)	**Assets**		
		Investment in Equity shares	85.07	-
18	**Apex Kidney Care Private Limited** (w.e.f. 25.10.2023)	**Assets**		
		Investment in Equity shares	15.53	-
		Investment in Preference Shares	50.00	-

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties

(Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
19	**Auxilo Finserve Pvt Ltd**			
	(w.e.f. 19.07.2023)	**Income**		
		Interest Income on Loan	1.49	-
		Other transactions		
		Loan given during the year	25.00	-
		Loan repayment received during the year	41.88	-
		Assets		
		Investment in Equity shares	-	-
		Investment in Preference Shares	215.00	-
20	**FinAGG Technologies Private Limited**			
	(w.e.f. 16.01.2024)	**Expenses**		
		Commission expenses	0.11	-
		Professional Fees	0.03	-
		Other transactions		
		Investment in Compulsorily Convertible Preference Shares during year	20.00	-
		Investment in Equity during the year	0.01	-
		Assets		
		Other Receivables	0.01	-
		Investment in Equity shares	0.01	-
		Investment in Compulsorily Convertible Preference Shares	20.00	-
21	**TVS Supply Chain Solutions Limited**			
	(ceased w.e.f. 28.07.2023)	**Income**		
		Income on Invoice Discounting	0.08	0.28
		Other transactions		
		Invoice discounted during the year	12.89	56.35
		Invoice discounted repayment received during the year	12.28	59.32
		Assets		
		Invoice Discounted receivable	-	2.13
		Investment in Equity Shares	-	8.15
		Commitments		
		Off balance sheet exposure	-	7.77
22	**Tesu India Limited**			
	(Ceased w.e.f. 02.06.2023)	**Income**		
		Interest Income on Loan	0.01	0.06
		Dividend Income	-	0.24
		Other transactions		
		Loan repayment received during the year	0.05	0.16
		Assets		
		Loan balance receivables	-	0.40
		Investment in Equity shares	-	45.09
23	**Tata Capital Limited Gratuity Scheme**			
		Expenses		
		Contribution to Gratuity fund	4.14	8.65
		Liabilities		
		Provision for Trust's exposure to investment in IL & FS	1.40	1.40
24	**Tata Capital Limited Employees Provident Fund**			
		Expenses		
		Contribution to Provident Fund	39.23	27.77
		Other transactions		
		Employees Contribution to Provident Fund	62.99	44.10
		Interest paid on Non Convertible Debentures	0.05	0.05
		Paid towards redemption of Non Convertible Debentures	0.50	-
		Liabilities		
		Other Payables	7.16	5.18
		Provision for Trust's exposure to investment in IL & FS	2.85	2.85
		Payable towards Non Convertible Debentures	-	0.50

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Cr.)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
25	**Tata Capital Limited Superannuation Scheme**			
		Expenses		
		Contribution to Superannuation fund	1.70	1.70
		Liabilities		
		Other Payables	0.08	0.07
26	**Tata Projects Limited**			
		Income		
		Interest Income on Finance Lease	19.77	20.32
		Operating Lease rental	85.90	40.18
		Interest Income on Loan	5.68	30.95
		Foreclosure Charges	-	0.01
		Other transactions		
		Sale of fixed assets	3.92	12.30
		Purchase of Fixed Assets	-	57.12
		Finance Lease Facility provided during the year	77.35	119.11
		Finance Lease Facility repayment received during the year	109.18	38.44
		Loan repayment received during the year	412.00	-
		Security deposit received during the year	7.49	0.27
		Security deposit repaid / adjusted during the year	0.50	0.27
		Assets		
		Finance Lease Facility receivable	115.99	355.77
		Loan balance receivables	-	425.56
		Other Receivables	17.70	4.17
		Investment in equity shares	-	40.00
		Liabilities		
		Security deposit payable	14.77	7.78
		Commitments		
		Off balance sheet exposure	26.19	370.87
27	**Tata Play Limited**			
	(ceased w.e.f 21.12.2023)	**Assets**		
		Investment in equity shares	-	55.77
28	**Tata Technologies Limited**			
		Income		
		* Interest Income on Finance Lease	-	-
		Expenses		
		Information Technology expenses	5.27	4.37
		Other transactions		
		* Finance Lease Facility repayment received during the year	-	-
		Proceeds from Divestment of investments	-	79.48
		Assets		
		Investment in equity shares	635.82	362.20
		Liabilities		
		Other Payables	0.89	1.03
29	**AIX Connect Private Limited**			
		Income		
		Interest Income on Loan	22.76	44.55
		Other transactions		
		Loan given during the year	-	370.00
		Loan repayment received during the year	369.95	460.05
		Assets		
		Loan balance receivables	-	372.69

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
30	**Infiniti Retail Limited**			
		Income		
		Interest Income on Finance Lease	0.65	0.74
		Expenses		
		Commission expenses	0.37	0.74
		Staff Welfare expenses	-	0.04
		Other transactions		
		Finance Lease Facility provided during the year	5.47	5.17
		Finance Lease Facility repayment received during the year	4.57	2.94
		Security deposit received during the year	0.21	0.69
		Security deposit repaid / adjusted during the year	0.04	0.02
		Payments towards Net Settlement Reward points	15.30	15.39
		* Purchase of Fixed Assets	-	-
		Assets		
		Finance Lease Facility receivable	7.45	6.97
		Assigned receivables	1.06	-
		Liabilities		
		Security deposit payable	1.29	1.12
		Other Payables	0.02	0.02
		Commitments		
		Off balance sheet exposure	-	12.50
31	**Tata Advanced Systems Limited**			
		Income		
		Interest Income on Finance Lease	1.01	0.68
		Other transactions		
		Finance Lease Facility provided during the year	4.84	3.15
		Finance Lease Facility repayment received during the year	2.28	1.58
		Security deposit received during the year	-	0.01
		Assets		
		Finance Lease Facility receivable	7.86	6.95
		Liabilities		
		Security deposit payable	0.01	0.01
		Commitments		
		Off balance sheet exposure	-	6.16
32	**Tata AIG General Insurance Company Limited**			
		Income		
		Commission Income	25.77	9.91
		Advertisement Income	30.24	-
		Expenses		
		Insurance expenses	2.21	1.59
		Other transactions		
		Interest paid on non convertible debentures	10.15	10.15
		Assets		
		Other Receivables	14.58	2.60
		Liabilities		
		Payable towards Non Convertible Debentures	124.46	124.46
33	**Tata Asset Management Private Limited**			
		Income		
		Portfolio Management Services	1.07	0.63
		* Commission Income	-	-
		Assets		
		Other Receivables	0.02	0.01

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No.	Party Name	Nature of Transactions	FY 23-24	FY 22-23
34	**Tata Autocomp Systems Limited**			
		Income		
		Operating Lease rental	7.06	5.72
		Dividend Income	17.69	19.32
		Other transactions		
		Security deposit repaid / adjusted during the year	-	4.73
		Assets		
		Assigned receivables	1.83	-
		Other Receivables	4.54	5.42
		Investment in Equity shares	2,054.87	2,462.19
		Liabilities		
		* Security deposit payable	-	-
		Commitments		
		Off balance sheet exposure	-	21.30
35	**Tata Business Hub Limited**			
		Income		
		Interest Income on Finance Lease	0.24	0.28
		Other transactions		
		Finance Lease Facility provided during the year	0.02	1.42
		Finance Lease Facility repayment received during the year	0.74	0.78
		Assets		
		Finance Lease Facility receivable	1.82	2.55
36	**Tata Consultancy Services Limited**			
		Income		
		Interest Income on Finance Lease	0.67	0.66
		Operating Lease rental	3.13	4.11
		Expenses		
		Information Technology expenses	126.15	79.03
		Other transactions		
		Purchase of Fixed Assets	3.66	1.55
		Finance Lease Facility provided during the year	1.72	5.23
		Finance Lease Facility repayment received during the year	2.23	2.31
		Security deposit received during the year	-	0.58
		Security deposit repaid / adjusted during the year	0.47	0.08
		Assets		
		Finance Lease Facility receivable	4.18	5.07
		Liabilities		
		Other Payables	24.25	29.53
		Security deposit payable	1.81	2.28
37	**Tata Digital Private Limited**			
		Income		
		Interest Income on Loan	-	13.69
		* Other Income	-	-
		Expenses		
		Commission expenses	7.18	4.49
		Other Transactions		
		Loan given during the year	-	900.00
		Loan repayment received during the year	-	900.00
		Commitments		
		Off balance sheet exposure	-	5.00

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
38	**Tata Electronics Private Limited**			
		Income		
		Interest Income on Finance Lease	3.50	2.07
		Operating Lease rental	0.03	-
		Interest Income on Loan	4.13	-
		Other transactions		
		Finance Lease Facility provided during the year	12.37	29.82
		Finance Lease Facility repayment received during the year	10.36	9.67
		Loan given during the year	127.50	-
		Loan repayment received during the year	115.36	-
		Security deposit repaid / adjusted during the year	0.15	-
		Assets		
		Finance Lease Facility receivable	30.12	32.44
		Loan balance receivables	12.36	-
		Other Receivables	0.02	-
		Liabilities		
		Security deposit payable	-	0.15
		Commitments		
		Off balance sheet exposure	-	31.26
39	**Tejas Networks Limited**			
		Assets		
		Assigned receivables	8.67	-
40	**Tata Elxsi Limited**			
		Income		
		Interest Income on Finance Lease	0.33	0.25
		Expenses		
		Printing and Stationery	0.16	-
		Advertising expenses	0.17	-
		Other transactions		
		Finance Lease Facility provided during the year	1.90	0.97
		Finance Lease Facility repayment received during the year	0.86	0.43
		Purchase of Fixed Assets	1.37	-
		Assets		
		Finance Lease Facility receivable	3.45	2.18
		Liabilities		
		* Other Payables	-	-
		Commitments		
		Off balance sheet exposure	0.12	-
41	**Tata International Limited**			
		Income		
		Interest Income on Finance Lease	0.13	0.17
		Expenses		
		Dividend paid on equity shares	0.02	0.01
		Other transactions		
		Finance Lease Facility provided during the year	0.58	0.92
		Finance Lease Facility repayment received during the year	0.47	0.37
		Security deposit repaid / adjusted during the year	-	0.21
		Equity shares issued (including Securities Premium)	0.22	-
		Assets		
		Finance Lease Facility receivable	1.11	1.28
		Liabilities		
		Equity shares held	0.80	0.79
		Commitments		
		Off balance sheet exposure	-	3.56

TATA CAPITAL LIMITED

BKC & associates llp DS Chartered Accountants

MSKA & ASSOCIATES Chartered Accountants

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
42	**Tata Medical and Diagnostics Limited**			
		Income		
		Interest Income on Finance Lease	0.04	0.04
		Other transactions		
		Finance Lease Facility provided during the year	-	0.27
		Finance Lease Facility repayment received during the year	0.04	0.03
		Assets		
		Finance Lease Facility receivable	0.26	0.32
43	**Tata Realty and Infrastructure Limited**			
		Income		
		Interest Income on Loan	-	0.62
		Other transactions		
		Loan given during the year	-	95.00
		Loan repayment received during the year	-	95.00
44	**Tata Teleservices (Maharashtra) Limited**			
		Expenses		
		Communication expenses	1.86	1.45
		Liabilities		
		Other Payables	0.16	0.08
45	**Tata Teleservices Limited**			
		Income		
		Interest Income on Finance Lease	0.01	0.07
		Expenses		
		Communication expenses	0.34	0.33
		Other transactions		
		Finance Lease Facility repayment received during the year	0.25	0.53
		Liabilities		
		Other Payables	0.03	0.01
46	**Tata Toyo Radiator Limited**			
		Income		
		Operating Lease rental	22.51	20.19
		Other transactions		
		Security deposit received during the year	-	3.23
		Security deposit repaid / adjusted during the year	-	15.01
		Assets		
		Other Receivables	15.49	18.63
		Liabilities		
		Security deposit payable	0.10	0.10
47	**Innovative Retail Concepts Private Limited**			
		Expenses		
		Staff Welfare expenses	0.02	0.02
		Assets		
		Assigned receivables	0.07	-
		Liabilities		
		Other Payables	-	-

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
48	**Tata Img Technologies Private Limited**			
		Expenses		
		• Staff Welfare expenses	0.19	-
49	**Air India Limited**			
		Income		
		Management Fees	0.25	-
		Operating Lease rental	0.43	-
		Liabilities		
		Other Payables	0.02	-
50	**Agratas Energy Storage Solutions Private Limited**			
	(w.e.f. 23.03.2023)	**Income**		
		Operating Lease rental	0.03	-
		Assets		
		• Other Receivables	-	-
51	**Tata Unistore Limited**			
	(w.e.f. 09.12.2022)	**Expenses**		
		Staff Welfare expenses	0.02	0.01
52	**Tata Communications Limited**			
		Expenses		
		Information Technology expenses	7.21	7.05
		Other transactions		
		Finance Lease Facility repayment received during the year	0.01	-
		Assets		
		Finance Lease Facility receivable	0.03	0.03
		Assigned receivables	-	6.55
		Liabilities		
		Other Payables	3.49	2.24
53	**Nivalp Infrastructure Services Limited**			
		Other transactions		
		Recovery of Insurance expenses	0.01	0.01
54	**Stryder Cycle Private Limited**			
		Income		
		Interest Income on Finance Lease	0.01	-
		Other transactions		
		Finance Lease Facility provided during the year	0.10	-
		Finance Lease Facility repayment received during the year	0.01	-
		Assets		
		Finance Lease Facility receivable	0.09	-
		Commitments		
		Off balance sheet exposure	-	3.00
55	**Tata Chemicals Limited**			
		Expenses		
		Dividend paid on equity shares	0.07	0.05
		Liabilities		
		Equity shares held	3.23	3.23
56	**Tata Trustee Company Private Limited**			
		Expenses		
		Professional Fees	-	0.32

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
57	**Tata Consumer Products Limited**			
		Income		
		Interest Income on Finance Lease	0.56	0.18
		Operating Lease rental	0.64	0.61
		Expenses		
		Dividend paid on equity shares	0.01	0.01
		Other transactions		
		Finance Lease Facility provided during the year	3.66	1.91
		Finance Lease Facility repayment received during the year	0.59	0.32
		Assets		
		Finance Lease Facility receivable	5.37	2.30
		Other Receivables	0.41	0.37
		Liabilities		
		Equity shares held	0.61	0.61
		Commitments		
		Off balance sheet exposure	-	14.96
58	**Tata Motors Limited**			
		Income		
		Interest Income on Finance Lease	17.97	14.82
		Interest Income on Bonds	0.22	1.04
		Management Fees	-	0.01
		Other Income	0.13	0.08
		Foreclosure Charges	-	0.01
		Expenses		
		Dividend paid on equity shares	0.09	0.07
		Other transactions		
		Finance Lease Facility provided during the year	18.21	86.16
		Finance Lease Facility repayment received during the year	36.31	25.61
		Proceeds from Divestment of investments	24.77	-
		Assets		
		Finance Lease Facility receivable	118.64	149.67
		Investment in Debentures	-	25.83
		Liabilities		
		Equity shares held	4.33	4.33
		Commitments		
		Off balance sheet exposure	-	56.12
59	**Tata Steel Limited**			
		Income		
		Dividend Income	0.07	0.09
		Interest Income on Finance Lease	0.02	-
		Interest Income through Factoring	3.07	-
		Interest Income on Bonds	2.40	2.35
		Other transactions		
		Receivables Factored during year	1,421.37	-
		Finance Lease Facility repayment received during the year	0.14	-
		Assets		
		Investment in Equity Shares	2.74	1.84
		Finance Lease Facility receivable	1.36	-
		Assigned Receivables	0.05	-
		Investment in Debentures	58.84	57.14
		Liabilities		
		Security deposit payable	0.28	-
60	**Tata Steel Long Products Limited** (Merged with Tata Steel Limited w.e.f 15.11.2023)	**Income**		
		Interest Income through Factoring	0.08	-
		Other transactions		
		Receivables Factored during year	16.00	-

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
61	**The Associated Building Company Limited**			
		Expenses		
		Interest expenses on Inter Corporate Deposit	0.07	-
		Other transactions		
		Inter-Corporate Deposit received during the year	4.00	-
		Inter-Corporate Deposit repaid during the year	4.00	-
62	**The Indian Hotels Company Limited**			
		Income		
		Interest Income on Finance Lease	0.01	0.02
		* Operating Lease rental	-	-
		* Dividend Income	-	-
		Expenses		
		Staff Welfare expenses	1.15	3.45
		Other transactions		
		* Finance Lease Facility provided during the year	-	-
		Finance Lease Facility repayment received during the year	0.04	0.08
		Assets		
		Finance Lease Facility receivable	0.06	0.10
		Investment in Equity Shares	1.16	0.64
		Other Receivables	0.18	-
63	**The Tata Power Company Limited**			
		Income		
		Interest Income on Finance Lease	1.69	2.56
		Interest Income through Factoring	13.15	0.12
		Expenses		
		Dividend paid on equity shares	0.05	0.04
		Other transactions		
		Finance Lease Facility provided during the year	0.24	1.17
		Finance Lease Facility repayment received during the year	5.51	5.69
		Receivables Factored during year	-	146.44
		Assets		
		Finance Lease Facility receivable	8.93	15.16
		Liabilities		
		Equity shares held	2.33	2.33

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
64	**Titan Company Limited**			
		Income		
		Interest Income on Finance Lease	0.11	0.12
		Interest Income on Loan	0.31	0.02
		Expenses		
		Staff Welfare expenses	0.01	-
		Interest expenses on Inter Corporate Deposit	-	1.55
		Other transactions		
		Loan given during the year	-	3.14
		Loan repayment received during the year	0.29	0.01
		Finance Lease Facility repayment received during the year	0.09	0.13
		Inter-Corporate Deposit received during the year	-	150.00
		Inter-Corporate Deposit repaid during the year	-	150.00
		Interest paid on Non Convertible Debentures	13.84	-
		Paid towards redemption of Non Convertible Debentures	30.00	-
		Assets		
		Finance Lease Facility receivable	1.11	1.20
		Loan balance receivables	2.91	3.15
		Other Receivables	-	0.01
		Liabilities		
		Security deposit payable	0.13	0.13
		Payable towards Non Convertible Debentures	200.00	30.00
65	**Trent Limited**			
		Other transactions		
		Payments towards Net Settlement Reward points	2.94	3.16
66	**Voltas Limited**			
		Expenses		
		Commission expenses	0.10	0.15
		Repairs and Maintenance	0.36	0.57
		Dividend paid on Cumulative Redeemable Preference shares	3.66	3.66
		Income		
		* Other Income	-	-
		Other transactions		
		Purchase of Fixed Assets	5.30	3.81
		Assets		
		Assigned receivables	0.90	-
		Finance Lease Facility receivable	0.76	-
		Liabilities		
		Other Payables	0.49	0.08
		Cumulative Redeemable Preference shares held	50.00	50.00
		Commitments		
		Off balance sheet exposure	1.23	-
67	**Tata AIA Life Insurance Company Limited**			
		Income		
		Interest Income on Finance Lease	1.03	0.57
		Commission Income	31.36	4.95
		Operating Lease rental	0.02	-
		Advertisement Income	66.71	-
		Expenses		
		Insurance expenses	5.45	4.65
		Other transactions		
		Finance Lease Facility provided during the year	3.59	4.13
		Finance Lease Facility repayment received during the year	1.34	0.69
		Interest paid on Non Convertible Debentures	45.67	34.96
		Assets		
		Finance Lease Facility receivable	7.26	6.45
		Other Receivables	18.89	5.45
		Liabilities		
		Payable towards Non Convertible Debentures	515.00	515.00
		Commitments		
		Off balance sheet exposure	-	10.30

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
68	**Tata Industries Limited**			
		Income		
		Interest Income on Finance Lease	-	0.76
		Syndication Fees	-	0.17
		* Foreclosure Charges	-	-
		Expenses		
		Dividend paid on equity shares	-	0.04
		Other transactions		
		Finance Lease Facility provided during the year	-	0.13
		Finance Lease Facility repayment received during the year	-	2.34
		Liabilities		
		Equity shares held	-	2.27
69	**Tata ClassEdge Limited**			
		Income		
		Interest Income on Finance Lease	0.86	0.68
		Foreclosure Charges	-	0.03
		Other transactions		
		Finance Lease Facility provided during the year	0.14	0.18
		Finance Lease Facility repayment received during the year	5.06	2.41
		Assets		
		Finance Lease Facility receivable	3.79	8.96
70	**Maithon Power Limited**			
		Income		
		Interest Income on Finance Lease	0.06	0.06
		Other transactions		
		Finance Lease Facility provided during the year	0.10	-
		Finance Lease Facility repayment received during the year	0.34	0.11
		Assets		
		Finance Lease Facility receivable	0.20	0.49
71	**Nelco Limited**			
		Income		
		Interest Income on Finance Lease	0.13	0.08
		Other transactions		
		Finance Lease Facility provided during the year	0.34	0.59
		Finance Lease Facility repayment received during the year	0.23	0.13
		Assets		
		Finance Lease Facility receivable	0.81	0.82
		Commitments		
		Off balance sheet exposure	-	9.99
72	**Tata Power Delhi Distribution Limited**			
		Expenses		
		* Advertising expenses	-	-
73	**Tata Power Solar Systems Limited**			
		Income		
		Interest Income on Finance Lease	0.21	0.33
		Other transactions		
		* Finance Lease Facility provided during the year	-	0.53
		Finance Lease Facility repayment received during the year	0.64	0.92
		Purchase of Fixed Assets	0.33	-
		Assets		
		Finance Lease Facility receivable	1.01	1.62

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties

(Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
74	**TP Ajmer Distribution Limited**			
		Income		
		Interest Income on Finance Lease	0.03	0.02
		Other transactions		
		Finance Lease Facility provided during the year	0.27	-
		Finance Lease Facility repayment received during the year	0.21	0.07
		Assets		
		Finance Lease Facility receivable	0.30	0.33
		Commitments		
		Off balance sheet exposure	-	6.26
75	**TP Central Odisha Distribution Limited**			
		Income		
		Interest Income on Finance Lease	0.12	0.19
		Other transactions		
		Finance Lease Facility provided during the year	0.58	-
		Finance Lease Facility repayment received during the year	0.46	0.36
		Assets		
		Finance Lease Facility receivable	0.69	0.58
		Assigned receivables	4.01	-
76	**TP Northern Odisha Distribution Limited**			
		Income		
		Interest Income on Finance Lease	0.04	0.05
		Other transactions		
		Finance Lease Facility provided during the year	0.04	0.07
		Finance Lease Facility repayment received during the year	0.10	0.12
		Assets		
		Finance Lease Facility receivable	0.18	0.24
		Assigned receivables	4.25	-
77	**TP Renewable Microgrid Limited**			
		Income		
		* Interest Income on Finance Lease	-	-
		Other transactions		
		Finance Lease Facility provided during the year	-	0.04
		* Finance Lease Facility repayment received during the year	0.01	-
		Assets		
		Finance Lease Facility receivable	0.02	0.04
78	**TP Southern Odisha Distribution Limited**			
		Income		
		Interest Income on Finance Lease	0.02	0.03
		Other transactions		
		Finance Lease Facility provided during the year	0.07	0.13
		Finance Lease Facility repayment received during the year	0.02	0.01
		Assets		
		Finance Lease Facility receivable	0.19	0.14
		Assigned receivables	3.91	-
79	**TP Western Odisha Distribution Limited**			
		Income		
		Interest Income on Finance Lease	0.09	0.08
		Other transactions		
		Finance Lease Facility provided during the year	0.28	0.09
		Finance Lease Facility repayment received during the year	0.20	0.21
		Assets		
		Finance Lease Facility receivable	0.46	0.40
		Assigned receivables	11.72	-

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
80	**Tata Power Renewable Energy Limited**			
		Income		
		* Other Income	-	-
81	**Tata Power EV Charging Solutions Limited (Formerly Known as TP Solapur Limited)**			
		Income		
		* Other Income	-	-
82	**Walwhan Renewable Energy Limited**			
		Income		
		* Other Income	-	-
		Commitments		
		Off balance sheet exposure	-	16.50
83	**TMF Business Services Limited** (Name changed from Tata Motors Finance Limited w.e.f. August 7, 2023)	**Expenses**		
		Rent expenses	0.79	3.35
		Liabilities		
		Other Payables	-	0.28
84	**Tata Motors Finance Solutions Limited**			
		Expenses		
		Rent expenses	2.55	-
		Liabilities		
		Other Payables	0.08	-
85	**Tata Motors Passenger Vehicles Limited**			
		Income		
		Interest Income on Finance Lease	5.92	4.86
		* Foreclosure Charges	-	-
		Other transactions		
		Finance Lease Facility provided during the year	6.15	27.19
		Finance Lease Facility repayment received during the year	12.90	7.33
		Assets		
		Assigned receivables	2.05	-
		Finance Lease Facility receivable	38.20	48.72
		Commitments		
		Off balance sheet exposure	-	14.76
86	**Tata Passenger Electric Mobility Limited**			
		Income		
		Interest Income on Finance Lease	1.23	0.54
		Other transactions		
		Finance Lease Facility provided during the year	3.85	5.07
		Finance Lease Facility repayment received during the year	2.41	0.69
		Assets		
		Assigned receivables	0.70	-
		Finance Lease Facility receivable	8.31	8.66
		Commitments		
		Off balance sheet exposure	-	4.11
87	**TML Business Services Limited**			
		Income		
		Operating Lease rental	-	0.04
		Interest Income on Finance Lease	0.48	0.44
		Other transactions		
		Finance Lease Facility provided during the year	0.75	3.98
		Finance Lease Facility repayment received during the year	1.23	0.76
		Assets		
		Finance Lease Facility receivable	3.16	3.89
		Liabilities		
		Other Payables	0.06	0.06

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
88	**Jaguar Land Rover Automotive plc**			
		Income		
		Interest Income on Bonds	8.83	6.61
		Other transactions		
		Investment in Debentures during the year	-	51.23
		Assets		
		Investment in Debentures	137.24	72.84
89	**Tata Pension Management Limited**			
		Income		
		* Commission Income	-	-
90	**Indian Steel & Wire Products Ltd.**			
		Income		
		Interest Income on Finance Lease	0.13	0.12
		Other transactions		
		Finance Lease Facility repayment received during the year	0.19	0.35
		Assets		
		Finance Lease Facility receivable	0.22	0.42
91	**Tata Metaliks Ltd.** (Merged with Tata Steel Limited w.e.f 01.02.2024)	**Income**		
		Interest Income on Finance Lease	0.17	0.22
		Operating Lease rental	-	0.09
		Foreclosure Charges	-	0.01
		Other transactions		
		Security deposit received during the year	0.26	0.18
		Finance Lease Facility provided during the year	0.18	2.87
		Finance Lease Facility repayment received during the year	1.27	0.97
		Sale of fixed assets	-	0.04
		Assets		
		Finance Lease Facility receivable	-	2.55
		* Other Receivables	-	-
		Liabilities		
		Security deposit payable	-	0.29
92	**Tata Steel Downstream Products Limited**			
		Income		
		* Interest Income on Finance Lease	0.04	-
		Other transactions		
		Finance Lease Facility provided during the year	-	0.32
		Finance Lease Facility repayment received during the year	0.05	-
		Assets		
		Finance Lease Facility receivable	0.30	0.35
		Commitments		
		Off balance sheet exposure	-	19.51
93	**Tata Steel Utilities and Infrastructure Services Limited**			
		Income		
		Interest Income on Finance Lease	0.24	0.56
		Operating Lease rental	3.67	0.88
		Foreclosure Charges	-	0.03
		Other transactions		
		Finance Lease Facility provided during the year	-	3.12
		Finance Lease Facility repayment received during the year	1.64	1.11
		Security deposit received during the year	-	2.53
		Security deposit repaid / adjusted during the year	-	0.80
		Assets		
		Finance Lease Facility receivable	1.65	3.92
		Other Receivables	0.35	0.68
		Liabilities		
		Security deposit payable	2.03	2.03
		Commitments		
		Off balance sheet exposure	-	32.08

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
94	**Ideal Ice & Cold Storage Company Limited**			
		Income		
		Interest Income on Finance Lease	0.05	0.06
		Other transactions		
		Finance Lease Facility provided during the year	-	0.57
		Finance Lease Facility repayment received during the year	0.13	0.12
		Assets		
		Finance Lease Facility receivable	0.32	0.46
95	**Piem Hotels Limited**			
		Expenses		
		Staff Welfare expenses	0.04	0.28
		Advertising expenses	0.02	-
96	**United Hotels Limited**			
		Income		
		Interest Income on Finance Lease	0.04	0.06
		Expenses		
		Staff Welfare expenses	-	0.01
		Other transactions		
		Finance Lease Facility provided during the year	-	-
		Finance Lease Facility repayment received during the year	0.07	0.06
		Assets		
		Finance Lease Facility receivable	0.22	0.28
97	**Roots Corporation Limited**			
		Expenses		
		Staff Welfare expenses	0.04	0.04
98	**Fiora Hypermarket Limited**			
		Expenses		
		Commission expenses	0.02	0.08
		Staff Welfare expenses	1.68	0.58
		Other transactions		
		Payments towards Net Settlement Reward points	3.32	4.40
99	**TACO Air International TTR Thermal Systems Private Limited**			
		Income		
		Operating Lease rental	0.30	0.26
		Assets		
		Other Receivables	0.16	0.20
		Liabilities		
		Security deposit payable	0.18	0.18
100	**Tata Boeing Aerospace Limited**			
		Income		
		Interest Income on Finance Lease	0.02	0.01
		Other transactions		
		Finance Lease Facility provided during the year	0.10	0.11
		Finance Lease Facility repayment received during the year	0.04	0.03
		Security deposit received during the year	-	0.02
		Assets		
		Finance Lease Facility receivable	0.17	0.11
		Liabilities		
		Security deposit payable	0.02	0.02

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
101	**Tata Lockheed Martin Aerostructures Limited**			
		Income		
		Interest Income on Finance Lease	0.05	0.05
		Other transactions		
		Finance Lease Facility provided during the year	-	0.44
		Finance Lease Facility repayment received during the year	0.15	0.14
		Security deposit received during the year	-	0.02
		Assets		
		Finance Lease Facility receivable	0.26	0.42
		Liabilities		
		Security deposit payable	0.02	0.02
102	**Tata Sikorsky Aerospace Limited**			
		Income		
		Interest Income on Finance Lease	0.08	0.09
		Other transactions		
		Finance Lease Facility provided during the year	0.10	0.43
		Finance Lease Facility repayment received during the year	0.21	0.32
		Security deposit received during the year	-	0.02
		Assets		
		Finance Lease Facility receivable	0.52	0.60
		Liabilities		
		Security deposit payable	0.02	0.02
		Commitments		
		Off balance sheet exposure	7.37	-
103	**Tata Precision Industries (India) Limited**			
		Income		
		Interest Income on Loan	0.09	0.10
		Other transactions		
		Loan repayment received during the year	0.19	0.19
		Assets		
		Loan balance receivables	0.58	0.77
104	**Industrial Minerals and Chemicals Company Private Limited**			
	(Ceased w.e.f. 04.01.2023)	**Income**		
		Interest Income on Loan	-	0.80
		Management Fees	-	0.02
		Other transactions		
		Loan given during the year	-	25.50
105	**Air India SATS Airport Services Private Ltd.**			
		Income		
		Operating Lease rental	2.77	0.06
		Other Transactions		
		Purchase of Fixed Assets	16.25	-
		Assets		
		Other Receivables	1.53	0.06
		Commitments		
		Off balance sheet exposure	-	41.33
106	**Supermarket Grocery Supplies Private Limited**			
		Other transactions		
		Investment in Equity during the year	-	97.20
		Assets		
		Investment in equity shares	103.27	103.27
107	**NourishCo Beverages Ltd.**			
		Income		
		Interest Income on Finance Lease	0.01	-
		Other transactions		
		Finance Lease Facility provided during the year	0.17	-
		Finance Lease Facility repayment received during the year	-	-
		Assets		
		Finance Lease Facility receivable	0.17	-

TATA CAPITAL LIMITED





42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
108	**Tata Motors Body Solutions Limited**			
		Income		
		Operating Lease rental	0.01	-
		Assets		
		Other Receivables	0.01	-
109	**Tata Consulting Engineers Limited**			
		Other transactions		
		Interest paid on Non Convertible Debentures	3.28	0.36
		Paid towards redemption of Non Convertible Debentures	25.00	-
		Liabilities		
		Payable towards Non Convertible Debentures	45.00	15.00
110	**Tata Investment Corporation Limited**			
		Expenses		
		Dividend paid on equity shares	1.64	1.24
		Other transactions		
		Interest paid on Non Convertible Debentures	3.56	3.56
		Equity shares issued (including Securities Premium)	43.98	13.04
		Liabilities		
		Payable towards Non Convertible Debentures	40.00	40.00
		Equity shares held	80.68	78.16
111	**Emerald Haven Realty Limited**			
		Income		
		Interest Income on Loan	10.95	10.37
		Management Fees	-	0.62
		Other transactions		
		Loan given during the year	-	110.10
		Loan repayment received during the year	39.85	41.77
		Assets		
		Loan balance receivables	70.72	111.57
112	**Silly Point Productions LLP**			
		Expenses		
		* Advertising expenses	-	-
		Assets		
		* Other Receivables	-	-
113	**CMS IT Services Private Limited**			
		Income		
		Other Income	0.03	-
114	**Logicserve Digital Private Limited**			
	(Ceased w.e.f. 28.11.2023)	**Expenses**		
		Professional Fees	0.05	-
115	**Procam International Private Limited**			
	(Ceased w.e.f. 15.01.2024)	**Expenses**		
		Staff Welfare expenses	0.06	-
116	**Rallis India Limited**			
		Income		
		* Other Income	-	-
117	**TPL - IAV VOZ CPRR Joint Venture**			
		Income		
		Interest Income on Finance Lease	0.34	-
		Operating Lease rental	1.10	-
		Other transactions		
		Finance Lease Facility provided during the year	3.47	-
		Finance Lease Facility repayment received during the year	0.53	-
		Assets		
		Finance Lease Facility receivable	3.12	-

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
118	**Tata Coffee Staff Provident Fund Trust** (Ceased w.e.f. 28.02.2024)			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.53	0.83
		Liabilities		
		Payable towards Non Convertible Debentures	-	9.20
119	**Rallis India Limited Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.29	0.29
		Liabilities		
		Payable towards Non Convertible Debentures	2.90	2.90
120	**Tata Steel Ltd Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	3.82	5.96
		Liabilities		
		Payable towards Non Convertible Debentures	54.80	54.80
121	**Tata Chemicals Ltd Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	1.56	1.93
		Paid towards redemption of Non Convertible Debentures	2.00	-
		Liabilities		
		Payable towards Non Convertible Debentures	17.90	19.90
122	**Tata Power Consolidated Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	1.42	1.42
		Liabilities		
		Payable towards Non Convertible Debentures	16.30	16.30
123	**Tata Tea Limited Staff Pension Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.77	0.76
		Liabilities		
		Payable towards Non Convertible Debentures	17.20	8.00
124	**Tata Steel Long product Limited employees provident fund trust**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.22	0.22
		Liabilities		
		Payable towards Non Convertible Debentures	2.30	2.30
125	**Titan Industries Gratuity Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	1.57	1.17
		Liabilities		
		Payable towards Non Convertible Debentures	18.10	18.10
126	**Taj Residency Employees Provident fund Trust (Bangalore unit)**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.05	0.05
		Liabilities		
		Payable towards Non Convertible Debentures	0.50	0.50
127	**The Tinplate Company of India Ltd. Gratuity Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.10	0.10
		Liabilities		
		Payable towards Non Convertible Debentures	1.10	1.10
128	**The Tinplate Company Executive Staff Superannuation Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.04	0.04
		Liabilities		
		Payable towards Non Convertible Debentures	0.50	0.50

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
129	**The Provident Fund of The Tinplate Company of India Ltd**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.14	0.14
		Liabilities		
		Payable towards Non Convertible Debentures	1.60	1.60
130	**Titan Watches Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	2.82	2.82
		Liabilities		
		Payable towards Non Convertible Debentures	34.30	34.30
131	**Voltas Managerial Staff Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	1.20	0.73
		Liabilities		
		Payable towards Non Convertible Debentures	15.30	8.80
132	**Tata Communications Employee's Provident Fund Trust**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.78	1.47
		Paid towards redemption of Non Convertible Debentures	4.50	-
		Liabilities		
		Payable towards Non Convertible Debentures	10.40	14.90
133	**Tata Elxsi (India) Ltd. Employees Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	1.81	1.89
		Liabilities		
		Payable towards Non Convertible Debentures	23.50	23.50
134	**Tata Sons Consolidated Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.37	0.36
		Paid towards redemption of Non Convertible Debentures	0.90	-
		Liabilities		
		Payable towards Non Convertible Debentures	2.80	3.70
135	**Tata Sons Consolidated Superannuation Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.41	0.41
		Paid towards redemption of Non Convertible Debentures	3.95	-
		Liabilities		
		Payable towards Non Convertible Debentures	-	3.95
136	**Tata Sons Limited H.O. Employees' Gratuity Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.01	0.01
		Liabilities		
		Payable towards Non Convertible Debentures	0.10	0.10
137	**Tata International Limited Gratuity Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.20	0.10
		Liabilities		
		Payable towards Non Convertible Debentures	2.00	2.00
138	**Tata Metaliks Ltd Employees Provident fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.02	0.02
		Paid towards redemption of Non Convertible Debentures	0.15	-
		Liabilities		
		Payable towards Non Convertible Debentures	-	0.15
139	**The Indian Hotels Company Limited Employees Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.03	0.03
		Liabilities		
		Payable towards Non Convertible Debentures	0.30	0.30

Notes forming part of the Consolidated Financial Statements (Continued)
for the year ended March 31, 2024

42. Disclosure as required by Indian Accounting Standard (Ind AS) – 24 on "Related Party Disclosures" notified under the Companies (Indian Accounting Standard) Rules, 2015:

B) Transactions with related parties (Rs. in Crs)

Sr No	Party Name	Nature of Transactions	FY 23-24	FY 22-23
140	**Voltas Limited Employees' Superannuation Scheme**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.16	0.16
		Liabilities		
		Payable towards Non Convertible Debentures	3.80	2.10
141	**Voltas Limited Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.21	0.21
		Liabilities		
		Payable towards Non Convertible Debentures	4.10	2.70
142	**Tata Industries Superannuation Fund Trust**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.27	0.30
		Paid towards redemption of Non Convertible Debentures	2.40	-
		Liabilities		
		Payable towards Non Convertible Debentures	0.60	3.00
143	**TCE Employees' Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.09	0.19
		Liabilities		
		Payable towards Non Convertible Debentures	1.00	1.00
144	**Tata Investment Corporation Limited- Provident Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.05	0.05
		Liabilities		
		Payable towards Non Convertible Debentures	0.50	0.50
145	**Tata Motors Limited Gratuity Fund**			
		Other transactions		
		Interest paid on Non Convertible Debentures	0.79	0.80
		Paid towards redemption of Non Convertible Debentures	8.20	-
		Liabilities		
		Payable towards Non Convertible Debentures	-	8.20
147	**Relative of KMP's**			
		Expenses		
		Dividend paid on Cumulative Redeemable Preference shares	-	0.01
		Other transactions		
		Interest paid on Non Convertible Debentures	0.03	0.03
		Paid towards redemption of Non Convertible Debentures	0.05	0.50
		Liabilities		
		Payable towards Non Convertible Debentures	0.24	0.29
148	**Key managerial personnel (KMP)**			
		Remuneration to KMP		
		Short Term Employee Benefits	28.26	16.95
		Post Employment Benefits	0.49	0.45
		Expenses		
		Dividend paid on Cumulative Redeemable Preference shares	0.04	0.01
		Dividend paid on equity shares	0.01	0.01
		Other transactions		
		Share based payments (No. of Shares)	-	-
		Options granted till date	1,00,10,545.00	91,53,555.00
		Options exercised till date	8,19,518.00	2,17,772.00
		Redemption of Cumulative Redeemable Preference shares	-	1.00
		Interest paid on Non Convertible Debentures	0.05	0.05
		Equity shares issued (including Securities Premium)	0.28	-
		Liabilities		
		Payable towards Non Convertible Debentures	0.54	0.52
		Cumulative Redeemable Preference shares held	0.50	-
		Equity shares held	0.80	0.35

Notes :
a) * less than Rs.1 lakh
b) Expected credit loss provision for parties listed above have not been considered as provision for doubtful debts, hence not disclosed
c) The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends. The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.
d) The above related party transactions are at Arm's length and in the ordinary course of business.

TATA CAPITAL LIMITED

Bkc & associates llp DS Chartered Accountants

MSKA & ASSOCIATES Chartered Accountants

Note 43: Fair values of financial instruments

See accounting policy in Note 2(xiii)

A. Valuation models

The Group measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements:

a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date

b) Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

c) Level 3 inputs are unobservable inputs for the valuation of assets or liabilities that the Group can access at measurement date. This category includes all instruments for which the valuation technique includes inputs that are not observable and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments. Valuation techniques include net present value and discounted cash flow models, income approach, comparison with similar instruments for which observable market prices exist, option pricing models and other valuation models. Assumptions and inputs used in valuation techniques include risk-free returns, benchmark interest rates and credit spreads used in estimating discount rates, bond and equity prices, foreign currency exchange rates, equity and equity index prices and expected price volatilities and correlations.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

The Group uses widely recognised valuation models to determine the fair value of financial instruments, such as forward rate agreement, that use only observable market data and require little management judgement and estimation. Observable prices or model inputs are usually available in the market for listed equity securities. The availability of observable market prices and model inputs reduces the need for management judgement and estimation and also reduces the uncertainty associated with determining fair values.

For more complex instruments, the Group uses proprietary valuation models, which are usually developed from recognised valuation models. Some or all of the significant inputs into these models may not be observable in the market, and may be derived from market prices or rates or estimated based on assumptions. Valuation models that employ significant unobservable inputs require a higher degree of management judgement and estimation in the determination of fair value. Management judgement and estimation are usually required for the selection of the appropriate valuation model to be used, determination of expected future cash flows on the financial instrument being valued, determination of the probability of counterparty default and prepayments, determination of expected volatilities and correlations and selection of appropriate discount rates.

Fair value estimates obtained from models are adjusted for any other factors, such as liquidity risk or model uncertainties, to the extent that the Group believes that a third party market participant would take them into account in pricing a transaction. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Group and the counterparty where appropriate. Model inputs and values are calibrated against historical data, where possible, against current or recent observed transactions in different instruments. This calibration process is inherently subjective and it yields ranges of possible inputs and estimates of fair value, and management uses judgement to select the most appropriate point in the range.

Discounting of the cash flows of financial asset/ financial liability for computing the fair value of such instrument: the future contractual cash flows of instrument over the remaining contractual life of the instrument are discounted using comparable rate of lending/borrowing as applicable to financial asset/ financial liability in the month of reporting for a similar class of instruments. For shorter tenure financial assets such as channel finance, the remaining tenure is assumed to be six months.

Derivatives held for risk management :
The Group enters into derivatives to mitigate the currency exchange risk and interest rate risk on account of fluctuation in the foreign exchange rates and floating rates towards the principal and interest repayments of external commercial borrowing. Some of these instruments are valued using models with significant unobservable inputs, principally expected long-term volatilities and expected correlations between different underlyings.

In the valuation of derivative instruments, the Discounted Cash Flow (DCF) method plays a pivotal role. This method involves projecting the future cash flows that the derivative is expected to generate or obligate over its life. These cash flows are then discounted back to the present value using an appropriate discount rate, which reflects the risk profile of the cash flows and the time value of money.

The discount rate is typically derived from market-based inputs to ensure an objective valuation. In the context of derivatives, the DCF method accounts for various factors such as underlying asset price movements, interest rate changes, and volatility, as well as contractual terms of the derivative. The strength of the DCF approach lies in its flexibility to model the unique features of derivatives, including embedded options.

B. Valuation framework

The Group has a established a policy for the measurement of fair values addressing the requirement to independently verify the results of all significant fair value measurements. Specific controls include:
1) verification of observable pricing basis actual market transactions;
2) re-performance of model valuations;
3) a review and approval process for new models and changes to models
4) annual calibration and back-testing of models against observed market transactions;
5) analysis and investigation of significant annual valuation movements; and
6) review of significant unobservable inputs, valuation adjustments and significant changes to the fair value measurement of Level 3 instruments compared with the previous year.

When third party information, such as valuation agency report is used to measure fair value, the Group assesses the documents and evidence used to support the conclusion that the valuations meet the requirements of Ind AS. This includes:
1) understanding how the fair value has been arrived at, the extent to which it represents actual market transactions and whether it represents a quoted price in an active market for an identical instrument;
2) when prices for similar instruments are used to measure fair value, how these prices have been adjusted to reflect the characteristics of the instrument subject to measurement; and
3) if a number of quotes for the same financial instrument have been obtained, then how fair value has been determined using those quotes.

Note 43: Fair values of financial instruments

C. Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2024 is as follows:

(Rs. in Crs)

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Derivative instruments in hedging relationship	Amortised cost	Total Carrying Value
Financial Assets:					
Cash and cash equivalents	-	-	-	6,771.16	6,771.16
Bank balances other than Cash and cash equivalents above	-	-	-	224.42	224.42
Derivative assets	-	-	242.62	-	242.62
Trade receivables	-	-	-	89.38	89.38
Other receivables	-	-	-	1.88	1.88
Loans	40.63	761.53	-	1,56,958.39	1,57,760.55
Investments (Other than associates)	969.06	2,934.63	-	3,998.33	7,902.02
Other financial assets	-	-	-	571.15	571.15
Total	**1,009.69**	**3,696.16**	**242.62**	**1,68,614.71**	**1,73,563.18**
Financial Liabilities:					
Derivative liabilities	-	-	46.33	-	46.33
Payables	-	-	-	1,407.21	1,407.21
Debt securities	-	-	-	60,503.68	60,503.68
Borrowings	-	-	-	79,142.88	79,142.88
Subordinated liabilitites	-	-	-	8,538.73	8,538.73
Lease liabilities	-	-	-	326.53	326.53
Other financial liabilities	-	-	-	1,378.02	1,378.02
Total	**-**	**-**	**46.33**	**1,51,297.05**	**1,51,343.38**

The carrying value of financial instruments by categories as at March 31, 2023 is as follows:

(Rs. in Crs)

Particulars	Fair value through Profit or Loss	Fair Value through Other Comprehensive Income	Derivative instruments in hedging relationship	Amortised cost	Total Carrying Value
Financial Assets:					
Cash and cash equivalents	-	-	-	3,058.88	3,058.88
Bank balances other than Cash and cash equivalents above	-	-	-	257.82	257.82
Derivative assets	-	-	229.58	-	229.58
Trade receivables	-	-	-	74.91	74.91
Other receivables	-	-	-	0.37	0.37
Loans	25.11	693.26	-	1,16,070.35	1,16,788.72
Investments (Other than associates)	5,620.41	3,048.77	-	3,989.79	12,658.97
Other financial assets	-	-	-	364.12	364.12
Total	**5,645.52**	**3,742.03**	**229.58**	**1,23,816.24**	**1,33,433.37**
Financial Liabilities:					
Derivative liabilities	-	-	62.32	-	62.32
Payables	-	-	-	1,239.19	1,239.19
Debt securities	-	-	-	51,375.58	51,375.58
Borrowings	-	-	-	54,934.13	54,934.13
Subordinated liabilitites	-	-	-	7,026.20	7,026.20
Lease liabilities	-	-	-	205.38	205.38
Other financial liabilities	-	-	-	1,986.77	1,986.77
Total	**-**	**-**	**62.32**	**1,16,767.25**	**1,16,829.57**

Investment in associates:
The Group has elected to measure Investment in associates at cost and accordingly the requirement of disclosure of fair value of the instrument under Ind AS 107 does not apply.

The following table summarises financial assets and liabilities measured at fair value on a recurring basis :

As at March 31, 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	126.95	-	126.95
Equity Shares	898.20	-	2,380.80	3,279.00
Structured product	-	26.28	-	26.28
Multi Asset Fund	-	-	-	-
Alternate Investment Funds	-	-	32.69	32.69
Venture Capital Fund	-	-	201.44	201.44
Preference shares	-	-	-	-
Security Receipts	-	-	-	-
Debt securities	237.33	-	-	237.33
Loans including credit substitutes	-	-	802.16	802.16
Derivative assets	-	242.62	-	242.62
Total	**1,135.53**	**395.85**	**3,417.09**	**4,948.47**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	46.33	-	46.33
Total	-	**46.33**	-	**46.33**

As at March 31, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets:				
Investments				
Mutual fund units	-	4,588.30	-	4,588.30
Equity Shares	219.69	-	3,179.91	3,399.60
Structured product	-	20.37	-	20.37
Multi Asset Fund	-	-	50.77	50.77
Alternate Investment Funds	-	-	29.76	29.76
Venture Capital Fund	-	-	241.00	241.00
Preference shares	-	-	115.00	115.00
Security Receipts	-	-	-	-
Debt securities	224.38	-	-	224.38
Loans including credit substitutes	-	-	718.37	718.37
Derivative assets	-	229.58	-	229.58
Total	**444.07**	**4,838.25**	**4,334.81**	**9,617.13**

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities:				
Derivative liabilities	-	62.32	-	62.32
Total	-	62.32	-	62.32

The following table summarises disclosure of fair value of financial assets and liabilities measured at amortised cost:

(Rs. in Crs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying Value	Fair value	Carrying Value	Fair value
Financial Assets at amortised cost:				
Loans including credit substitutes	1,56,958.39	1,60,350.17	1,16,070.35	1,19,167.44
Investments (Other than in Associate)	3,998.33	3,942.36	3,989.79	3,893.30
Total	**1,60,956.72**	**1,64,292.53**	**1,20,060.14**	**1,23,060.74**
Financial Liabilities at amortised cost:				
Borrowings (includes debt securities and subordinated liabilities)	1,48,185.29	1,47,957.64	1,13,335.91	1,14,330.24
Total	**1,48,185.29**	**1,47,957.64**	**1,13,335.91**	**1,14,330.24**

Carrying amounts of cash and cash equivalents, trade receivables, loans and trade and other payables as on March 31, 2024 and March 31, 2023 approximate the fair value because of their short-term nature. Difference between carrying amounts and fair values of bank deposits, other financials assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the years presented.

Fair value of the Financial intruments measured at amortised cost

The fair value of loans given is based on observable market transactions, to the extent available. Wherever the observable market transactions are not available, fair value is estimated using valuation models, such as discounted cash flow techniques. Input into the valuation techniques includes interest rates, prepayment rates, primary origination or secondary market spreads. Input into the models may include information obtained from other market participants, which includes observed primary and secondary transactions.

To improve the accuracy of the valuation estimate for retail and smaller commercial loans, homogeneous loans are grouped into portfolios with similar characteristics such as product.

The fair value of borrowings from banks is estimated using discounted cash flow techniques, applying the rates that are offered for loans of similar maturities and terms.

T bills and Governemnt securities are valued based on market quotes.

Khimji & Associates LLP Chartered Accountants D5-266
TATA CAPITAL LIMITED
MSKA & ASSOCIATES Chartered Accountants

Note 43: Fair values of financial instruments

D **The following table summarises valuation techniques used to determine fair value, fair value measurements using significant unobservable inputs (Level 3) and valuation inputs and relationship to fair value:**

(Rs. in Crs)

Financial instruments	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	As at March 31, 2024	As at March 31, 2023				
Loans	802.16	718.37	Level 3	Discounted contractual cash flows	Discounting rate and future cash flows.	Higher the discounting rate lower the fair value of loans
Equity Shares - unquoted	2,380.80	3,179.91	Level 3	1. Valuation is based on Net asset value method which is based on the asset and liabilities values as per the latest financial statements of the investee company 2. Income approach - Discounted Cash Flow Method 3. Market Approach: Guideline Public Companies Method 4. Comparison with similar instruments for which observable market prices exist.	1. Annual revenue is based on the earnings for the latest financial year 2. Discount rate 3. Terminal rate 4. BEV to Revenue Multiple : 2.5x - 7.7x	1. The estimated fair value would increase (decrease) if the annual revenue growth were higher (lower) 2. Higher the discount rate, lower the fair value. 3. Higher the terminal rate, higher the fair value
Preference share	-	115.00	Level 3	Latest Transaction price	Latest Transaction price	Higher the Net Asset Value higher the fair value of preference share
Alternative Investment Fund	32.69	29.76	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Multi Asset Fund	-	50.77	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Venture capital fund	201.44	241.00	Level 3	Net asset value	Net Asset Value	Higher the Net Asset Value higher the fair value of unquoted units
Financial Assets at FVTPL/FVTOCI	**3,417.09**	**4,334.81**				

Certain listed equity investments are carried at Nil value on account of low trading. Fair value of the unquoted equity investment received upon settlement of loan has been considered at Nil value as the company is under liquidation process.

E **Sensitivity disclosure for level 3 fair value measurements:**

Particulars	Unobservable input	Sensitivity	Impact of change in rates on Total Comprehensive Income			
			As at March 31, 2024		As at March 31, 2023	
			Favourable	Unfavourable	Favourable	Unfavourable
Equity Shares	Net Asset Value and other valuation input	1%	22.19	(22.19)	27.52	(27.62)
Loans	Discounting rate	1%	16.98	(23.29)	7.53	(7.38)
Alternative Investment Fund	Net Asset Value	1%	0.13	(0.13)	0.10	(0.10)
Multi Asset Fund	Net Asset Value	1%	-	-	0.51	(0.51)
Venture capital fund	Net Asset Value	1%	2.01	(2.01)	2.41	(2.41)

Note 43: Fair values of financial instruments

F Level 3 fair value measurements

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy:

(Rs. in Crs)

Particulars	FVTOCI Loans	FVTPL Loans	FVTPL Investments	FVTOCI Investments	Total
As at April 1, 2023	693.26	25.11	792.05	2,824.39	4,334.81
Total gains or losses:					
recognised in profit or loss	-	0.52	(61.64)	-	(61.12)
in OCI	14.98	-	-	622.17	637.15
Purchases	408.92	15.00	4.00	-	427.92
Settlements	(355.63)	-	(63.01)	(799.99)	(1,218.63)
Foreign currency transalations			3.66	-	3.66
Transfers out of Level 3	-	-	(115.00)	(591.70)	(706.70)
As at March 31, 2024	**761.53**	**40.63**	**560.06**	**2,054.87**	**3,417.09**

(Rs. in Crs)

Particulars	FVTOCI Loans	FVTPL Loans	FVTPL Investments	FVTOCI Investments	Total
As at April 1, 2022	367.77	25.19	582.20	-	975.16
Total gains or losses:	-	-	-	-	-
in profit or loss	-	1.01	(31.31)	-	(30.30)
in OCI	(3.93)	-	-	2,229.95	2,226.02
Purchases	462.04	14.00	217.75	-	693.79
Settlements	(132.62)	(15.09)	(0.36)	-	(148.07)
Foreign currency transalations			23.77	-	23.77
Transfers into Level 3	-	-	-	594.44	594.44
As at March 31, 2023	**693.26**	**25.11**	**792.05**	**2,824.39**	**4,334.81**

Note 44: Risk Management Framework

A Introduction;

As a financial institution, Group is exposed to various types of risks namely credit risk, liquidity risk, market risks, operational risk, strategic risk (including emerging & external risks) and compliance & reputation risk. We have adopted a holistic and data driven enterprise level risk management approach which includes monitoring both internal and external indicators.

We as an organization periodically adjust our strategy in cognizance with industry risk dynamics and emergence of new challenges and opportunities.

The purpose of risk management is the creation and protection of value. Group's risk management framework has been laid down with long term sustainability and value creation keeping in mind:

- Build profitable and sustainable business with conservative risk management approach.
- Have risk management as an integral part of the organization's business strategy.
- Undertake businesses that are well understood and within acceptable risk appetite.
- Manage the risks proactively across the organization.
- Adopt best risk management practices with resultant shareholder value creation and increased stakeholder confidence.
- Develop a strong risk culture across the organization.

The risk management practices of Tata Capital and its subsidiaries are compliant with ISO 31000: 2018 which is the international standard for risk management that lays down principles, guidelines and framework for risk management in an organisation.

B Group's Risk Management framework for measuring and managing risk:

Risk management framework:

Group's Risk Management is an integral part of all organizational activities. The structured approach contributes to consistent and comparable results along with customization of external and internal objectives. Important pillars of the risk management approach are developing a strong risk management culture within Tata Capital and subsidiaries through alignment of risk by creating, preserving and realizing value.

A comprehensive Enterprise Risk Management ("ERM") Framework has been adopted across Group which uses defined Key Risk Indicators based on quantitative and qualitative factors. We have implemented two-dimensional quantitative data management tool - Heat Map which enables management to have a comprehensive view of 11 identified key risk areas based on their probability and impact.

The 11 categories of risks identified and monitored by the Company are Credit Risk, Market Risk, Liquidity Risk, Process, People, Outsourcing, Compliance & Governance, Technology, Business Continuity, Cyber Security and Reputation risk.

Nature of Risk	Framework	Governing Committees
Credit Risk	Enterprise Risk Management Various Credit Policies, Portfolio review and trigger monitoring	Risk Management Committee of the Board Investment Credit Committee of the Board Credit Committees
Market Risk & Liquidity Risk	Enterprise Risk Management Asset Linked Market Policy	Risk Management Committee of the Board Asset Liability Management Committee
Process Risk	Operational Risk Policy	Operational Risk Management Committee
People Risk	Operational Risk Policy HR Policies	Risk Management Committee of the Board Operational Risk Management Committee
Outsourcing	Operational Risk Policy Outsourcing Policy	Risk Management Committee of the Board Operational Risk Management Committee
Technology	Operational Risk Policy Information Technology Policy	Risk Management Committee of the Board IT Strategy Committee of the Board
Business Continuity	Operational Risk Policy Business Continuity Management Policy	Operational Risk Management Committee
Cyber Security	Information & Cyber Security Policy	Risk Management Committee of the Board IT Strategy Management Committee of the Board
Reputational Risk Compliance & Governance	Enterprise Risk Management Framework Ethics Policy POSH Policy Tata Code of Conduct	Risk Management Committee of the Board

The Board is assisted by Risk Management Committee of the Board ('RMC') and is supported by various Board and Senior management committees as part of the Risk Governance framework to ensure that the Group has sound system of risk management and internal controls.

Board level committees

Risk Management Committee of the Board (RMC): The purpose of the Committee is to assist the Board in its oversight of various risks (i) Credit Risk (ii) Market & Liquidity Risk (iii) Operational Risk (Process, People, Outsourcing, Technology, Business Continuity and Fraud) (iv) Strategic Risks (including emerging and external risks) (v) Compliance and Governance (vi)Reputation Risk(vii) Information Security and Cyber Security Risk.

Investment Credit Committee of the Board (ICC): Provides guidance on nature of investments that shall be undertaken, and approve credit limits for various counterparties, where exposures in aggregate exceed a certain level.

IT Strategy Committee: Reviews and approves IT strategy and policies. Monitors IT resources required to achieve strategic goals and to institute an effective governance mechanism and risk management process for all outsourced IT operations so that maximum value is delivered to business.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. The risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the activities of the Group. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Risk Management Committee reviews risk management policies of the Group pertaining to credit, market, liquidity and operational risks. It oversees the monitoring of compliances with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

Note 44: Risk Management Framework

Senior Management Committees

a) Asset Liability Management Committee of the Board (ALCO): ALCO reviews the Liquidity Risk and Interest Rate Risk on a regular basis and suggests necessary actions based on its view and expectations on the liquidity and interest rate profile.

b) Management Credit Committee (MCC): The members of committee are senior management of the Group as defined in the prevailing delegation of authority. It recommends proposal including review to ICC / Board for loan facilities falling beyond assigned Delegation of Power and Authority. The committee is governed as per the delegation of authority applicable to the Group.

c) Operational Risk Management Committee (ORMC): ORMC is the oversight committee for ensuring effective management of operational risks. The committee reviews and approves the following:

- Operational risk management policy and including amendments if any.
- Insurance management framework.
- Corrective actions on operational risk incidents, based on analysis of the Key Risk Indicators (KRIs), operational risk process reviews, etc.
- Operational risk profile based on the KRIs which are beyond the tolerance limit

d) Fraud Risk Management Committee (FRMC): An independent Fraud Risk Management Committee (FRMC) comprising of top management representatives has been constituted that reviews the matters related to fraud risk and approves/recommends actions against frauds. It reviews the frauds reported and investigated with detailed root cause analysis and corrective action.

Business Unit Level Committees

There are various committees that exist at the business level for credit sanctions, monitoring and reviews such as Credit Committee (CC), Credit Monitoring Committee (CMC), Credit & Collection review, Retail Risk Review (RRR) for retail business.

C **Group's Risk Management Approach for handling various type of risks**

a) **Credit risk;**

The Credit Risk management framework is based on the philosophy of First and Second line of Defence with underwriting being responsibility of Credit department and controls around policies and processes are driven by Risk department. Each process and business verticals have Credit underwriting, Risk analytics, Policy and Operational Risk unit. Delegation of Authority is defined based on value at risk and deviation matrix as approved by the Board.

The Group has reviewed Credit policies from time to time based on macroeconomic scenarios, pandemic and government scheme/grants, we have robust early warning signals process to ensure resilience in the policy framework for adopting changing business scenario and to mitigate various business risks.

Group's approach to rigorous portfolio review driven by analytics helps us to take corrective action proactively and to have a resilient underwriting policy and processes for Retail, SME and Corporate portfolio.

Group has a strong fraud risk and vigilance framework to weed out fraudulent customers from system at the time of origination with support of analytical tools. Identified fraud cases in the portfolio are reviewed basis detailed root cause analysis and reported to regulator. Process improvements based on root cause analysis are implemented to control such foreseen losses in future.

Introduction of new products are based on market potential, Operational risk, Credit risk and Compliance risks. All new product launches are signed off by Risk department to mitigate key risks arising while developing strategy around launching of new product. All innovative process changes/digitization goes through rigour of risk review and highlighting risk associated with change of the process and mitigants around the same. All introduction of new products goes through a complete governance process and are approved by Board/respective committees.

Measures taken to recover from COVID pandemic:

The Group is taking following measures to recover from COVID pandemic for sustainable growth and maintaining a diversified and resilient portfolio.

i. Increased engagement with the customers through dedicated relationship manager and collection team
ii. Policy intervention by way of sector and geography analysis based on pandemic impact
iii. Strengthened credit assessment process
iv. Realigning the product suite by way of differentiated product mix offering to different segments of borrowers
v. Increased geographical diversification of portfolio
vi. Enhanced portfolio and account level monitoring measures
vii. Digitization of key processes enabling better and real time portfolio monitoring.
viii. Strengthening of the collection infrastructure
ix. Review of one-time restructured loans and CGTMSE government guarantee portfolio

b) **Market risk;**

Market risk is risk due to change in market prices – e.g. interest rates, equity prices, foreign exchange rates and credit spreads, but not relating to changes in the obligor's/issuer's credit standing and will affect the Group's income or the value of its holdings of financial instruments. The objective of the Group's market risk management is to manage and control market risk exposures within acceptable risk tolerances levels to ensure the solvency and minimum volatility while optimising the balance between profitability and managing associated risks.

Under Liquidity Risk Management (LRM) framework for the Group, ALCO sets up limits for each significant type of risk/aggregated risk with liquidity being a primary factor in determining the level of limits. The monitoring of risk limits defined as per ALM policy is done by ALCO on regular basis. The Group has Asset Liability Management (ALM) support group prescribed by RBI which meets on regular basis to ensure internal controls and reviews the liquidity risk management of the group.

Interest rate risk:

Interest rate risk is measured through Interest rate sensitivity report where gaps are being monitored classifying all rate sensitive assets and rate sensitive liabilities into various time period categories according to earliest of contracted/behavioural maturities or anticipated re-pricing date. The Group monitors interest rate risk through traditional gap and duration gap approaches on a monthly basis. The interest rate risk limits are approved by the ALCO.

Refer Note No 45 .C.i for summary on sensitivity to a change in interest rates as on 31st March 2024.

Note 44: Risk Management Framework

Currency Risk

The Group is exposed to currency risk arising due to external commercial borrowings. The foreign currency loan in form of external commercial borrowing (ECB) raised by the Group are fully hedged basis.

The hedging policy as approved by the Asset Liability Committee (ALCO) prescribes the hedging of the risk associated with change in the interest rates and fluctuation of foreign exchange rates. Counter party risk is reviewed periodically in terms of exposure to various counter parties.

The Group's hedging policy guides effective hedging relationships to be considered as hedges as per the relevant Ind AS. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group enters into hedge relationships where the critical terms of the hedging instrument match with the terms of the hedged item, and so a qualitative and quantitative assessment of effectiveness is performed. All hedges entered by the Group are cash flow hedges.

Refer Note No 45.C.ii & iii for gist of foreign currency risk exposure as on 31st March 2024.

Equity price risk

The Group investments in equity carry a risk of adverse price movement. To mitigate pricing risk emerging from investments in equity, the Group intermittently observes the performance of sectors and measures MTM gains/losses as per applicable accounting policy of the group.

Liquidity risk;

Liquidity Risk is the risk that a Group will encounter difficulties in meeting its short-term financial obligations due to an asset– liability mismatch or interest rate fluctuations. The liquidity risk is being managed as per ALM policy which has following key elements:

i) ALCO sets the strategy for managing liquidity risk commensurate with the business objectives;
ii) ALCO has set various gap limits for tracking liquidity risk.
iii) The ALM policy is being reviewed on annual basis, including the risk tolerance, process and control. ALCO monitors the liquidity and interest rate gaps on regular basis.
iv) Group manages the liquidity position on a day-to-day basis and reviews daily reports covering the liquidity position. The regulatory compliance to the liquidity risk related limits are being ensured.
v) The group is fully complied to the Liquidity Coverage Ratio (LCR) framework as mandated by RBI.

Group's liquidity risk management strategy are as follows:

a. Maintaining a diversified funding through market and bank borrowings resources such as debentures, commercial papers, subordinated debt, perpetual debt, Inter-corporate deposits (ICD's), overdraft and bank term loans. Unused bank lines as well as High Quality Liquid Assets (HQLA) maintained under LCR framework constitute the main liquidity back up to meet the contingency funding plan. Additionally, based on Market scenario, the Group also maintains a portfolio of highly liquid mutual fund units.

b. The Group complies with the ALM guidelines and submits various returns and disclosures in accordance with the regulatory guidelines.

c. The Group carries out liquidity stress testing based on the cash flows and results are reported to ALCO on periodic basis. The Group has contingency funding plan in place which monitors the early warning signals arising out of company specific and market wide liquidity stress scenarios.

The Group has honoured all its debt obligations on time. Based on liquidity risk assessment, cash-flows mismatches are within the stipulated regulatory limits. The Group has been successful in maintaining the adequate liquidity by raising fresh/renewal of bank lines, regular access to capital market and financial institution under the various schemes promulgated by RBI to raise medium to long term funds. Owing to the above measures, the Group has not seen a rise in its liquidity risk.

Refer Note No 45.B for the summary of Maturity analysis for Group's financial liabilities and financial assets as on 31st March 2024.

c) **Operational Risk;**

Operational Risk has been defined as "The risk of loss resulting from inadequate or failed internal processes, people and systems or from external events "The risk of direct or indirect potential loss arising from a wide variety of causes associated with the Group's processes, personnel, systems, or from external factors other than strategic and reputation risk Management of operational risk forms an integral part of Group's enterprise wide risk management systems. The organisation thrives towards incremental improvements to its operational risk management framework to address the dynamic industry landscape. Clear strategies and oversight by the Board of Directors and senior management, a strong operational risk management culture, effective internal control and reporting and contingency planning are crucial elements of Group's operational risk management framework.

The operational risk team monitors and reports key risk indicators ("KRI") and KRI exceptions. Suitable risk mitigation actions are taken wherever required to curtail the potential risk at the acceptable levels.

ORMC meets periodically to review the operational risk profile of the organization and oversee the implementation of the risk management framework and policies.

FRMC meets periodically to review matters relating to fraud risk, including corrective and remedial actions as regards people and processes.

Group has a Business Continuity Planning "BCP" framework in place, to ensure uninterrupted business operations in case any disruptive event occurs. The Group immediately activated its Business Continuity Plan (BCP) during this time of COVID 19 pandemic. Group continues to seamlessly carry out normal operations hence addressing the risk associated with occurrence of the pandemic.

Group has an IT Disaster Recovery Planning "IT-DRP" which provides the technology framework to continue day-to-day operations using secondary/back-up systems when primary system fails. It also protects the organisation against loss of computer-based data and information.

Cyber Security Risk

Various measures are adopted to effectively protect the Group against phishing, social media threats and rogue mobile. During COVID pandemic Group ensured seamless accessibility of critical systems through virtual private network (VPN), thereby minimizing the risk of security/data breaches and cyber-attacks.
Group has adopted "Framework for Improving Critical Infrastructure Cyber Security" published by the National Institute of Standards & Technology (NIST) and complies with regulatory guidelines.

d) **Regulatory and Compliance Risk**

Regulatory compliances are handled by Finance team, Treasury and Business teams in consultation with Group Compliance team. Statutory compliances are handled by Group Secretarial team, Administrative and people process related compliances are handled by Administration & HR departments.
Additionally, Risk team coordinates for Special Mention Accounts (SMA) and Fraud reporting in line with regulatory guidelines.
As per regulatory requirements, required policies are adopted, modified and rolled from time to time. Compliance to the defined policies is strictly adhered to.

D **Internal Capital Adequacy Assessment Process (ICAAP):** Scale based regulation issued on 22 October 2021 required NBFC-UL and NBFC-ML to make a thorough internal assessment of the need for capital, commensurate with the risks in their business on similar lines as ICAAP prescribed for commercial banks under Pillar 2. The company has already put in place a Board approved ICAAP policy and assed the capital requrements based on the ICAAP policy and stressed scenarios.
Changes in internal and external operating environment, digitalization, technological advancements and agile way of working have increased the significance of Fraud, Information & Cyber Security and Operational Risks. The company has continued focus on increasing operational resilience and mitigation of these risks.

Note 45: Risk management review

This note presents information about the Group's exposure to following risks and its management of capital.

For information on the risk management framework, see Note 44

A. Credit risk

i. Credit quality analysis
ii. Collateral held and other credit enhancements
iii. Amounts arising from ECL

B. Liquidity risk

i. Maturity analysis for financial liabilities and financial assets
ii. Financial assets position pledged/ not pledged

C. Market risk

i. Exposure to interest rate risk – Non-trading portfolios
ii. Exposure to currency risks – Non-trading portfolios
iii. Foreign currency risk exposure- Subsidiaries

A. Credit risk

For the definition of credit risk and information on how credit risk is mitigated by the Group, see Note 44.

i. Credit quality analysis

The following table sets out information about the credit quality of financial assets measured at amortised cost. The amounts in the table represent gross carrying amounts for financial assets. For loan commitments, the amounts in the table represent the amounts committed.
Explanation of the terms: 12-month ECL, lifetime ECL and credit-impaired are included in Note 2(xiii).

Note 45 : Risk management review *(Continued)*

A. **Credit risk**

i) **Loans by Division**

1) **Credit quality analysis *(continued)***

1) **Days past due based method implemented by Group for credit quality analysis of Loans**

a) The table below shows the credit quality and the maximum exposure to credit risk based on the days past due and year-end stage classification of Loans. The amounts presented are gross of impairment allowances:

(Rs. in Crs)

Outstanding Gross Loans	As at March 31, 2024					As at March 31, 2023				
	Count	Stage 1	Stage 2	Stage 3	Total	Count	Stage 1	Stage 2	Stage 3	Total
Days past due										
Zero overdue	22,63,279	1,53,860.44	1,253.99	27.45	1,55,141.88	13,09,390	1,13,743.62	1,870.50	35.08	1,15,649.20
1-29 days	54,836	2,102.18	262.79	15.52	2,380.49	36,229	908.21	385.53	21.91	1,315.65
30-59 days	23,827	-	1,071.73	24.26	1,095.99	16,345	-	1,006.44	36.17	1,042.61
60-89 days	13,621	-	315.63	49.92	365.55	8,372	-	222.87	55.96	278.83
More than 90 days	91,053	-	-	2,247.17	2,247.17	53,534	-	-	1,910.57	1,910.57
Total	**24,46,616**	**1,55,962.62**	**2,904.14**	**2,364.32**	**1,61,231.08**	**14,23,870**	**1,14,651.83**	**3,485.34**	**2,059.69**	**1,20,196.86**

(Rs. in Crs)

b)

Impairment allowance on Loans	As at March 31, 2024				As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Days past due								
Zero overdue	950.21	186.27	18.93	1,155.41	800.44	332.04	26.16	1,158.64
1-29 days	98.42	45.01	11.34	154.77	50.60	79.09	16.33	146.02
30-59 days	-	143.14	16.68	159.82	-	221.00	20.54	241.54
60-89 days	-	77.74	26.32	104.06	-	122.55	32.94	155.49
More than 90 days	-	-	1,679.17	1,679.17	-	-	1,491.56	1,491.56
Total	**1,048.63**	**452.16**	**1,752.44**	**3,253.23**	**851.04**	**754.68**	**1,587.53**	**3,193.25**
ECL coverage ratio	**0.67%**	**15.57%**	**74.12%**	**2.02%**	**0.74%**	**21.65%**	**77.08%**	**2.66%**

Note 45 : Risk management review (Continued)

A. Credit risk

2) Loans

(Rs. in Crs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
LOANS		
- At Amortised Cost	1,60,428.92	1,19,478.49
- At Fair Value through Other Comprehensive Income	761.53	693.26
- At Fair Value Through Profit and Loss	40.63	25.11
Total - Gross Carrying value of Loans	**1,61,231.08**	**1,20,196.86**
Less: Unamortised loan sourcing fee	(735.69)	(544.12)
Add: Unamortised loan sourcing costs	518.39	329.23
Total - Carrying Value of Loans	**1,61,013.78**	**1,19,981.97**
Less : Impairment Allowance	(3,253.23)	(3,193.25)
Total - Net Carrying value of Loans	**1,57,760.55**	**1,16,788.72**

3) Trade receivables

(Rs. in Crs)

PARTICULARS	As at March 31, 2024			As at March 31, 2023		
Category of Trade receivables	**Gross**	**Impairment allowance**	**Net**	**Gross**	**Impairment allowance**	**Net**
At Amortised Cost						
Stage 1: Considered good	47.91	(0.27)	47.64	33.86	(0.02)	33.84
Stage 2: Significant increase in credit risk	41.91	(0.17)	41.74	33.71	-	33.71
Stage 3: Credit impaired	33.38	(33.38)	-	33.33	(25.97)	7.36
Net Carrying value of trade receivables	**123.20**	**(33.82)**	**89.38**	**100.90**	**(25.99)**	**74.91**

Trade receivables overdue for 31 to 90 days are classified in Stage 2: Significant increase in credit risk
Lifetime expected credit losses are considered for trade receivables as per simplified approach,

Note 45 : Risk management review (Continued)

A. Credit risk

4) Derivative Financial Instruments

The Group enters into derivatives contract for risk management purposes and has elected to apply hedge accounting requirements. The table below shows the fair values of derivative financial instruments recorded as assets or liabilities together with their notional amounts.The notional amounts indicate the value of transactions outstanding at the year end and are not indicative of either the market risk or credit risk.

(Rs. in Crs)

Derivatives held for cashflow hedge	As at March 31, 2024			As at March 31, 2023		
	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities	Notional Amounts	Fair Value - Assets	Fair Value - Liabilities
Foreign Exchange Forward contracts	1,955.45	0.76	34.20	1,617.15	9.04	59.68
Interest Rate Swap	-	29.64	-	-	26.39	-
Cross currency Swap	8,834.74	212.22	12.13	4,885.72	194.15	2.64
Total	10,790.19	242.62	46.33	6,502.87	229.58	62.32

Derivatives held for risk management purposes, not designated as hedging instruments:

The Group is exposed to foreign currency risk related to external commercial borrowings and the primary risk of change in the floating interest rate and payment in foreign currency towards principal and interest at future date is managed by entering into a interest rate swap and foreign exchange forward rate purchase agreement respectively.

The Group's risk management strategy and how it is applied to manage risk is explained in Note 44.

The Cross currency swap, Interest rate swap and foreign exchange forward currency agreements are entered to fully hedge the risk on account of change in interest rate and foreign exchange fluctuations on account of the external commercial borrowings.

Interest rate swap has been taken in respect of the same contract for which forward contract has been entered, accordingly notional value of interest rate swap is not shown separately.

Note 45 : Risk management review (Continued)

A. Credit risk

ii) Collateral and other credit enhancements
The amount and type of collateral required depends on an assessment of the credit risk of the counterparty.

(1) The main types of collateral obtained across respective business division are as follows:

a Corporate and SME Finance division:
First charge over real estate properties, plant and machineries, inventory and trade receivables, equity and debt securities, floating charge over the corporate assets are obtained. For Construction equipment finance, the asset is hypothecated to the Company.

b Consumer, Housing finance and advisory business:
For housing loans, mortgage against residential property is obtained. For loan against property, mortgage against residential and commercial property is obtained. For Construction finance, additionally mortgage over residential and commercial project is obtained.

c Infrastructure finance:
The term loans are secured by charge on assets and cash flows of the underlying solar and road projects.

(2) The table represents categories of collaterals available against the loan exposures:

Particulars	**Category of collateral available**
Financial assets	
Loans	
Bills purchased and bills discounted	Charge on trade receivables and inventories
Term loans	1) Commercial and SME Finance Division A) charge over: i) real estate properties (including residential and commercial), ii) Property and equipment, iii) inventory and trade receivables, iv) marketable securities (equity and debt securities) B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors C) floating charge on corporate assets as mentioned in point a above 2) Consumer, Housing finance and advisory business A) real estate properties (including residential and commercial), B) land C) Under construction flat 3) Infrastructure finance division Secured by charge on assets and cash flows of the underlying solar and road projects.
Credit substitutes	
Finance lease and hire purchase	Hypothecation of the underlying asset financed, primarily includes plant and equipment
Factoring	Charge on Trade receivables and inventories
Retained portion of assigned loans	Mortgages over residential properties

(3) **Assets obtained by taking possession of collateral:**

The Group's collection policy is to pursue timely realisation of the collateral in an orderly manner. The Group upon a customer account becoming delinquent, undertakes the process to physically repossess properties or other assets with the help of external agents to recover funds, to settle outstanding. Any surplus funds if any received are returned to the customers/obligors. As a result of this practice, the residential properties, vehicles, construction equipments and tractors under legal repossession processes are not recorded on the balance sheet and not treated as non–current assets held for sale. Asset in the form of real estate property, plant and machinery, shares and securities received upon final settlement of the loan is recorded as non-current assets held for sale

Management monitors the market value of collateral as per the Credit monitoring process and will request additional collateral in accordance with the underlying agreement as applicable.

The table represents categories of collaterals available against the Stage 3 assets, basis valuation available with the Group:

(Rs. in Crs)

Particulars	Category of collateral available	As at March 31, 2024	As at March 31, 2023
Financial asset measured at Amortised Cost and FVTOCI			
Loans			
Bills purchased and bills discounted	Charge on Trade receivables and inventories	-	-
Term loans	A) Charges over: i) real estate properties (including residential and commercial), ii) Property and equipment, iii) inventory and trade receivables, iv) marketable securities (equity and debt securities)	907.84	1,098.32
Credit substitutes	B) hypothecation of underlying asset financed such as construction and earth moving equipment, vehicles and tractors C) floating charge on corporate assets as mentioned in point A	-	-
Total		**907.84**	**1,098.32**

Note: Fresh valuation is obtained for stage 3 assets upon becoming overdue for more than 15 months.

Note 45 : Risk management review (Continued)

A **Credit risk**

iii **Amounts arising from ECL**

Impairment allowance on financial asset is covered in note 2(xiii)

Inputs, assumptions and estimation techniques used for estimating ECL

1) **Inputs:**

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience, expert credit assessment and including forward looking information.

The Group allocates each exposure to a credit risk grade based on a days past due, which is a quantitative factor that indicates the risk of default. Additional factors such as customer fraud, reschedulement of loans and directions by the risk management committee to exit certain risky portfolios are also considered as qualitative factor. These factors are applied uniformly for each lending. The determination of the credit risk is for each product, considering the unique risk and rewards associated with it. The Group has observed varied level of risk across these stage and buckets and a significant increase in risk in stage 2 and stage 3.

The objective of the ECL assessment is to identify whether a significant increase in credit risk has occurred for an exposure by comparing the remaining lifetime probability of default (PD) as at the reporting date; with the remaining lifetime PD for this point in time that was estimated at the time of initial recognition of the exposure and adjusted for changes on account of prepayments.

In assessing the impairment of loan assets under expected credit loss (ECL) Model, the loans have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial instrument.

Refer note 2(xiii) in Significant accounting policies for definition of Stages of Asset

2) **Assumptions:**

The Group has applied following assumptions for determination of ECL.

1) "Loss given default" (LGD) is an estimate of loss from a transaction given that a default occurs.

2) "Probability of default" (PD) is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets are considered to have a 100% PD.

3) "Exposure at default" (EAD) represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Group including loan commitments.

4) Definition of default: A default on a financial asset is when the counterparty fails to make the contractual payments within 90 days of when they fall due. Accordingly, the financial assets shall be classified as Stage 3, if on the reporting date, it has been more than 90 days past due. Further if the customer has requested forbearance in repayment terms, such restructured, rescheduled or renegotiated accounts are also classified as Stage 3. Non-payment on another obligation of the same customer is also considered as a stage 3.

5) Forward looking information

The Group incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of a variety of external actual and forecast information, the Group forms a 'base case' view of the future direction of relevant economic variables such as real GDP, domestic credit growth, money market interest rate etc. as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome in a normal distribution curve while the other scenarios represent more optimistic and more pessimistic outcomes. More weight is applied to pessimistic outcome consistently as a matter of prudence than optimistic outcome.

6) Assessment of significant increase in credit risk

The credit risk on a financial asset of the Group are assumed to have increased significantly since initial recognition when contractual payments are more than 30 days past due. Additionally, accounts identified and reviewed by the Executive committee for labelling as breaching pre-defined critical credit risk parameters will also be classified as stage 2. Accordingly, the financial assets shall be classified as Stage 2, based on the quantitative as well as qualitative factors.

Note 45 : Risk management review (Continued)

A **Credit risk**

3) **Estimation techniques:**

The Group has applied the following estimation technique for ECL model:

1) The Group has used historic default rates for calculating the 12-month PD and Lifetime PDs

2) Loss given default is calculated after considering outstanding at the time of default and adjusting for actual recoveries basis time value of money.

Credit risk monitoring techniques

Exposures are subject to ongoing monitoring, which may indicate that a significant increase in credit risk has occurred on an exposure. The monitoring typically involves use of the following data for Corporate and Retail exposures:

i) Overdue status

ii) Restructuring, reschedulement of loans and requests for granting of forbearance

iii) Fraudulent customer

iv) Exit directed by the Risk management committee

v) Accounts classified by SICR committee indicating significant increase in credit risk

vi) Information published in the Basel IRB (Basel internal rating based approach refers to set of credit measurement techniques proposed by the Basel Committee on Bank Supervision (BCBS) for determining capital adequacy of the bank) norms is also used Days past due are a primary input for the determination of the PD for exposures. The Group collects performance and default information about its credit risk exposures analysed by product. For some portfolios, information published in Basel IRB norms is also used.

The Group employs statistical models to analyse the data collected and generate estimates of the remaining lifetime PD of exposures and how these are expected to change as a result of the passage of time. Such statistical models are selected considering the availability of information related to the probability of default for each product.

This analysis includes the identification and calibration of relationships between changes in default rates and changes in key macro-economic factors. Key macro-economic indicators includes but are not limited to Private consumption, Real GDP, Consumer prices, Long-term bond yield, Unemployment Rate, Gross fixed investment rate etc.

For the purpose of determination of impact of forward looking information, the Group applies various macro economic (ME) variables as stated above to each product and assess the trend of the historical probability of defaults as compared to the forecasted probability of default. Based on the directional trend of output, management applies an overlay if required. Overtime, new ME variable may emerge to have a better correlation and may replace ME being used now.

Based on advice from the external risk management experts, the Group considered variety of external actual and forecast information to formulate a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. Such forecasts are adjusted to estimate the PDs.

Predicted relationships between the key indicators and default and loss rates on various portfolios of financial assets have been developed based on analysing historical data over the past 5 years.

A maximum of a 12-month PD or actual contractual tenure is considered for financial assets for which credit risk has not significantly increased. The Group measures ECL for stage 2 and stage 3 assets considering the risk of default over the maximum contractual period over which it is exposed to credit risk.

Note 45 : Risk management review (Continued)

A **Credit risk**

The loans are segmented into homogenous product categories and further risk-based cohorts (for certain products) to determine the historical PD/LGD. This segmentation is subject to regular review.

For portfolios in respect of which the Group has limited historical data, external benchmark information is used to supplement the internally available data or internal benchmark with similar credit risk profile.

vii) Techniques for determining LGD:

LGD is the magnitude of the likely loss if there is a default. The Group estimates LGD parameters based on the history of recovery rates against defaulted counterparties. The LGD models consider the cash flow received, assets received in lieu of settlement of loan and collateral available for subsequent recovery that is integral to the financial asset. LGD estimates are calculated on a discounted cash flow basis using the contractual interest rate (approximation to expected EIR) as the discounting factor. Group has observed challenges in the resolution of defaulted accounts with ageing more than two years and accordingly a higher LGD estimate is applied assuming nil recoveries towards such accounts. The Group has prospectively adopted collection curve method for computation of loss given defaults to determine expected credit losses, in the Absence of observed history of default, LGD applied is based on Basel IRB norms for certain products.

viii) Techniques for computation of EAD

a) EAD represents the expected exposure in the event of a default. The Company derives the EAD from the current exposure to the counterparty and potential changes to the current amount allowed under the contract including amortisation. The EAD of a financial asset is its gross carrying amount. For lending commitments, the EAD includes the amount drawn, as well as potential future amounts that may be drawn under the contract, which are estimated based on credit conversion factor for various loan commitments. For financial assets in stage 2, EAD is determined by estimating the possible exposure in future using linear amortisation techniques.

b) When estimating ECL for undrawn loan commitments, the company estimates the expected portion of the loan commitment that will be drawn down over its expected life. ECL is the present value of the difference between the contractual cash flows that are due to the Company if the holder of the commitment draws down the loan and the cash flows that the Company expects to receive if the loan is drawn down.

ix) Modified financial assets

The Group renegotiates loans to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Companies forbearance policy, loan forbearance is granted on a selective basis if the debtor is currently in default on its debt or if there is a high risk of default, there is evidence that the debtor made all reasonable efforts to pay under the original contractual terms and the debtor is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as stage 3. Such accounts are upgraded to stage 1 only upon observation of satisfactory repayments for at least one year from the commencement of the first payment of interest or principal (whichever is later).

Pursuant to RBI Covid restructuring policy, accounts for which Covid restructuring facility were given have been reclassified from Stage I to Stage II if DPD at invocation was between 0-30 and If the DPD was 30+ then the accounts were further downgraded within Stage II and corresponding staging wise ECL provision was done.

Note 45 : Risk management review (Continued)

A. Credit risk

iii Amounts arising from ECL

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to lending is, as follows:

(Rs. in Crs)

a) Gross carrying amount	As at March 31, 2024				As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Opening balance	1,14,651.83	3,485.34	2,059.69	1,20,196.86	86,735.56	4,792.42	1,777.78	93,305.76
New assets originated or purchased/further increase in existing assets	84,875.80	244.92	150.24	85,270.96	70,542.50	1,096.21	298.36	71,937.07
Assets derecognised or repaid (excluding write offs)	(42,084.15)	(1,109.91)	(389.68)	(43,583.74)	(41,931.61)	(2,093.70)	(477.85)	(44,503.16)
Transfers to Stage 1	211.09	(157.36)	(53.73)	-	316.91	(200.94)	(115.97)	-
Transfers to Stage 2	(781.29)	835.37	(54.08)	-	(472.11)	506.53	(34.42)	-
Transfers to Stage 3	(788.50)	(337.17)	1,125.67	-	(481.51)	(513.84)	995.35	-
Amounts written off	(122.16)	(57.05)	(473.79)	(653.00)	(57.91)	(101.34)	(383.56)	(542.81)
Closing balance	**1,55,962.62**	**2,904.14**	**2,364.32**	**1,61,231.08**	**1,14,651.83**	**3,485.34**	**2,059.69**	**1,20,196.86**

(Rs. in Crs)

b) Impairment allowance on Loans	As at March 31, 2024				As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Opening balance	851.04	754.68	1,587.53	3,193.25	439.33	1,190.46	1,262.37	2,892.16
Remeasurement due to changes in EAD/estimates	678.20	132.40	763.12	1,573.72	668.28	278.70	723.95	1,670.93
Assets derecognised or repaid (excluding write offs)	(374.79)	(328.58)	(323.54)	(1,026.91)	(134.72)	(450.21)	(362.45)	(947.38)
Transfers to Stage 1	2.18	(1.82)	(0.36)	-	4.57	(3.63)	(0.94)	-
Transfers to Stage 2	(32.44)	42.89	(10.45)	-	(25.22)	29.97	(4.75)	-
Transfers to Stage 3	(65.80)	(113.57)	179.37	-	(96.11)	(212.08)	308.19	-
Amounts written off	(9.76)	(33.84)	(443.23)	(486.83)	(5.09)	(78.53)	(338.84)	(422.46)
Closing balance	**1,048.63**	**452.16**	**1,752.44**	**3,253.23**	**851.04**	**754.68**	**1,587.53**	**3,193.25**

Note 45 : Risk management review (Continued)

A. Credit risk

iii Amounts arising from ECL

Modified financial assets

The Group renegotiates loans given to customers in financial difficulties (referred to as forbearance activities, restructuring or rescheduling) to maximise collection opportunities and minimise the risk of default. Under the Group's forbearance policy, loan forbearance is granted on a selective basis if the customer is currently in default on its debt or if there is a high risk of default, there is evidence that the customer made all reasonable efforts to pay under the original contractual terms and the customer is expected to be able to meet the revised terms.

The revised terms usually include extending the maturity, changing the timing of interest payments and amending the terms of loan covenants. Both retail and corporate loans are subject to the forbearance policy. The Risk Management Committee regularly reviews reports on forbearance activities.

Upon renegotiation, such accounts are classified as stage 3. Such accounts are upgraded to stage 1 only upon observation of satisfactory repayments of one year from the date of such down-gradation and accordingly loss allowance is measured using 12 month PD.

Exposure to modified financial assets

(Rs. in Crs)

PARTICULARS	As at March 31, 2024	As at March 31, 2023
Loan exposure to modified financial assets		
Gross carrying amount	2,074.58	3,007.79
Impairment allowance	598.46	923.48
Net carrying amount	**1,476.12**	**2,084.31**

Note 45 : Risk management review (Continued)

B. **Liquidity risk**

i. Maturity analysis for financial liabilities and financial assets

The following tables set out the remaining contractual maturities of the Group's financial liabilities and financial assets:

(Rs. in Crs)

As at March 31, 2024	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1-5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	6,771.16	6,771.16	6,284.21	-	486.95	-	-	6,771.16	-
Bank balances	224.42	224.42	31.72	0.73	165.57	26.40	-	198.02	26.40
Derivative assets	242.62	242.62	-	0.05	3.14	239.43	-	3.19	239.43
Receivables	91.26	91.26	21.51	69.75	-	-	-	91.26	-
Loans	1,57,760.55	1,57,760.55	9,156.15	10,931.92	29,581.65	51,573.11	56,517.72	49,669.72	1,08,090.83
Investments	7,902.02	7,902.02	4,718.12	24.64	12.51	853.00	2,293.75	4,755.27	3,146.75
Other Financial Assets	571.15	571.15	142.52	260.52	157.17	10.36	0.58	560.21	10.94
Total	**1,73,563.18**	**1,73,563.18**	**20,354.23**	**11,287.61**	**30,406.99**	**52,702.30**	**58,812.05**	**62,048.83**	**1,11,514.35**
Financial liabilities by type									
Derivative liabilities	46.33	46.33	0.05	0.07	1.29	44.92	-	1.41	44.92
Trade and other payables	1,407.21	1,407.21	441.78	542.67	250.97	171.79	-	1,235.42	171.79
Debt securities	60,503.68	60,503.68	937.40	8,221.46	10,279.12	29,779.70	11,286.00	19,437.98	41,065.70
Borrowings	79,142.88	79,142.88	1,543.96	8,324.70	19,693.16	45,733.09	3,847.97	29,561.82	49,581.06
Subordinated liabilities	8,538.73	8,538.73	69.77	17.88	1,168.74	2,617.45	4,664.89	1,256.39	7,282.34
Lease liabilities	326.53	326.53	4.95	9.09	29.28	183.44	99.77	43.32	283.21
Other financial liabilities	1,378.02	1,378.02	295.67	400.54	267.07	414.74	-	963.28	414.74
Total	**1,51,343.38**	**1,51,343.38**	**3,293.58**	**17,516.41**	**31,689.63**	**78,945.13**	**19,898.63**	**52,499.62**	**98,843.76**
Market Borrowings	69,083.37	69,083.37	1,017.87	8,239.33	11,478.13	32,397.15	15,950.89	20,735.33	48,348.04
Bank borrowings	79,101.92	79,101.92	1,533.26	8,324.71	19,662.89	45,733.09	3,847.97	29,520.86	49,581.06
Total	**1,48,185.29**	**1,48,185.29**	**2,551.13**	**16,564.04**	**31,141.02**	**78,130.24**	**19,798.86**	**50,256.19**	**97,929.10**

As at March 31, 2023	Carrying amount	Gross nominal inflow/outflow	Less than 1 month	1–3 months	3 months –1 year	1–5 years	More than 5 years	Upto 1 Year	More than 1 Year
Financial asset by type									
Cash and cash equivalents	3,058.88	3,058.88	2,776.21	2.66	280.01	-	-	3,058.88	-
Bank balances	257.82	257.82	0.62	0.42	256.73	0.05	-	257.77	0.05
Derivative assets	229.58	229.58	30.92	0.13	0.37	198.16	-	31.42	198.16
Receivables	75.28	75.28	12.22	55.16	7.90	-	-	75.28	-
Loans	1,16,788.72	1,16,788.72	8,852.98	11,617.15	20,422.99	35,584.45	40,311.15	40,893.12	75,895.60
Investments	12,658.97	12,658.97	8,520.88	34.14	62.08	959.51	3,082.36	8,617.10	4,041.87
Other Financial Assets	364.12	364.12	54.31	165.72	103.20	39.33	1.56	323.23	40.89
Total	**1,33,433.37**	**1,33,433.37**	**20,248.14**	**11,875.38**	**21,133.28**	**36,781.50**	**43,395.07**	**53,256.80**	**80,176.57**
Financial liabilities by type									
Derivative liabilities	62.32	62.32	0.09	0.08	57.47	4.68	-	57.64	4.68
Trade and other payables	1,239.19	1,239.19	411.49	443.86	238.53	145.31	-	1,093.88	145.31
Debt securities	51,375.58	51,375.58	1,796.44	5,112.73	13,041.49	22,922.78	8,502.14	19,950.66	31,424.92
Borrowings	54,934.13	54,934.13	2,433.01	5,157.38	13,511.87	32,736.82	1,095.05	21,102.26	33,831.87
Subordinated liabilities	7,026.20	7,026.20	27.11	41.00	852.76	2,719.13	3,386.20	920.87	6,105.33
Lease liabilities	205.38	205.38	3.56	6.53	26.24	107.44	61.61	36.33	169.05
Other financial liabilities	1,986.77	1,986.77	875.42	392.83	273.99	444.53	-	1,542.24	444.53
Total	**1,16,829.57**	**1,16,829.57**	**5,547.12**	**11,154.41**	**28,002.35**	**59,080.69**	**13,045.00**	**44,703.88**	**72,125.69**
Market Borrowings	58,010.01	58,010.01	1,834.06	5,169.42	13,476.28	25,641.91	11,888.34	20,479.76	37,530.25
Bank borrowings	55,325.90	55,325.90	2,422.50	5,141.69	13,929.84	32,736.82	1,095.05	21,494.03	33,831.87
Total	**1,13,335.91**	**1,13,335.91**	**4,256.56**	**10,311.11**	**27,406.12**	**58,378.73**	**12,983.39**	**41,973.79**	**71,362.12**

Note 45 : Risk management review (Continued)

B. Liquidity risk

ii. Financial assets position pledged/ not pledged

The total financial assets demonstrating position of pledged and not pledged assets are shown in the below table:

(Rs. in Crs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Pledged	Not Pledged	Total	Pledged	Not Pledged	Total
ASSETS						
Financial assets	**1,62,071.75**	**11,491.43**	**1,73,563.18**	**1,21,953.26**	**11,480.11**	**1,33,433.37**
Cash and cash equivalents	4,843.59	1,927.57	6,771.16	2,964.27	94.61	3,058.88
Bank Balance other than (a) above	1.24	223.18	224.42	0.63	257.19	257.82
Derivatives financial instruments	-	242.62	242.62	-	229.58	229.58
Trade Receivables	-	89.38	89.38	-	74.91	74.91
Other Receivables	-	1.88	1.88	-	0.37	0.37
Loans	1,57,226.92	533.63	1,57,760.55	1,16,834.88	46.16	1,16,788.72
Investments	-	7,902.02	7,902.02	2,153.48	10,505.49	12,658.97
Other financial assets	-	571.15	571.15	-	364.12	364.12
Non-financial Assets	**2.17**	**3,128.63**	**3,130.80**	**0.42**	**2,192.31**	**2,192.73**
Current tax asset	-	167.31	167.31	-	172.08	172.08
Deferred tax Assets (Net)	-	466.50	466.50	-	381.07	381.07
Investments accounted using equity method	-	830.78	830.78	-	595.07	595.07
Investment property	0.22	2.80	3.02	0.24	19.63	19.87
Property, Plant and Equipment	1.95	830.98	832.93	0.18	486.09	486.27
Capital work-in-progress	-	4.15	4.15	-	11.30	11.30
Intangible assets under development	-	4.11	4.11	-	8.72	8.72
Other Intangible assets	-	42.79	42.79	-	32.55	32.55
Right to use assets	-	311.59	311.59	-	193.93	193.93
Other non-financial assets	-	467.62	467.62	-	291.87	291.87
Total Assets	**1,62,073.92**	**14,620.06**	**1,76,693.98**	**1,21,953.68**	**13,672.42**	**1,35,626.10**

Note 45 : Risk management review (Continued)

C. Market risk

i The following table sets out the allocation of assets and liabilities to non-trading portfolios. The Group does not allocate the assets and liabilities to trading portfolios.

(Rs. in Crs)

Particulars	Market risk measure	
	As at March 31, 2024	As at March 31, 2023
Financial assets		
Cash and cash equivalents	6,771.16	3,058.88
Bank balances	224.42	257.82
Derivative financial instruments	242.62	229.58
Trade receivables	89.38	74.91
Other receivables	1.88	0.37
Loans	1,57,760.55	1,16,788.72
Investments	7,902.02	12,658.97
Other financial assets	571.15	364.12
Total	**1,73,563.18**	**1,33,433.37**
Financial liabilities		
Derivatives financial instruments	46.33	62.32
Total outstanding dues of micro enterprises and small enterprises	3.82	7.03
Total outstanding dues of creditors other than micro enterprises and small	1,403.39	1,232.16
Debt securities	60,503.68	51,375.58
Borrowings (Other than debt securities)	79,142.88	54,934.13
Subordinated liabilities	8,538.73	7,026.20
Lease liabilities	326.53	205.38
Other financial liabilities	1,378.02	1,986.77
Total	**1,51,343.38**	**1,16,829.57**

Note 45 : Risk management review (Continued)

C. Market risk

i Exposure to interest rate risk – Non-trading portfolios

Group carries out interest rate sensitivity analysis to assess the impact on earnings, of interest rate movement considering the rate sensitive assets and rate sensitive liabilities upto one year period. The fixed rate assets and liabilities which are falling due on residual basis within one year have been considered as floating rate assets and liabilities basis the minimum of 'interest rate reset date or maturity of the contract'. The basis risk between various benchmark linked to assets and liabilities are considered to be insignificant.

Below table illustrates impact on earnings on account of 100 bps change on in interest rate on the assets and liabilities due for repayment / rate reset in next one year.

As on March 31, 2024 (Rs. in Crs)

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	1,44,885.08	1,183.06	(1,183.06)
Rate sensative liabilities	1,06,192.81	806.51	(806.51)
Net	**38,692.27**	**376.55**	**(376.55)**

As on March 31, 2023 (Rs. in Crs)

Particulars	Less than 1 Year	@ 100bps change increase	@ 100bps change decrease
Rate sensative assets	1,17,899.20	934.13	(934.13)
Rate sensative liabilities	82,818.28	604.12	(604.12)
Net	**35,080.92**	**330.01**	**(330.01)**

The following table sets forth, for the periods indicated, the break-up of borrowings into variable rate and fixed rate.

Particulars	As at March 31, 2024	As at March 31, 2023
Variable rate borrowings	47%	49%
Fixed rate borrowings	53%	51%
Total borrowings	**100%**	**100%**

ii Exposure to currency risks – Non-trading portfolios

The Group has entered into derivative contract to fully hedge the risk.

The Group's exposure to foreign currency risk at on March 31, 2024 expressed in INR, are as follows

(Rs. in Crs)

Particulars	As at March 31, 2024				As at March 31, 2023			
	USD	EURO	JPY	SGD	USD	EURO	JPY	SGD
Letter of Credit/Buyers Credit	-	0.37	-	-	4.28	1.96	-	-

Particulars	Impact on profit after tax March 31, 2024				Impact on profit after tax March 31, 2023			
	USD	EURO*	JPY	SGD	USD	EURO	JPY	SGD
Sensitivity - Increase by 1%	-	-	-	-	(0.04)	(0.02)	-	-
Sensitivity - Decrease by 1%	-	-	-	-	0.04	0.02	-	-

**Amount less than fifty thousand*

Note 45 : Risk management review (Continued)

C. Market risk

iii. Foreign currency risk exposure- subsidiaries

The foreign currency risk from monetary asset and liabilities as at March 31, 2024 is as follows:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
	US Dollar	US Dollar
Net exposure to foreign currency risk in respect of recognised financial assets/(financial liabilities)	566.19	613.80

Sensativity analysis between Indian Rupee and US Dollar:

(Rs. in Crs)

Particulars	As at March 31, 2024	As at March 31, 2023
1% Depreciation in INR Impact on P&L	0.22	0.18
1% Appreciation in INR Impact on P&L	(0.22)	(0.18)

Note 46: Liquidity risk

i. **Exposure to liquidity risk**

The Group has set tolerance limits in the light of the Group's business objectives, strategic direction and overall risk appetite. The tolerance limits reflects balance between profitability and managing liquidity risk and considers Group's current financial condition and funding capacity. The Group maintains liquidity buffer of unencumbered highly liquid assets (if required) to insure against liquidity stress events.

ii. **Maturity analysis of assets and liabilities**

The table below set out carrying amount of assets and liabilities according to when they are expected to be recovered or settled. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

(Rs. in Crs)

Particulars	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
Financial assets	**62,048.83**	**1,11,514.35**	**1,73,563.18**	**53,256.80**	**80,176.57**	**1,33,433.37**
Cash and cash equivalents	6,771.16	-	6,771.16	3,058.88	-	3,058.88
Bank Balance other than (a) above	198.02	26.40	224.42	257.77	0.05	257.82
Derivatives financial assets	3.19	239.43	242.62	31.42	198.16	229.58
Receivables	91.26	-	91.26	75.28	-	75.28
Other receivable	-	-	-	-	-	-
Loans	49,669.72	1,08,090.83	1,57,760.55	40,893.12	75,895.60	1,16,788.72
Investments	4,755.27	3,146.75	7,902.02	8,617.10	4,041.87	12,658.97
Other financial assets	560.21	10.94	571.15	323.23	40.89	364.12
Non-financial Assets	**450.31**	**2,680.49**	**3,130.80**	**291.74**	**1,900.99**	**2,192.73**
Current tax asset	5.44	161.87	167.31	14.01	158.07	172.08
Deferred tax Assets (net)	-	466.50	466.50	-	381.07	381.07
Investments accounted using equity method	-	830.78	830.78	-	595.07	595.07
Investment property	-	3.02	3.02	-	19.87	19.87
Property, Plant and Equipment	-	832.93	832.93	-	486.27	486.27
Capital work-in-progress	-	4.15	4.15	-	11.30	11.30
Intangible assets under development	-	4.11	4.11	-	8.72	8.72
Other Intangible assets	-	42.79	42.79	-	32.55	32.55
Right of use assets	-	311.59	311.59	-	193.93	193.93
Other non-financial assets	444.87	22.75	467.62	277.73	14.14	291.87
Total Assets	**62,499.14**	**1,14,194.84**	**1,76,693.98**	**53,548.54**	**82,077.56**	**1,35,626.10**
LIABILITIES						
Financial Liabilities	**52,499.62**	**98,843.76**	**1,51,343.38**	**44,703.88**	**72,125.69**	**1,16,829.57**
Derivative financial liabilities	1.41	44.92	46.33	57.64	4.68	62.32
Trade and other payables	1,235.42	171.79	1,407.21	1,093.88	145.31	1,239.19
Other payable	-	-	-	-	-	-
Debt Securities	19,437.98	41,065.70	60,503.68	19,950.66	31,424.92	51,375.58
Borrowings (Other than debt securities)	29,561.82	49,581.06	79,142.88	21,102.26	33,831.87	54,934.13
Subordinated liabilities	1,256.39	7,282.34	8,538.73	920.87	6,105.33	7,026.20
Lease liabilities	43.32	283.21	326.53	36.33	169.05	205.38
Other financial liabilities	963.28	414.74	1,378.02	1,542.24	444.53	1,986.77
Non-Financial Liabilities	**394.36**	**374.13**	**768.49**	**641.38**	**6.48**	**647.86**
Current tax liability	31.08	365.65	396.73	337.98	-	337.98
Provisions	98.35	8.48	106.83	92.98	6.48	99.46
Deferred tax liabilities (Net)	-	-	-	-	-	-
Other non financial liabilities	264.93	-	264.93	210.42	-	210.42
Total liabilities	**52,893.98**	**99,217.89**	**1,52,111.87**	**45,345.26**	**72,132.17**	**1,17,477.43**
Net	**9,605.16**	**14,976.95**	**24,582.11**	**8,203.28**	**9,945.39**	**18,148.67**

47. Details of transactions with companies struck off under section 248 of the Companies Act, 2013:

Name of Struck off Company	Nature of transactions	As at 31-Mar-2024 (Rs in crore)	As at 31-Mar-2023 (Rs in crore)	Relation ship with the struck off	Subsidiary Company
Safina Consultancy Pvt Ltd	Debenture	0.27	0.26	Debenture Holder	Tata Capital Limited
Manak Realtors Pvt Ltd	Loan	0.18	0.24	Borrower	Tata Capital Limited
Bonaventura Constructions	Loan	NA	-*	Borrower	Tata Capital Limited
G R Foundations Pvt Ltd	Loan	NA	0.01	Borrower	Tata Capital Limited
Solar Equipment Pvt Limited	Loan	-	0.10	Borrower	Tata Capital Limited
Pravik Minerals Ltd	Loan	NA	0.04	Borrower	Tata Capital Limited
First Office Solutions India Pvt Limited	Loan	0.05	0.07	Borrower	Tata Capital Limited
Paradise Instruments Pvt Ltd	Loan	-	2.79	Borrower	Tata Capital Limited
Vaishnavi Healthcare Pvt Ltd	Loan	NA	0.80	Borrower	Tata Capital Limited
Harbinger Bay Advertising Pvt Limited	Loan	NA	0.08	Borrower	Tata Capital Limited
Uark Entertainment Opc Pvt Limited	Loan	0.02	0.04	Borrower	Tata Capital Limited
India Glycols Ltd	Loan	-*	17.78	Borrower	Tata Capital Limited
J K Cement Limited	Debenture	20.00	NA	Debenture Holder	Tata Capital Limited
Armam Agro Udyog Private Limited	Loan	0.04	0.05	Borrower	Tata Capital Housing Finance Limited
Peoplepro Trainers and Consultants Pvt Ltd	Loan	0.21	0.21	Borrower	Tata Capital Housing Finance Limited
Sinclaire Inns and Resorts Private Limit	Loan	0.27	0.28	Borrower	Tata Capital Housing Finance Limited
Sahujain Services Limited#	Subscriptions to NCDs	NA	1.10	NCDs Holder	Tata Capital Housing Finance Limited
Capital Infussion India Private Limited	Trade Payable	-*	NA	Vendor	Tata Capital Housing Finance Limited
India Finsol Private Limited	Trade Payable	-*	NA	Vendor	Tata Capital Housing Finance Limited
K & S Financial Services Private Limited	Trade Payable	-*	NA	Vendor	Tata Capital Housing Finance Limited
Metropolitan Stationers (B) Pvt Ltd.	Printing and stationary expenses	-	-*	Creditor	Tata Securities Limited

#Amount less than Rs.50,000

** The status of the Company has changed to Active as on March 31, 2024*

The above disclosure has been prepared basis the relevant information compiled by the Company on best effort basis.

48. On cessation of equity broking activities in 2003 in Tata Securities Limited (Erstwhile known as Tata TD Waterhouse Securities Limited), the Company had reconciled the stocks held in its beneficiary account on behalf of clients .The stocks after reconciliation was transferred to DP opened in IL&FS Securities Limited (DP a/c no-10920737). In March 20, 2020 DP account was opened in Tata Securities Limited (DP a/c no-257091) and all the stocks from IL&FS Securities Limited (DP a/c no-10920737) DP accounts were transferred to Tata Securities DP accounts except stock of Cyberspace. The Cyberspace stock could not be transfer due to inactive ISIN, so the Cyberspace shares are still lying with IL&FS Securities Limited DP accounts.
There is no client outstanding as on March 31, 2024. The value of the stocks as on March 31, 2024 is Rs.0.18 crore.

49. The disclosure on the following matters required under Schedule III as amended not being relevant or applicable in case of the Group, same are not covered:
a) The Group has not traded or invested in crypto currency or virtual currency during the financial year.
b) No proceedings have been initiated or are pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
c) The Group has not been declared willful defaulter by any bank or financial institution or government or any government authority.
d) No satisfaction of charges are pending to be filed with ROC.
e) There are no transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

50. The Group has assessed its obligations arising in the normal course of business, proceedings pending with tax authorities and other contracts including derivative and long term contracts. In accordance with the provisions of Indian Accounting Standard (Ind AS) - 37 on 'Provisions, Contingent Liabilities and Contingent Assets', the Group recognises a provision for material foreseeable losses when it has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. In cases where the available information indicates that the loss on the contingency is reasonably possible but the amount of loss cannot be reasonably estimated, a disclosure to this effect is made as contingent liabilities in the financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

51. The Board of Directors have recommended a final dividend of Re. 0.21 per equity share for the financial year 2023-24 resulting in a total dividend of Rs. 78.67 crore subject to approval of the shareholders in the forthcoming Annual General Meeting of the Company.

52. The Board of Directors of Tata Capital Limited ('the Company' or "TCL') at its meeting held on March 28, 2023, approved a Scheme of Arrangement for the merger of Tata Capital Financial Services Limited ("TCFSL"), a wholly owned subsidiary of the Company and Tata Cleantech Capital Limited ("TCCL"), a subsidiary of the Company with TCL ("the Scheme"), under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder. The Scheme was approved by the shareholders (Equity and Preference) of the Company at the National Company Law Tribunal ("NCLT") convened meetings of the shareholders of the Company held on September 15, 2023. The Hon'ble NCLT vide its Order dated November 24, 2023 has sanctioned the Scheme. Upon receipt of all requisite approvals, TCFSL, TCCL and the Company have filed the relevant Forms with the Register of Companies on January 01, 2024. Accordingly, the Scheme has become effective on January 01, 2024 ("Effective Date") and TCFSL & TCCL have merged with the Company from the Effective Date. As per the Scheme, the Appointed Date is April 01, 2023. Accordingly, the figures and disclosures pertaining to previous periods/year have been re-stated/re-cast taking into account the effect of the Scheme.

Upon the Scheme becoming effective:
a) TCL is carrying on all the business activities undertaken by TCFSL and TCCL as an NBFC. From the Appointed Date to the Effective Date, the said businesses were carried on by TCFSL and TCCL for and on behalf of and in trust for TCL.
b) All the shares of TCFSL and TCCL held by TCL (either directly and/or through nominees) stand cancelled without any further application, act or deed.
c) 7,16,48,559 Equity Shares of TCL have been allotted to International Finance Corporation, being the shareholder of TCCL as on Record date i.e. January 01, 2024 in accordance with the share exchange ratio based on the valuation carried out by independent valuers.
d) The holders of Non-Convertible Debentures (NCDs) of TCFSL and TCCL have become holders of NCDs of TCL on the same terms and conditions (including same rights, interests and benefits).

Further, in accordance with the NOC received from RBI for the Scheme, the Certificates of Registration held by TCFSL and TCCL as NBFCs have been surrendered to RBI. The Company has made an application to RBI for registering as an NBFC-ICC and the Certificate of Registration for the same is awaited. Basis the NOC received from RBI for the Scheme, the Company is operating as an NBFC-ICC.

53. The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Group has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

54. Figures in the previous year have been regrouped wherever necessary, in order to make them comparable in the current year.

In terms of our report attached,

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm's Registration No: 105146W/W100621

Hasmukh B. Dedhia
Partner
Membership No: 033494
Mumbai

M S K A & Associates
Chartered Accountants

Firm's Registration No: 105047W

Swapnil Kale
Partner
Membership No: 117812
Mumbai

For and on behalf of the Board of Directors

Saurabh Agrawal (Chairman) DIN: 02144558	**F. N. Subedar** (Director) DIN: 00028428	**Varsha Purandare** (Independent Director) DIN: 05288076
Nagaraj Ijari (Independent Director) DIN: 09390579	**V.S. Radhakrishnan** (Independent Director) DIN: 08064705	**Sujit Kumar Varma** (Independent Director) DIN: 09075212
Aarthi Subramanian (Director) DIN: 07121802	**Rajiv Sabharwal** (Managing Director & CEO) DIN: 00057333	
Sarita Kamath (Head - Legal and Compliance & Company Secretary)	**Rakesh Bhatia** (Chief Financial Officer)	

Date : May 10, 2024

Form AOC - i

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/associates/joint ventures

(Rs. in Crs)

Part "A": Subsidiaries

Sr. No	Name of Subsidiary	The date since when subsidiary was acquired	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Share Capital / Partner's Capital / Unitholder's Capital	Reserves & Surplus	Total Assets	Total Liabilitites	Investments	Turnover	Profit / (Loss) before Taxation	Provision for taxation	Profit / (Loss) After Taxation	Proposed Dividend	% of Shareholding
1	Tata Capital Housing Finance Limited	October 15, 2008	INR	596.15	6,114.85	54,475.34	47,764.34	969.29	5,189.20	1,539.13	391.46	1,147.67	-	100.00
2	Tata Capital Pte. Limited [2]	April 25, 2008	1 USD = 83.3363 INR	180.71	336.19	721.40	204.50	583.57	74.80	24.92	(4.45)	29.37	-	100.00
3	Tata Capital Advisors Pte. Limited [2]	April 25, 2008	1 USD = 83.3363 INR	63.09	23.03	150.02	63.90	0.29	65.69	9.09	0.92	8.17	-	100.00
4	Tata Capital General Partners LLP [2]	January 28, 2010	1 USD = 83.3363 INR	41.67	18.16	81.36	21.53	-	103.29	52.85	-	52.85	-	80.00
5	Tata Capital Growth II General Partners LLP [2]	September 28, 2018	1 USD = 83.3363 INR	0.17	(0.05)	1.52	1.40	-	2.42	(0.26)	-	(0.26)	-	80.00
6	Tata Capital Healthcare General Partners LLP [2]	June 17, 2010	1 USD = 83.3363 INR	0.42	(0.25)	0.44	0.27	-	-	(0.10)	-	(0.10)	-	100.00
7	Tata Capital Healthcare II General Partners LLP [2]	September 12, 2019	1 USD = 83.3363 INR	0.08	0.23	1.06	0.75	-	1.53	0.06	-	0.06	-	100.00
8	Tata Opportunities General Partners LLP [2]	November 1, 2010	1 USD = 83.3363 INR	0.09	(0.27)	8.44	8.62	-	8.26	(0.32)	-	(0.32)	-	90.00
9	Tata Capital PLC [2]	November 10, 2009	1 GBP = 105.1560 INR	10.52	0.15	10.67	-	-	-	-	-	-	-	100.00
10	Tata Securities Limited	July 27, 2007	INR	28.11	0.29	36.28	7.88	17.18	10.00	(13.81)	-	(13.81)	-	100.00
11	Tata Capital Growth Fund I -Trust [3]	July 26, 2010	INR	114.20	522.03	636.71	0.48	635.82	18.91	18.64	0.29	18.35	-	73.75
12	Tata Capital Special Situation Fund - Trust [3]	March 15, 2010	INR	103.25	(103.14)	0.20	0.09	-	0.11	(1.10)	0.04	(1.14)	-	28.20
13	Tata Capital Healthcare Fund I - Trust [3]	May 5, 2010	INR	104.34	(80.33)	24.77	0.76	24.64	0.10	(9.64)	-	(9.64)	-	32.17
14	Tata Capital Healthcare Fund II- Trust [3]	September 12, 2019	INR	640.46	(56.44)	585.07	1.05	450.65	25.75	8.04	-	8.04	-	16.62
15	Tata Capital Innovations Fund - Trust [3]	August 31, 2010	INR	239.58	(228.97)	12.73	2.12	12.51	0.01	(0.93)	-	(0.93)	-	27.84
16	Tata Capital Growth Fund II - Trust [3]	September 28, 2018	INR	726.95	(1.67)	732.15	6.87	725.42	221.02	206.52	-	206.52	-	35.94
17	TCL Employee Welfare - Trust [4]	March 2, 2010	INR	-	48.56	126.07	77.51	97.35	35.82	35.82	6.52	29.30	-	-

Notes - Part "A"

1) Reporting period for all subsidiaries is the same as holding company.
2) Share Capital/Partner's Capital/Unitholder's Capital, Reserves & Surplus, Total Assets, Total Liabilities and Investments are translated at exchange rate as on March 31, 2024 as: 1 USD = Rs. 83.3363 INR and 1 GBP = Rs. 105.1560 INR whereas Turnover, Profit/(Loss) before Taxation, Provision for Taxation and Profit/(Loss) after Taxation are translated at annual average rate of 1 USD = Rs. 82.7783 INR and 1 GBP = Rs. 104.0358 INR.
3) Though Trusts would not be considered as body corporates under the Companies Act 2013, these have been disclosed as a measure of good governance.
4) The Employee Welfare Trust ("Trust") has been constituted to administer the Tata Capital Limited Employee Stock Purchase/ Option Scheme ("Scheme"), introduced by the Company, The Trust has been settled by way of a deed executed between the Trustee(s) and the settler. The Trust has been constituted, inter area, for the benefit of the employees of the company, its subsdiaries and the holding company (i.e Eligible Employees), in accordance with scheme.
The beneficiaries of the Trust are the Eligible Employees as defined in the Scheme and decided by the Nomination and Remuneration Committee of the Company. Thus, the Reserves & Surplus and Profit After Taxation belong entirely to the Non-Controlling Interest holder i.e. the Eligible Employees. It may be noted that the Trust is a Subsidiary in accordance with Indian Accounting Standards ("Ind As").
5) Consolidated based on capital contributed towards portfolio investment and expenses

Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries/associates/joint ventures
Part "B": Associates
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

(Rs. in Crs)

Sr. No	Name of Associate/Joint Venture	1. Latest audited Balance Sheet date	2. Date on which the Associate was associated or acquired	3. Shares of Associate held by the company on the year end			4. Description of how there is significant influence	5. Reason why the Associate / Joint Venture has not been consolidated	6. Networth attributable to shareholding as per latest audited Balance Sheet	7. Profit/Loss for the year	
				No. of Shares	Amount of investment in Associate	Extent of Holding %				i. Considered in Consolidation	ii. Not Considered in Consolidation
1	Novalead Pharma Private Limited	March 31, 2023	August 31, 2010	11,477	23.35	19.75%	Based on rights under definitive documents	N.A.	4.47	-	-
2	Sea6 Energy Private Limited	March 31, 2023	August 7, 2015	14,958	20.60	13.40%		N.A.	8.23	(4.04)	(26.12)
3	Alef Mobitech Solutions Private Limited	March 31, 2023	November 30, 2015	4,96,276	15.88	25.70%		N.A.	0.91	-	-
4	Vortex Engineering Private Limited	March 31, 2023	December 13, 2011	1,39,415	29.00	18.50%		N.A.	5.50	-	-
5	Kapsons Industries Private Limited	March 31, 2023	December 24, 2014	2,857	0.01	0.01%		N.A.	-	-	-
6	Fincare Business Services Limited	March 31, 2023	March 21, 2017	2,54,791	7.34	0.77%		N.A.	5.43	(0.07)	(9.52)
7	Fincare Small Finance Bank	March 31, 2023	September 13, 2013	1,00,72,871	1.46	0.09%		N.A.	1.17	0.21	205.74
8	Indusface Private Limited	March 31, 2023	April 21, 2020	4,51,721	35.00	36.89%		N.A.	6.21	(0.51)	(0.88)
9	Auxilo Finserve Private Limited	March 31, 2023	July 19, 2023	10	-	0.00%		N.A.	-	-	65.81
10	Linux Laboratories Pvt Ltd	March 31, 2023	February 22, 2021	3,600	15.00	3.90%		N.A.	3.12	0.45	11.06
11	Cnergyis Infotech India Pvt Ltd	March 31, 2023	January 10, 2022	87,282	57.09	23.89%		N.A.	8.48	(1.83)	(5.83)
12	Atulaya Healthcare Private Limited	March 31, 2023	July 20, 2021	100	0.01	0.01%		N.A.	0.01	-	11.51
13	Sakar Healthcare Limited	March 31, 2023	August 29, 2023	23,09,910	60.00	10.62%		N.A.	18.41	-	-
14	Anderson Diagnostic Services Private Limited	March 31, 2023	June 8, 2022	22,836	15.00	4.48%		N.A.	3.56	(0.34)	(7.40)
15	Tata Projects Limited[1]	March 31, 2023	June 24, 2015	-	-	-		N.A.	-	(4.49)	-
16	Tata Play Limited (formerly Tata Sky Limited)[2]	March 31, 2023	September 13, 2013	-	-	-		N.A.	-	(0.59)	-
17	TVS Supply Chain Solutions Limited[3]	March 31, 2023	September 3, 2015	-	-	-		N.A.	-	(0.39)	-
18	Finagg Technologies Private Limited	March 31, 2023	January 16, 2024	1	-	0.00%		N.A.	27.53	-	-
19	Apex Kidney Care Private Limited	March 31, 2023	October 25, 2023	4,24,356	15.50	6.89%		N.A.	4.87	0.03	0.37

1. Tata Project Limited ceased to be an Associate company w.e.f. October 11, 2023
2. Tata Play Limited ceased to be an Associate company w.e.f. October 11, 2023
3. TVS Supply Chain Solutions Limited ceased to be an Associate company w.e.f. July 28, 2023

For and on behalf of the Board of Directors of
Tata Capital Limited

Saurabh Agrawal
(Chairman)
DIN: 02144558

F. N. Subedar
(Director)
DIN: 00028428

Varsha Purandare
(Independent Director)
DIN: 05288076

Nagaraj Ijari
(Independent Director)
DIN: 09390579

V.S. Radhakrishnan
(Independent Director)
DIN: 08064705

Sujit Kumar Varma
(Independent Director)
DIN: 09075212

Aarthi Subramanian
(Director)
DIN: 07121802

Rajiv Sabharwal
(Managing Director & CEO)
DIN: 00057333

Sarita Kamath
(Head - Legal and Compliance & Company Secretary)

Rakesh Bhatia
(Chief Financial Officer)

Place : Mumbai
Date : May 10, 2024

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, Maharashtra, India

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

MSKA & Associates, Chartered Accountants
602, Floor 6, Raheja Titanium
Western Express Highway, Geetanjali
Railway Colony, Ram Nagar, Goregaon East
Mumbai - 400 063, Maharashtra, India

M P Chitale & Co., Chartered Accountants
1st Floor, Hamam House
Ambalal Doshi Marg
Fort, Mumbai 400 001, Maharashtra, India

LEGAL ADVISERS TO THE ARRANGER AND ORIGINAL DEALERS

as to English law

Linklaters Singapore Pte. Ltd.
2 Central Boulevard #28-01 West Tower,
IOI, Central Blvd, Towers,
Singapore 018916

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 SA/NV, Dublin Branch
The Shipping Office
20-26 Sir John Rogerson's Quay
Dublin 2,
D02 Y049
Ireland

THE SECURITY TRUSTEE

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